



102464718

Tab settings

6-2-03 TRAI

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

1. Name of conveying party(ies):

Adams USA Inc.

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

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

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

Execution Date: March 30, 2003

2. Name and address of receiving party(ies):

Name: Cabury Adams USA LLC

Internal Address: \_\_\_\_\_

Street Address: 400 Interpace Parkway, Bldg. B

City: Parsippany State: NJ ZIP: 07054

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)  
see attached

B. Trademark Registration No.(s)  
see attached

Additional numbers  Yes  No

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

Name: Daniel Chung, Esq.

Internal Address: Cadbury Schweppes

Street Address: 6 High Ridge Park

City: Stamford State: CT ZIP: 06905

6. Total number of applications and registrations involved:.....

68

7. Total fee (37 CFR 3.41):.....\$ \$1,715.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06/04/2003 0TON11 00000074 76156186

DO NOT USE THIS SPACE

01 FC:0521 40.00 OP  
02 FC:0522 1675.00 OP

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.

Carrie Webb Olson

Name of Person Signing

Signature

June 2, 2003

Date

Total number of pages including cover sheet, attachments, and

10

TRADEMARK

**Adams USA Inc. to Cadbury Adams USA LLC**

<u>Application No.</u>	<u>Mark</u>	<u>Application Date</u>
76/156,186	ISLAND SQUEEZE	10/30/2000
76/390,307	ADAMS	04/03/2002
78/116,469	TRIDENT FOR KIDS	03/21/2002

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
48,005	CHICLETS	12/05/1905
54,463	DENTYNE	06/26/1906
58,998	CALIFORNIA FRUIT	12/25/1906
113,665	ADAMS'	10/31/1916
202,869	DENTYNE	09/08/1925
207,397	JUMBO	12/29/1925
227,611	BLACK JACK WRAPPER	05/10/1927
228,292	CHICCOS	05/31/1927
261,531	BREATHLETS LABEL	09/17/1929
520,878	BEEMAN'S	02/07/1950
522,328	BLACK JACK	03/14/1950
555,672	CLORETS	03/04/1952
587,092	RETSYN	03/16/1954
591,356	TRIDENT	06/15/1954
611,194	CERTS	08/23/1955
790,074	GEMINI	05/25/1965
821,233	ACTION	12/27/1966
842,185	CLORETS	01/09/1968
856,135	COOLMINT	09/03/1968
972,527	FRESHEN-UP	11/06/1973
1,064,061	BUBBLICIOUS	04/19/1977
1,243,030	MINT REFRAINS	06/21/1983
1,250,603	NOURISHMENTS	09/06/1983
1,251,282	TEMPTERS	09/13/1983
1,277,273	STICKLETS	05/08/1984
1,304,423	FRESHMINT	11/06/1984
1,327,291	ACTIZOL	03/26/1985
1,354,544	CANDILICIOUS	08/13/1985
1,423,105	C Design for A C-Type Carton	12/30/1986
1,440,100	CHICLETS ADAMS Stylized C and Design	05/19/1987
1,483,741	BUBBALOO	04/05/1988
1,527,230	ADAMS CLOVE and Design	02/28/1989
1,538,880	SOOTHERS	05/16/1989

