

05-14-2003

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



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

102447386

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

1. Name of conveying party(ies): 5-12-03
 Goldenberg Candy Company

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

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

2. Name and address of receiving party(ies)
 Name: Just Born, Inc.
 Internal Address: _____
 Street Address: 1300 Stefko Boulevard
 City: Bethlehem State: PA Zip: 18017

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

Execution Date: 04/28/03

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

B. Trademark Registration No.(s) 1,482,561;
1,452,407; 1,580,311

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Peter T. Wakiyama, Esquire
 Internal Address: Wolf, Block, Schorr and Solis-Cohen LLP
22nd Floor
 Street Address: 1650 Arch Street
 City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
 Peter T. Wakiyama  5/8/2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

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

05/14/2003 BTOM11 00000031 1482561
 01 FC:8521 40.00 OP
 02 FC:8522 50.00 OP

TRADEMARK
 REEL: 002731 FRAME: 0576

TRADEMARK ASSIGNMENT

This agreement (the "Agreement"), effective this 28th day of April, 2003 ("Effective Date"), is made by and between Goldenberg Candy Company, a company incorporated in the Commonwealth of Pennsylvania, having a place of business at 7701 State Street, Philadelphia, Pennsylvania 19136 (hereinafter "Goldenberg"), and Just Born, Inc., a company incorporated in the Commonwealth of Pennsylvania, having a place of business at 1300 Stefko Boulevard, Bethlehem, PA 18017 (hereinafter "Just Born").

WHEREAS, Goldenberg is the owner of certain trademarks (the "Marks") and registrations for the Marks (the "Registrations") set out in the schedule attached hereto;

WHEREAS, Just Born, pursuant to the terms of an Agreement of Sale of Business Assets dated as of April 25, 2003 by and among Goldenberg, Just Born II, Inc. and Just Born (the "Purchase Agreement") has acquired all right, title and interest in and to the Registrations and the Marks, and any and all goodwill associated therewith ("IP Rights").

NOW, THEREFORE, in consideration of the foregoing premises and for valuable consideration, the sufficiency and receipt of which are hereby acknowledged, Goldenberg and Just Born, intending to be legally bound hereby agree as follows:

1. Goldenberg hereby sells, assigns, transfers and sets over unto Just Born, all right, title and interest in and to the Registrations and the Marks and any and all goodwill of the business associated therewith, any and all future choses in action and causes of action related to the Marks, the Marks to be held and enjoyed by Just Born, and to inure to the benefit of Just Born, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Goldenberg had this Agreement not been executed and such assignment, sale and transfer not been made.
2. Upon request, Goldenberg further agrees to execute such additional documents as may be required to effect the assignment set forth herein.
3. Goldenberg agrees to cease any and all use now and in the future of the Marks or similar marks.
4. Waiver by either party of any breach or failure by either party to enforce the terms and conditions of this Agreement, at any time, shall not in any way affect, limit, or waive the right of that party thereafter to enforce and compel strict compliance with any term or condition hereof.
5. This Agreement shall be binding upon and inure to the benefit of the parties, their successors, affiliates, licensees, and assigns.
6. The validity, performance, construction and effect of this Agreement shall be governed by the laws of the Commonwealth of Pennsylvania without regard to conflict of laws principles.
7. This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which counterparts, when so executed and delivered, shall be deemed to be an original, and all of which counterparts, taken together, shall constitute but one and the same Agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives as of the Effective Date.

David R. Goldenberg
GOLDENBERG CANDY COMPANY

Name: DAVID R. GOLDENBERG

Title: PRESIDENT

Date: APRIL 28, 2003

David N. Shaffer
JUST BORN, INC.

Name: DAVID N. SHAFFER

Title: CO-PRESIDENT

Date: 4/28/2003

Executed before me personally this 28th day of April 2003 at

State of PA)SS:

County of Philadelphia)

Susan M. Montella
(Notary Public Signature)

(SEAL)

Notary Seal
Susan M. Montella, Notary Public
Philadelphia, Philadelphia County
My Commission Expires May 31, 2003
Member, Pennsylvania Commission of Notaries

1.5(b)

See due diligence deliveries

See attached Pershing & Company letter noting "Peanut Chews" trademark registration for Taiwan. Registration No. 00963846

See attached letter from Reed Smith advising of approved domain registrations for ".us" as listed. Note: These have not been linked to the Goldenberg Candy Company domestic site.

