

11-12-2002

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102277756

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 10-31-02
Hershey Foods Corporation
Hershey Chocolate & Confectionery Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware Corp.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Farley's & Sathers Candy Co., Inc.
Internal Address: _____
Address: _____
Street Address: One Sather Plaza
City: Round Lake State: MN Zip: 56167

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF PRINCIPAL FCOPDS
2002 OCT 31 AM 9:00
FINANCE SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 03/20/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78047258

B. Trademark Registration No.(s) 0787274,
1720539, 1388459, 1840760,

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Paul Lester, Esq.
Internal Address: _____
Fieldstone Lester Shear & Denberg, LLP

Street Address: 201 Alhambra Circle
Suite 601
City: Miami State: FL Zip: 33134

6. Total number of applications and registrations involved: 40

7. Total fee (37 CFR 3.41).....\$ 1,015.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Alexander E. Barthet, Esq.  10/31/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 15

11/12/2002 BTOM11 00000019 78047258

01 FC:8521 40.00 OP
02 FC:8522 975.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 2617 FRAME: 0228

Continuation of Item 4

Trademark Registration Numbers

1707065, 0293766, 0243976, 0058790, 0032606, 0689201, 2043943, 1826529, 0435900,
1679046, 0740732, 1316007, 0220367, 1943109, 1708503, 1800208, 1774359, 0052350,
0635303, 1640701, 1722228, 1956195, 2385294, 1493380, 1896376, 1997667, 1977189,
2046503, 2037776, 2037821, 1522816, 2037822, 2037823, 2036160, 2042149

GLOBAL ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

GLOBAL ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS, made, executed and delivered as of June 21, 2002 ("Global Assignment of Intellectual Property Rights") by and among Hershey Foods Corporation, a Delaware corporation ("HFC"), and Hershey Chocolate & Confectionery Corporation, a Delaware corporation and a wholly-owned subsidiary of HFC ("HCCC" and, jointly and severally with HFC, "Seller") and Farley's & Sathers Candy Company, Inc., a Delaware corporation ("Purchaser").

WHEREAS, Seller and Purchaser have entered into an Asset Purchase Agreement, dated as of March 20, 2002, as amended as of June 21, 2002, by and among Seller and Purchaser (the "Agreement"), pursuant to which Seller agreed, among other things, to sell, convey, assign, transfer and deliver, and Purchaser agreed to purchase, among other things, the Transferred Intellectual Property (such term and all other capitalized terms used but not defined herein having the same meanings ascribed to such terms in the Agreement), all as more fully described in the Agreement; and

WHEREAS, Seller wishes to transfer to Purchaser the Transferred Intellectual Property and Purchaser wishes to acquire the Transferred Intellectual Property;

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged and accepted, Seller hereby sells, conveys, assigns, transfers and delivers unto Purchaser and its successors and assigns, any and all of Seller's worldwide right, title and interest in, to and under the Transferred Intellectual Property, including all rights of recovery for future infringement thereof, together with the goodwill of the business, if any, connected with the Transferred Intellectual Property.

Seller hereby authorizes and requests the Commissioner of Trademarks to record Purchaser as sole owner of the entire right, title and interest in and to the Registered Trademarks identified in Schedule A for the sole use and enjoyment of Purchaser, its successors, assigns or other legal representatives.

This Global Assignment of Intellectual Property Rights is intended to implement the provisions of the Agreement and shall not be construed to enhance, extend or limit the rights or obligations of Seller or Purchaser thereunder.

This Global Assignment of Intellectual Property Rights may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Global Assignment of Intellectual Property Rights has been duly executed and delivered on behalf of the parties as of the date first above written.

HERSHEY FOODS CORPORATION

By: Bryon L. Klemens
Name: Bryon L. Klemens
Title: Vice-President, Corporate
Development

HERSHEY CHOCOLATE &
CONFECTIONERY CORPORATION

By: _____
Name: Martha L. Cecil-Few
Title: President and Secretary

FARLEY'S & SATHERS CANDY
COMPANY, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, this Global Assignment of Intellectual Property Rights has been duly executed and delivered on behalf of the parties as of the date first above written.

HERSHEY FOODS CORPORATION

By: _____
Name:
Title:

HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION

By: Martha L. Cecil-Few
Name: Martha L. Cecil-Few
Title: President

FARLEY'S & SATHERS CANDY COMPANY, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, this Global Assignment of Intellectual Property Rights has been duly executed and delivered on behalf of the parties as of the date first above written.

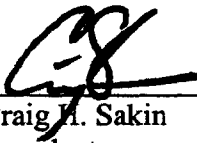
HERSHEY FOODS CORPORATION

By: _____
Name:
Title:

HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION

By: _____
Name:
Title:

FARLEY'S & SATHERS CANDY COMPANY, INC.

By:  _____
Name: Craig H. Sakin
Title: President

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF DAUPHIN)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared Bryon L. Klemens, the Vice President, Corporate Development of Hershey Foods Corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of such Corporation, and that he executed the same for and as the act of such Corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 21st day of June, 2002.



