

07-07-2004

Form PTO-1594
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102785013

To the Honorable Commissioner of

Attached original documents or copy thereof.

1. Name of conveying party(ies):
E.J. Brach Corporation

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Delaware
 Other

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

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

Name: Brach & Brock Confections, Inc.
 Internal Address: _____
 Street Address: P.O. Box 22427
 City: Chattanooga State: TN ZIP: 37422

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

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: March 1, 1995

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

Additional numbers attached? Yes No

Trademark Registration No.(s)
1644551

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Meredith Schorr
 Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 1

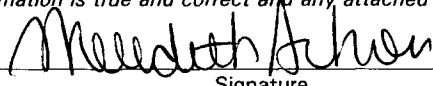
7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)

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

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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.

Meredith Schorr  7/1/04
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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AGREEMENT OF MERGER

Agreement of Merger dated as of MARCH 1, 1995 (the "Agreement"), between E.J. Brach Corporation ("E.J. Brach") and Brock Candy Company ("Brock"), each a Delaware corporation, pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "General Corporation Law").

The respective Boards of Directors of each of E.J. Brach and Brock (sometimes hereinafter referred to as the "Constituent Corporations"), and the respective stockholders of E.J. Brach and Brock have adopted and approved the merger of E.J. Brach and Brock (the "Merger") and the Agreement, on the terms and subject to the conditions set forth herein. Accordingly, the parties hereto agree as follows:

1. **THE MERGER.** At the Effective Date (as defined below) Brock shall be merged with and into E.J. Brach, which shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation"). Thereupon the separate existence of Brock shall cease, and the Surviving Corporation shall continue its corporate existence under the General Corporation Law.

2. **FILING WITH RESPECT TO THE MERGER.** As soon as practicable, the parties hereto will cause to be filed with the Secretary of State of the State of Delaware a copy of this Agreement, in such form as required by, and executed in accordance with, Section 103 of the General Corporation Law.

3. **EFFECTIVE DATE OF THE MERGER.** The Merger shall become effective on MARCH 1, 1995. The date of effectiveness of the Merger is sometimes hereinafter referred to as the "Effective Date."

4. **CERTIFICATE OF INCORPORATION AND BYLAWS.** The Certificate of Incorporation and Bylaws of E.J. Brach, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

5. **AMENDMENT OF CERTIFICATE OF INCORPORATION.** Upon the effectiveness of the Merger, the name of E.J. Brach shall be changed to "Brach & Brock Confections, Inc."

6. **TERMINATION AND ABANDONMENT.** At any time prior to the filing described in paragraph 2 above, the Merger may be terminated and abandoned by the directors of any of the Constituent Corporations, notwithstanding adoption and approval of this Agreement by the sole stockholder of Brock and E.J. Brach.

7. STATUS OF SECURITIES. Each share of common stock of Brock issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished in the Merger, but the issued and outstanding shares of E.J. Brach shall not be affected in any way by the Merger.

8. AMENDMENT. At any time prior to the filing described in paragraph 2 above, this Agreement may be amended as authorized by the Boards of Directors of the Constituent Corporations, notwithstanding adoption and approval thereof by the sole stockholder of Brock and E.J. Brach, to the extent permitted by Section 251(d) of the General Corporation Law.

9. COUNTERPARTS. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

10. APPLICABLE LAW. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Merger as of the date first above written.

E.J. BRACH CORPORATION

By: Kevin T. Martin
Name: Kevin T. Martin
Title: President

ATTEST:

By: John W. Norton
Name: John W. Norton
Title: Secretary

BROCK CANDY COMPANY

By: Kevin T. Martin
Name: Kevin T. Martin
Title: Chief Executive Officer

ATTEST:

By: Al A. Buniak
Name: Al A. Buniak
Title: Chief Financial Officer