Section 1.5(b) Schedule

<u>Mark</u>	<u>Country</u>	<u>Application/ Registration Number</u>	<u>Status</u>
GOLDENBERG'S	United States of America	73-639794/1,482,561	Active
CHEW-ETS	United States of America	73-639793/1,452,407	Active
PEANUT CHEWS	United States of America	73-639792/1,580,311	Active

PERSHING & CO.

PATENT • TRADEMARK • COPYRIGHT
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A. S. HUANG
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DR. P. C. CHEN
OF COUNSEL



FAX: 886 2 2532-6700 • PHONE: (02) 2532-2371 • MAIL: P. O. BOX 104-001 TAIPEI, TAIWAN

Mr. Edgar R. Goldenberg
GOLDENBERG CANDY COMPANY
7701 State Road,
Philadelphia, PA 19136-3405
U. S. A.

Oct. 11, 2001

RE: Trademark Application in Taiwan
No. 88051128 "PEANUT CHEWS" - Class 30
Your Ref.:
Our File: 2312.002

Dear Mr. Goldenberg:

Please refer to our last letter dated July 6, 2001 reporting on approval and publication of the above trademark application.

We are pleased to report further that as the above trademark has been published for three months and no opposition was filed during this period, the registration of this trademark shall be granted.

As the relevant formalities have been completed, the Certificate of Trademark Registration No. 963846 will be issued in near future and we shall forward the same to you after receipt from the Intellectual Property Office.

Enclosed herewith please find the final debit note for our charges in handling the above application for trademark registration.

With best wishes,

Sincerely yours,

C.C. Mr. T. T. Tai
Kuai Kau Co., Ltd. (2675-2277)

Copy Sent via Facsimile
002 1 215 335 4510

PHC/JMC/pc
Encl. Sent by Mail

PERSHING & CO.

Authorized Signature



PERSHING & CO.

PATENT • TRADEMARK • COPYRIGHT
INVESTMENT • LICENSING & BUSINESS CONSULTANTS

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FAX: 886 2 2532-6700 • PHONE: (02) 2532-2371 • MAIL: P. O. BOX 104-001 TAIPEI, TAIWAN

Mr. Edgar R. Goldenberg
GOLDENBERG CANDY COMPANY
7701 State Road,
Philadelphia, PA 19136-3405
U. S. A.

July 6, 2001

RE: Trademark Application in Taiwan
No. 88051128 "PEANUT CHEWS" - Class 30
Your Ref.:
Our File: 2312.002

Dear Mr. Goldenberg:

This is to report with pleasure that the above trademark application has been approved for publication after review and also published in the official Trademark Gazette dated July 1, 2001 as the approved trademark No. 00963846.

The registration of this trademark shall be granted, if no opposition is filed within three months from the date of publication. We shall keep you informed of any development.

Enclosed herewith please find a copy of the Approval Decision, its English translation for your reference and a clipping of the trademark publication for your file.

With best wishes,

Sincerely yours,

C.C. Mr. T. T. Tai
Kuai Kau Co., Ltd. (2675-2277)

Copy Sent via Facsimile
002 1 215 335 4510

PHC/JMC/pc
Encl. Sent by Mail

PERSHING & CO.

Authorized Signature

X

April 30, 2002

Mr. David Goldenberg
Goldenberg Candy Company
7701 State Road
Philadelphia, PA 19136

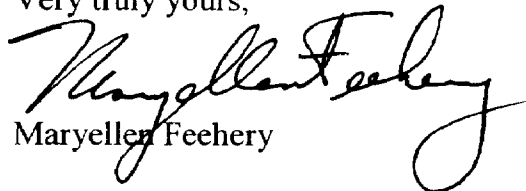
RE: Domain Name Registrations
www.peanutchews.us
www.goldenbergs.us
www.chew-ets.us

Dear Mr. Goldenberg:

We are pleased to advise you that the above-identified domain name registrations have been issued to Goldenberg Candy on April 29, 2002. Your website moderator should have access to these domain names shortly.

Please do not hesitate to contact me if you have any questions.

Very truly yours,



Maryellen Feehery

MF:emb
cc: Solomon Fisher, Esquire

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1650 Market Street
Philadelphia, PA 19103-7301
215.851.8100
Fax 215.851.1420

Delaware
New Jersey
New York
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Washington, DC