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ed original documents or copy thereof.

To the Honorable Commissioner of Pat

102339639

1. Name of conveying party(ies):

Swizzels, Inc.

1-13-03

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation-State New Jersey
 - Other _____
- Additional name(s) of conveying party(ies) attached? ___ Yes No

2. Name and address of receiving party(ies)

Name: Swizzels Matlow (USA) Limited

Internal Address: _____

Street Address: 2390 Air Park Road

City: North Charleston State: SC Zip: 29418

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State South Carolina
- 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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of name
- Other Corrective to correct state of incorporation of conveying party, previously recorded at REEL/FRAME: 0848.0867

Execution Date: February 12, 1992

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,178,375
(see document ID No 102224961)

Additional numbers attached? ___ Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael R. Gilman, Esq.

Internal Address: _____

Street Address: KAPLAN & GILMAN, LLP

900 Route 9 North

City: Woodbridge State: NJ Zip: 07095

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael R. Gilman, Esq.

Name of Person Signing

Signature

1/6/03

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231

To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party(ies):

Swizzels, Inc.

9.16.02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- Other _____

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

2. Name and address of receiving party(ies)

Name: Swizzels Matlow (USA) Limited

Internal Address: _____

Street Address: 2390 Air Park Road

City: North Charleston

State: SC Zip: 29418

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State South Carolina

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of name
- Other Corrective to correct state of incorporation of conveying party, previously recorded at REEL/FRAAME: 0848/0867

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City: Woodbridge State: NJ Zip: 07095

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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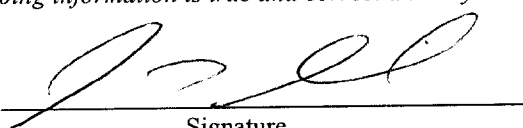
DO NOT USE THIS SPACE

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Michael R. Gilman, Esq.

Name of Person Signing



Signature

9/16/02

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231

ASSIGNMENT

WHEREAS, SWIZZELS, INC. (hereinafter "Assignor"), a New York corporation with a principal business address of 2390 Air Park Road, North Charleston, South Carolina 29418, has adopted and used the marks corresponding to the United States trademark registrations and trademark application listed on the attached Exhibit A to this Assignment; and

WHEREAS, Assignor has agreed to assign to Swizzels Matlow (USA) Ltd. (hereinafter "Assignee"), a South Carolina corporation with a principal business address of 2390 Air Park Road, North Charleston, South Carolina 29418, all right, title and interest in and to the marks of the United States trademark registrations listed on the attached Exhibit A to this Assignment, and all right, title and interest in and to the mark of the United States trademark application listed on the attached Exhibit A to this Assignment and any registration which might issue for the mark, together with the good will of the business symbolized by the marks of the registrations and the application;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the marks of the United States trademark registrations listed on the attached Exhibit A to this Assignment, and all right, title and interest in and to the mark of the United States trademark application listed on the attached Exhibit A to this Assignment and any registration which might issue for the mark,

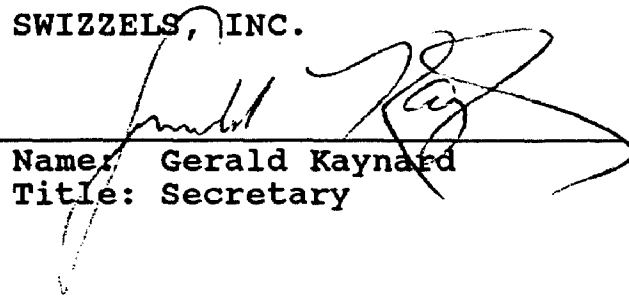
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REEL 0848 FRAME 869

together with the good will of the business symbolized by the marks of the registrations and the application.

ASSIGNOR: SWIZZELS, INC.

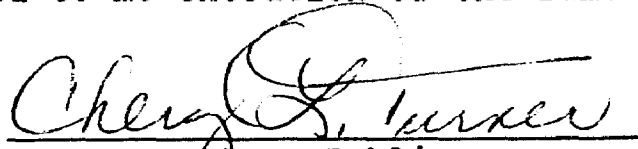
By:


Name: Gerald Kaynard
Title: Secretary

Dated: February 12, 1992

STATE OF SOUTH CAROLINA)
) ss.:
COUNTY OF CHARLESTON)

On February 12 , 1992 before me personally came Gerald Kaynard to me known to be the Secretary of the Assignor, Swizzels, Inc., described in and who executed the foregoing Assignment, and he duly acknowledged to me execution of the same.


Notary Public

My Commission Expires: 4-10-2000

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EXHIBIT A

Schedule of Trademark Registrations and Applications

REGISTRATIONS

<u>Registration No.</u>	<u>Trademark</u>	<u>Registration Date</u>	<u>Renewal Date</u>
603,380	MINTPOLE	3/15/55	3/15/75
720,409	SWIZZELS MOTTO MINTS	8/22/61	8/22/81
785,710	SWIZZETS	2/23/65	2/23/85
875,722	SUNSQUASH	8/26/69	8/26/89
978,265	BIG 'UN	2/5/74	None
978,266	BEST BET	2/5/74	None
984,068	FIZZY FACES	5/14/74	None
989,097	FIZZ-Z-Z BALLS	7/23/74	None
1,004,892	SWIZZELSTICKS	2/18/75	None
1,005,894	SWIZZELS and Design	3/4/75	None
1,008,461	SWIZZADE	4/8/75	None
1,010,530	TIZER	5/13/75	None
1,015,416	LONDON TOWN ENGLAND	7/8/75	None
1,017,078	AUTO DROPS	7/29/75	None
1,017,083	SWIZZELS LUCKY 7'S	7/29/75	None
1,075,163	DOUBLE LOLLIES (Stylized)	10/11/77	None
1,087,425	WAVY LINE	3/14/78	None
1,094,659	BOBBIES LOLLIES	6/27/78	None
1,115,371	CARLTON	3/20/79	None
1,118,892	FIZZ-BUSTERS	5/22/79	None
1,119,753	FIZZYBITS (Stylized)	6/5/79	None
1,132,320	DESIGN ONLY (LOLLIPOP)	4/1/80	None
1,133,802	YOGAPOP	4/22/80	None
1,178,375	LOVE HEARTS	11/17/81	None
1,214,241	CHOCADO POPS	10/26/82	None
1,227,720	FIZZERS (Stylized)	2/15/83	None

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Registration
No.

Trademark

Registration
Date

Renewal Date

1,250,594

DESIGN ONLY (LOLLIPOP KINGS)

9/6/83

None

APPLICATION

Serial No.

Trademark

Filing Date

73/839,600

SWIZZLERS

November 15, 1989

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RECORDED
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OFFICE

FEB 18 1992