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
1,652,772	CINN*A*BURST	07/30/1991
1,794,390	BE CERTAIN WITH CERTS	09/21/1993
1,802,989	THE ORIGINAL CANDY COATED GUM	11/02/1993
1,819,117	THE ULTIMATE BUBBLE	02/01/1994
1,821,567	CHICLETS TINY SIZE	02/15/1994
1,824,532	CHICLETS TINY SIZE (Design)	03/01/1994
1,847,432	C-TYPE CARTON WITH CHICLETS	07/26/1994
1,848,307	CHICLETS Stylized	08/02/1994
1,865,359	MINT*A*BURST	11/29/1994
1,889,394	C Design for C-Type Carton	04/11/1995
1,903,724	WATERMELON WAVE	07/04/1995
1,949,571	SOOTHERS	01/16/1996
1,949,572	HARVEST CHERRY	01/16/1996
2,042,485	THE REAL JUICE GUM	03/04/1997
2,060,034	CHICLEYEDOSCOPE	05/06/1997
2,061,886	BLUE BLOWOUT	05/13/1997
2,091,583	URNS FOOD BREATH INTO FRESH BREATH	08/26/1997
2,091,692	RADICAL RED	08/26/1997
2,101,869	COOL MINT DROPS	09/30/1997
2,120,687	STRAWBERRY BREEZE	12/16/1997
2,123,204	SOOTHERS	12/23/1997
2,200,039	TWISTED TORNADO	10/27/1998
2,213,491	AUTUMN BERRY	12/22/1998
2,243,396	KICKIN' COLA	05/04/1999
2,245,645	LIGHTNING LEMONADE	05/18/1999
2,356,031	TRIDENT ADVANTAGE	06/06/2000
2,520,383	DENTYNE ICE	12/18/2001
2,550,754	SAVAGE SOUR APPLE	03/19/2002
2,574,262	BODY SMARTS	05/28/2002
2,638,585	ADAMS Logo	10/22/2002
2,644,031	TRIDENT WHITE	10/29/2002
2,660,071	ARCTIC CHILL	12/10/2002

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment"), effective the 30<sup>th</sup> day of ~~March~~, 2003, is made and entered into by and between Adams USA Inc., a Delaware company ("Assignor"), and Cadbury Adams USA LLC, a Delaware company ("Assignee") (each a "party," and collectively, the "parties"). Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Purchase Agreement (defined below).

WHEREAS, Assignor is the owner of the trademarks, trademark registrations and trademark applications set forth on Schedule A hereto (the "Trademarks"); and

WHEREAS, Pfizer and Purchaser entered into that certain Stock and Asset Purchase Agreement dated as of December 16, 2002 (the "Purchase Agreement"), pursuant to which Purchaser agreed to purchase the Purchased Assets from the Asset Selling Corporations, including all of Assignor's right, title and interest in and to the Trademarks.

NOW THEREFORE, for the consideration set forth in the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to the Trademarks and any and all goodwill of the business symbolized by the Trademarks, including all rights therein provided by international conventions and treaties, and the right to sue for past, present and future infringement thereof.
2. Further Assurances. Assignor shall timely execute and deliver any additional documents and perform such additional acts necessary or desirable to record and perfect the interest of Assignee in and to the Trademarks, and shall not enter into any agreement in conflict with this Assignment.
3. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of New York, without regard to the conflicts of law rules of such state.
4. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, each party has caused this Assignment to be executed by its duly authorized representative.

ADAMS USA INC.

