

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Archibald Candy Corporation		04/15/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fannie May Confections, Inc.
Street Address:	5353 Lauby Road
City:	North Canton
State/Country:	OHIO
Postal Code:	44720
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	2040233	AMERICAN HOMESTEAD COLLECTION BY FANNY FARMER
Registration Number:	1483724	
Registration Number:	0998022	FF
Registration Number:	0126844	FANNY FARMER
Registration Number:	0578907	FANNY FARMER
Registration Number:	0904804	FANNY FARMER
Registration Number:	0905819	FANNY FARMER
Registration Number:	1375189	FANNY FARMER
Registration Number:	1392552	FANNY FARMER
Registration Number:	1393461	FANNY FARMER
Registration Number:	1770031	FANNIE FARMER
Registration Number:	2121790	FANNIE MAY
Registration Number:	2173898	FANNIE MAY CANDIES CELEBRATED COLLECTION
Registration Number:	2181859	FANNIE MAY CONFECTIONERY
Registration Number:	2183444	FANNIE MAY CONFECTIONERY

TRADEMARK

REEL: 002883 FRAME: 0292

900009752

OP \$665.00 2040233

Registration Number:	1407863	FANNIE MAY KITCHEN FRESH CANDIES
Registration Number:	1397036	I CAN'T MAKE ALL THE CANDY IN THE WORLD, SO I JUST MAKE THE BEST OF IT!
Registration Number:	1468535	I LOVE MY HONEY BUT OH YOU FANNIE MAY!
Registration Number:	0211768	LAFAYETTE
Registration Number:	2512490	LIVE WIRES
Registration Number:	1758566	PECAN DIXIES
Registration Number:	0593071	PIXIES
Registration Number:	1816447	SWEET PERSUASION
Registration Number:	1607576	TRINIDAD
Registration Number:	1400579	TRINIDADS
Registration Number:	2221712	DEBUTANTES

CORRESPONDENCE DATA

Fax Number: (713)651-5246
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 7136518361
 Email: cfitzgerald@fulbright.com
 Correspondent Name: Carmen M. Fitzgerald
 Address Line 1: 1301 McKinney, Suite 5100
 Address Line 4: Houston, TEXAS 77010-3095

ATTORNEY DOCKET NUMBER:

10209333

NAME OF SUBMITTER:

Carmen M. Fitzgerald

Total Attachments: 5

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TRADEMARK ASSIGNMENT

WHEREAS, Archibald Candy Corporation, a company duly incorporated and existing with the laws of the state of Delaware (the "Seller"), is the sole and exclusive owner of the trademarks, service marks and trade names and applications and registrations therefore listed in the attached Schedule A, and of all of the goodwill of the business appurtenant thereto ("Trademarks");

WHEREAS, Seller and Alpine Confections, Inc., a Utah corporation ("Alpine"), entered into that certain Asset Purchase Agreement, dated January 13, 2004 (the "Agreement"), and Alpine, pursuant to Section 10.4 of the Agreement, assigned to Fannie May Confections, Inc., a company duly incorporated and existing with the laws of the state of Delaware ("Fannie May Confections"), Alpine's rights to purchase the Fannie May/Fannie Farmer IP Assets, including the Trademarks; and

WHEREAS, Fannie May Confections has acquired the Trademarks, together with all of the goodwill of the business associated with the Trademarks, from Seller pursuant to the terms set forth in the Agreement.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the amounts set forth in the Agreement, and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, the Seller has sold, assigned and transferred, and by these presents does sell, assign and transfer unto Fannie May Confections the Seller's entire right, title and interest in and to the Trademarks, including renewals, reissues, divisions and continuations of any of the foregoing, and in and to all of the goodwill of the business appurtenant thereto, together with all claims for damages by reason of infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, the Seller hereby requests the United States Commissioner of Patents and Trademarks (the "Commissioner"), as well as his or her foreign counterparts in the foreign jurisdictions which exercise authority over any of the Trademarks to record this Trademark Assignment. The Seller hereby further requests the Commissioner and his or her foreign counterparts to issue any and all registrations resulting from applications among the Trademarks or derived therefrom to Fannie May Confections as assignee of the entire interest.

This Trademark Assignment shall be binding upon and shall inure to the benefit of the respective successors and assigns of the Seller and Fannie May Confections. This Trademark Assignment shall not confer any rights or remedies upon any person other than the parties hereto, and their respective successors and assigns.

