

04-23-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Kraft Foods Holdings, Inc.

4-22-03

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

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: 12/20/2002

2. Name and address of receiving party(ies)

Name: Farley's & Sathers Candy Co., Inc.

Internal 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1997772, 1674426

1580360, 0785717, 2339233

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: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Alexander E. Barthet, Esq. Name of Person Signing

Signature

4/15/2003

Date

Total number of pages including cover sheet, attachments, and document: 5

04/22/2003 LMUELLER 00000201 1997772

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

01 FC:8521 40.00 DP 02 FC:8522 100.00 DP

TRADEMARK REEL: 002716 FRAME: 0228

ASSIGNMENT

This Assignment (hereinafter referred to as "Assignment") is effective as of the 20th day of December, 2002, by and between Kraft Foods Holdings, Inc., a Delaware corporation, (hereinafter referred to as "Assignor") and Farley's & Sathers Candy Company, Inc., a Delaware corporation (hereinafter referred to as "Assignee");

WHEREAS, Assignor has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademark registrations listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks");

WHEREAS, Assignor has acquired goodwill associated with and symbolized by said Trademarks and has not abandoned the same;

WHEREAS, Assignee is desirous of acquiring all rights, title, and interest in and to the Trademarks; and

WHEREAS, Assignor is willing to assign to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and sells to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks as set forth in Schedule A; together with the goodwill symbolized by said Trademarks.

Kraft Foods Holdings, Inc., Assignor
a Delaware corporation

Executed at Northfield, IL, this 17 day of December, 2002.

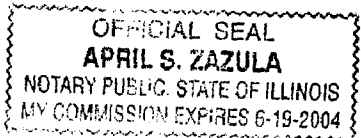
By: *John F. Mowrer*
Name: John F. Mowrer
Title: Vice President, Treasurer and Controller

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On December 17, 2002, before me, April S. Zazula, a Notary Public in and for said State, personally appeared John F. Mowrer, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

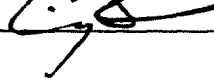
WITNESS my hand.

April S. Zazula



Farley's & Sathers Candy Company, Inc., Assignee
a Delaware corporation


Executed at FAIRFIELD, CT, this 18 day of DECEMBER, 2002.

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

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On DECEMBER 18, 2002, before me, JUDITH M. FOSTER, a Notary Public in and for said State, personally appeared CRAIG H. SAKIN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand.



MY COMMISSION EXPIRES JUNE 30, 2006