By:   
Name: Sally Park  
Title: **Attorney-In-Fact**

CADBURY ADAMS USA LLC

By:   
Name: Bruce N. Futterer  
Title: **BRUCE N. FUTTERER  
ATTORNEY IN FACT**

# SCHEDULE A

United States

Adams USA Inc./Cadbury Adams USA LLC

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Date
ACTION	72/237,407	26JA1966	821,233	27DE1966	27DE2006
ACTIZOL	73/470,048	13MR1984	1,327,291	26MR1985	26MR2005
ADAMS	76/390,307	03AP2002	N/A	N/A	N/A
ADAMS'	71/092,287	03JL1916	113,665	31OC1916	20JE2006
ADAMS CLOVE & DESIGN	73/732,919	06JE1988	1,527,230	28FE1989	28FE2009
ADAMS LOGO	76/211,804	16FE2001	2,638,585	22OC2002	22OC2012
ARCTIC CHILL	75/901,329	24JA2000	2,660,071	10DE2002	10DE2012
AUTUMN BERRY	75/344,455	21AU1997	2,213,491	22DE1998	22DE2008
BE CERTAIN WITH CERTS	74/275,824	15MY1992	1,794,390	21SE1993	21SE2003
BEEMAN'S	71/565,156	15SE1948	520,878	07FE1950	23DE2010
BLACK JACK	71/565,157	15SE1948	522,328	14MR1950	16DE2010
BLACK JACK WRAPPER	71/238,887	20OC1926	227,611	10MY1927	10MY2007
BLUE BLOWOUT	74/620,731	11JA1995	2,061,886	13MY1997	13MY2007
BODY SMARTS	75/841,022	04NO1999	2,574,262	28MY2002	28MY2012
BREATHLETS LABEL	71/280,863	16MR1929	261,531	17SE1929	17SE2009
BUBBALOO	73/678,966	17AU1987	1,483,741	05AP1988	05AP2008
BUBBLICIOUS	73/102,154	04OC1976	1,064,061	19AP1977	19MR2007
C DESIGN FOR A C-TYPE CARTON	73/559,839	13SE1985	1,423,105	30DE1986	30DE2006
C DESIGN FOR C-TYPE CARTON	74/340,564	16DE1992	1,889,394	11AP1995	11AP2005
CALIFORNIA FRUIT	71/008,150	15JE1905	58,998	25DE1906	25DE2006
CANDILICIOUS	73/519,373	24JA1985	1,354,544	13AU1985	13AU2005
CERTS	71/675,244	22OC1954	611,194	23AU1955	15JE2005
CHICCOS	71/232,308	27MY1926	228,292	31MY1927	31MY2007
CHICLETS	71/009,340	28JE1905	48,005	05DE1905	05NO2005
CHICLETS ADAMS STYLIZED C AND DESIGN	73/611,675	28JL1986	1,440,100	19MY1987	19MY2007
CHICLETS STYLIZED	74/340,516	16DE1992	1,848,307	02AU1994	02AU2004
CHICLETS TINY SIZE	74/388,349	05MY1993	1,821,567	15FE1994	15FE2004
CHICLETS TINY SIZE (DESIGN)	74/388,348	05MY1993	1,824,532	01MR1994	01MR2004
CHICLEYEDOSCOPE	75/018,106	09NO1995	2,060,034	06MY1997	06MY2007
CINN*A*BURST	74/010,186	12DE1989	1,652,772	30JL1991	23JA2012
CLORETS	72/262,077	06JA1967	842,185	09JA1968	09JA2008
CLORETS	71/608,149	28DE1950	555,672	04MR1952	25FE2012
COOL MINT DROPS	74/657,061	06AP1995	2,101,869	30SE1997	30SE1997
COOLMINT	72/287,327	20DE1967	856,135	03SE1968	03SE2008
C-TYPE CARTON WITH CHICLETS	74/340,525	16DE1992	1,847,432	26JL1994	26JL2004
DENTYNE	71/210,946	13MR1925	202,869	08SE1925	08SE2005
DENTYNE	71/014,508	26JE1906	54,463	26JE1906	26JE2006
DENTYNE ICE	75/113,575	04JE1996	2,520,383	18DE2001	18DE2011
FRESHEN-UP	72/451,174	12MR1973	972,527	06NO1973	30AU2003
FRESHMINT	73/387,678	22SE1982	1,304,423	06NO1984	06NO2004
GEMINI	72/192,186	28AP1964	790,074	25MY1965	25MY2005
HARVEST CHERRY	74/507,244	31MR1994	1,949,572	16JA1996	16JA2006
ISLAND SQUEEZE	76/156,186	30OC2000	N/A	N/A	N/A
JUMBO	71/220,058	10SE1925	207,397	29DE1925	22OC2005
KICKIN' COLA	75/267,335	31MR1997	2,243,396	04MY1999	04MY2009

