

07-07-2004

Form PTO-1594

1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102785014

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

1. Name of conveying party(ies):  
Brock Candy Company

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: E.J. Brach Corporation  
 Internal Address: \_\_\_\_\_  
 Street Address: 401 Cicero Avenue  
 City: Chicago State: IL ZIP: 60664-2097

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

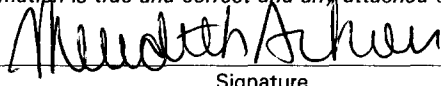
6. Total number of applications and registration involved 1

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)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services  
 Director of US Patent and Trademark Office  
 PO Box 1450  
 Alexandria, VA 22313-1450**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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