Florence I. Barth
Name: Florence I. Barth
Notary Public

NOTARIAL SEAL
Florence I. Barth, Notary Public
Derry Township, Dauphin County
My Commission Expires Apr. 22, 2004

STATE OF COLORADO)

) SS.:

COUNTY OF JEFFERSON)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared Martha L. Cecil-Few, the President of Hershey Chocolate & Confectionery Corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of such Corporation, and that he executed the same for and as the act of such Corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 21st day of June, 2002.



My Commission Expires 6/25/2003

Leah M. Kling
Name: Leah M. Kling
Notary Public

STATE OF CONNECTICUT)

)

ss.:

COUNTY OF FAIRFIELD)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared Craig H. Sakin, the President of Farley's & Sathers Candy Company, Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of such Corporation, and that he executed the same for and as the act of such Corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 21st day of June, 2002.

Judith M. Foster

Name: Judith M. Foster
Notary Public

MY COMMISSION EXPIRES JUNE 30, 2006

Schedule A
Registered Trademarks

HEIDE FRANCHISE

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
Australia	HEIDE and Design	A111389
Australia	WUNDER BEANS and Design	656852
Canada	CUPID BRAND and Design	NFLD 2218
Canada	HH and Design	15157
Canada	HH and Diamond Design	NFLD 0457
Canada	HEIDE and Design	04915
Canada	HEIDE'S	NFLD 0456
Canada	JUBEFRUITS	393630
Canada	JUJYFRUITS	139564
Canada	Miscellaneous Design (Bear)	445350
Colombia	HEIDE and Design	117931
Japan	WUNDER BEANS and Design	4043006
Mexico	HEIDE and Design	502455
Mexico	WUNDER BEANS and Design	502456
New Zealand	HEIDE and Design	247023
New Zealand	WUNDER BEANS and Design	247022
United States	CLOVER	787274
United States	COOL GRAPE	1720539
United States	EASY ACES	1388459
United States	GUMMIJUYYS	1840760
United States	HAWAII HOTS	1707065

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
United States	HEIDE and Design	293766
United States	HEIDE'S	243976
United States	HH and Design	58790
United States	HH and Design	32606
United States	HUMMING BIRD EGGS	689201
United States	IN YOUR FACE	2043943
United States	JUJYFRUITS	1826529
United States	JUJYFRUITS (Stylized)	435900
United States	JUJYFRUITS AND FRIENDS	1679046
United States	MEXICAN HATS	740732
United States	Miscellaneous Design (Bear)	1316007
United States	RED HOT DOLLARS	220367
United States	SCHOOL COLORS	1943109
United States	SILLY SOURS	1708503
United States	SOUR DEVILS	1800208
United States	TEAM BEANS	1774359
United States	THE BEST and Design	52350
United States	WETEM & WEAREM	635303
United States	WUNDERBEANS	1640701
United States	WUNDER BEANS and Design	1722228
United States	WUNDER BEANS HEIDE GOURMET JELLY BEANS and Design	1956195
United Kingdom	HEIDE and Design	647642
United Kingdom	HEIDE'S (Stylized)	716536
United Kingdom	JUJYFRUITS	794696

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
United Kingdom	WUNDER-BEANS	1494977
United Kingdom	WUNDER BEANS and Design	1567381

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>APPLICATION DATE</u>
United States	RED RASPBERRY DOLLARS	78/047258	08-February-2001

AMAZIN' FRUIT FRANCHISE

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
Canada	AMAZIN' FRUIT	359154
Canada	AMAZIN' FRUIT	540748
Canada	GUMMY BEARS & FRIENDS	459333
Canada	GUMMY BEARS & HEARTS and Design	478658
Canada	GUMMY BEARS & SCARES!	477342
Costa Rica	AMAZIN' FRUIT	93395
Dominican Republic	AMAZIN' FRUIT	78486
El Salvador	AMAZIN' FRUIT	228 Book 59
Japan	HERSHEY'S AMAZIN' FRUIT	4031577
Korea	AMAZIN' FRUIT	268427
Mexico	AMAZIN' FRUIT	438774
Panama	AMAZIN' FRUIT	075973
Peru	AMAZIN' FRUIT	025350
Philippines (Stylized)	AMAZIN' FRUIT	64630
Russian Federation	AMAZIN' FRUIT	156550
Saudi Arabia	AMAZIN' FRUIT	347/29
Singapore	HERSHEY'S AMAZIN' FRUIT	B4117/95
United Arab Emirates	AMAZIN' FRUIT	9650
United States	AMAZIN' FRUIT	1493380
United States	GUMMY BEARS & FRIENDS	1896376
United States	GUMMY BEARS & HEARTS and Design	1997667
United States	GUMMY BEARS & SCARES!	1977189
United States	KANGADUDE	2046503

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
United States	LATER ALLIGATOR	2037776
United States	Miscellaneous Design (Alligator)	2037821
United States	Miscellaneous Design (Bear)	1522816
United States	Miscellaneous Design (Kangaroo)	2037822
United States	Miscellaneous Design (Orangutan)	2037823
United States	ORANGUTAN MAN	2036160
United States	SO FRUITY YOU CAN HARDLY BEAR IT!	2042149
Venezuela	AMAZIN' FRUIT	8.862/94

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TRADEMARK
REEL: 2617 FRAME: 0241

SOUR DUDES FRANCHISE

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
United States	SOUR DUDES	2385294

NY12533:150232.2