# SCHEDULE A

## United States

### Adams USA Inc./Cadbury Adams USA LLC

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Date
LIGHTNING LEMONADE	75/390,976	17NO1997	2,245,645	18MY1999	18MY2009
MINT REFRAINS	73/361,658	26AP1982	1,243,030	21JE1983	21JE2003
MINT*A*BURST	74/183,780	10JL1991	1,865,359	29NO1994	29NO2004
NOURISHMINTS	73/348,382	02FE1982	1,250,603	06SE1983	06SE2003
RADICAL RED	74/620,726	11JA1995	2,091,692	26AU1997	26AU2007
RETSYN	71/648,582	11JE1953	587,092	16MR1954	19MY2004
SAVAGE SOUR APPLE	75/868,312	09DE1999	2,550,754	19MR2002	19MR2012
SOOTHERS	73/751,733	12SE1988	1,538,880	16MY1989	16MY2009
SOOTHERS	74/507,243	31MR1994	1,949,571	16JA1996	16JA2006
SOOTHERS	75/163,847	10SE1996	2,123,204	23DE1997	23DE2007
STICKLETS	73/402,544	12NO1982	1,277,273	08MY1984	08MY2004
STRAWBERRY BREEZE	74/534,249	07JE1994	2,120,687	16DE1997	16DE2007
TEMPTERS	73/361,518	26AP1982	1,251,282	13SE1983	13SE2003
THE ORIGINAL CANDY COATED GUM	74/325,817	26OC1992	1,802,989	02NO1993	02NO2003
THE REAL JUICE GUM	74/701,510	22JE1995	2,042,485	04MR1997	04MR2007
THE ULTIMATE BUBBLE	74/327,199	30OC1992	1,819,117	01FE1994	01FE2004
TRIDENT	71/653,425	21SE1953	591,356	15JE1954	07JL2004
TRIDENT ADVANTAGE	75/491,360	27MY1998	2,356,031	06JE2000	06JE2010
TRIDENT FOR KIDS	78/116,469	21MR2002	N/A	N/A	N/A
TRIDENT WHITE	76/168,690	20NO2000	2,644,031	29OC2002	29OC2012
URNS FOOD BREATH INTO FRESH BREATH	74/512,268	13AP1994	2,091,583	26AU1997	26AU2007
TWISTED TORNADO	74/620,730	11JA1995	2,200,039	27OC1998	27OC2008
WATERMELON WAVE	74/448,763	18OC1993	1,903,724	04JL1995	04JL2005

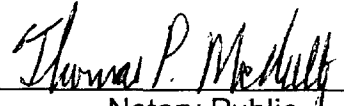
NOTARIAL CERTIFICATE

STATE OF NEW YORK                    )  
COUNTY OF NEW YORK                :       ss.:  
UNITED STATES OF AMERICA        )

On this 27<sup>th</sup> day of March, 2003, before me personally came Bruce N. Futterer, to me known and known to me to be the person who executed the foregoing instrument, and who being by me duly sworn, did depose and say that he/she is the Attorney-in-Fact, of Cadbury Adams USA LLC, the corporation described in and on whose behalf has executed the foregoing instrument; and he/she signed his/her name thereto on behalf of, and with the authorization of, the board of directors of said company as the free deed and act of said company.

Subscribed and sworn to before me  
this 27<sup>th</sup> day of March, 2003.

**THOMAS P. MCNULTY**  
Notary Public, State of New York  
No. 01MC6082898  
Qualified in New York County  
Commission Expires November 4, 2006

  
\_\_\_\_\_  
Notary Public

Seal



NOTARIAL CERTIFICATE

STATE OF NEW YORK            )  
COUNTY OF NEW YORK        ):     ss.:  
UNITED STATES OF AMERICA    )

On this 26 day of March, 2003, before me personally came Sally Park, to me known and known to me to be the person who executed the foregoing instrument, and who being by me duly sworn, did depose and say that he/she is the Attorney in fact, of **Adams USA Inc.**, the corporation described in and on whose behalf has executed the foregoing instrument; and he/she signed his/her name thereto on behalf of, and with the authorization of, the board of directors of said company as the free deed and act of said company.

Subscribed and sworn to before me  
this 26 day of March, 2003.

Nicole Clayton  
Notary Public

Seal                    NICOLE CLAYTON  
Notary Public, State of New York  
No. 01CL6062406  
Qualified in New York County  
Commission Expires August 6, 2003