IN TESTIMONY WHEREOF, the Seller has caused this Assignment to be executed by its duly authorized representative on April 15, 2004.

ARCHIBALD CANDY CORPORATION

By: James Ross
Name: James Ross
Title: Chief Restructuring Officer

FANNIE MAY CONFECTIONS, INC.

By: [Signature]
Name:
Title:

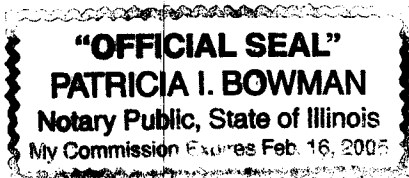
CERTIFICATE OF ACKNOWLEDGEMENT

I, Patricia I. Bowman, a Notary Public in and for Illinois do hereby certify that JAMES ROSS, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the identified corporation, Archibald Candy Corporation, with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 15th day of April, 2004.

Patricia I. Bowman

Notary Public



Commission Expires: 02/16/05

SCHEDULE A

**Assignment of Certain Trademarks from
ARCHIBALD CANDY CORPORATION to
FANNIE MAY CONFECTIONS, INC.**

U.S. Trademark Registrations

AMERICAN HOMESTEAD COLLECTION BY FANNY FARMER	2,040,233	02/25/97
DEBUTANTES	2,221,712	02/02/99
(Design Only) (Hopping Easter Bunny with Basket)	1,483,724	04/05/88
FF (Stylized)	998,022	11/12/94
FANNY FARMER (Stylized)	126,844	Renewed: 10/07/99
FANNY FARMER (Stylized)	578,907	Renewed: 08/18/93
FANNY FARMER (& Design)	904,804	Renewed: 12/22/00
FANNY FARMER (Stylized)	905,819	Renewed: 01/12/01
FANNY FARMER (Stylized)	1,375,189	12/10/85
FANNY FARMER (& Design)	1,392,552	05/06/86
FANNY FARMER (Stylized)	1,393,461	05/13/86
FANNIE FARMER	1,770,031	05/11/93
FANNIE MAY (Stylized)	2,121,790	12/16/97
FANNIE MAY CANDIES CELEBRATED COLLECTION	2,173,898	07/14/98

FANNIE MAY CONFECTIONARY	2,181,859	08/18/98
FANNIE MAY CONFECTIONARY (Stylized)	2,183,444	08/25/98
FANNIE MAY KITCHEN FRESH CANDIES	1,407,863	09/02/86
I CAN'T MAKE ALL THE CANDY IN THE WORLD SO I JUST MAKE THE BEST OF IT! (& Design)	1,397,036	06/10/86
I LOVE MY HONEY BUT OH YOU FANNIE MAY!	1,468,535	12/08/87
LAFAYETTE	211,768	Renewed: 04/20/86
LIVE WIRES	2,512,490	01/04/01
PECAN DIXIES	1,758,566	Renewed: 03/16/03
PIXIES (Stylized)	593,071	Renewed: 07/27/94
SWEET PERSUASION	1,816,447	01/11/94
TRINIDAD	1,607,576	Renewed: 07/24/00
TRINIDADS	1,400,579	07/08/86

State Trademark Registrations

FANNY FARMER	NY	27824	12/15/94
FANNY FARMER	ND	9249400	Renewed: 11/30/02
FANNIE MAY	MO	9241	Renewed: 09/23/96

PIXIES	IL	29,397	Renewed: 08/29/02
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Canadian Trademark Registrations

FANNIE FARMER	TMA 218,042
KIDDY POPS	UCA 039,227
MEDALLIONS	TMA 126,360
FANNY FARMER	App. No. 1,142,840

Trademark Registrations Related to Fannie May and Fanny Farmer (for countries other than the United States and Canada)¹

France:

FANNY FARMER	1,267,399
FANNY FARMER (DESIGN)	1,368,234

Italy:

FANNY FARMER	763,149
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Japan:

FANNY MAY	1,809,559
FANNY FARMER	1,241,987

¹ The Seller is not the registered owner of two additional marks (Fanny Farmer, Registration Number 350,027 in Switzerland, and Fanny Farmer, Registration Number 608,710 in the United Kingdom), which are not in use, but were covered in a master transfer document executed in 1992.