

02-15-2005

Form PTO-1594  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102941346

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

MRD 2-09-05

1. Name of conveying party(ies):  
Brach's Confections Holding, Inc.

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: Barry Callebaut AG  
 Internal Address: \_\_\_\_\_  
 Street Address: Seefeldquai 17  
 City: Zurich Country: Switzerland ZIP: 8034

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other a Switzerland Public Company

3. Nature of conveyance:

Assignment  Merger  
 Security Interest  Change of Name  
 Other \_\_\_\_\_

Execution Date: December 20, 2004

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

A. Trademark Application No.(s)  
SEE ATTACHED SCHEDULE A

Additional numbers attached?  Yes  No

Trademark Registration No.(s)  
SEE ATTACHED SCHEDULE A

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

Name: Rachael Sanderson  
 Internal Address: 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 97

7. Total fee (37 CFR 3.41): ..... \$ 2,440.00  
 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)

**DO NOT USE THIS SPACE**

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.*

Rachael Sanderson Rachael Sanderson 2/9/05  
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

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.

02/14/2005 6TOM11 00000120 1806814

01 FC:8521 40.00 OP  
 02 FC:8522 2400.00 OP

<u>SCHEDULE A-1</u>		<b>BRACH'S REGISTERED TRADEMARKS</b>	
U.S.			
<u>TRADEMARK</u>	<u>COUNTRY/FOREIGN ASSOC.</u>	<u>REGISTRATION No.</u>	<u>REGISTRATION DATE</u>
ABRA CABUBBLE	USA	1,806,814	11/23/1993
APE DESIGN	USA	2,267,743	8/3/1999
BANANA BANGO'S	USA	2,206,026	11/24/1998
BANANA DESIGN	USA	2,263,725	7/20/1999
BEAR AND BERRIES DESIGN (FBF AND DESIGN)	USA	2,261,652	7/13/1999
BEAR DESIGN (FBF AND DESIGN)	USA	2,261,651	7/13/1999
BERRY CAKE BEARS	USA	2,358,140	6/13/2000
BINGMONT	USA	820,397	12/13/1966
BRACH'S	USA	914,107	6/8/1971
BRACH'S AND DESIGN	USA	789,124	5/4/1965
BRACH'S AND DESIGN	USA	1,424,172	1/6/1987
BRACH'S AND DESIGN	USA	516,342	10/18/1949
BRACH'S AND DIAMOND DESIGN	USA	1,841,450	6/21/1994
BRACH'S BIG RIVER NUT AND BERRY TRAIL MIX	USA	2,357,162	6/13/2000
BRACH'S BIG RIVER SUPER PREMIUM TRAIL MIX	USA	2,357,161	6/13/2000
BRACH'S FRESH CANDY SHOPPE	USA	2,431,946	2/27/2001
BRACH'S GOBLIN APPROVED (STYLIZED)	USA	811,788	7/26/1966
BRACH'S KENTUCKY MINTS	USA	522,183	3/14/1950
BRACH'S KIDS TREATS	USA	2,803,439	1/6/2004
BRACH'S MALTS	USA	2,107,280	10/21/1997
BRACH'S MISTER PRETZEL CHOCOLATE COVERED PRETZEL TWISTS	USA	2,357,163	6/13/2000
BRACH'S MISTER PRETZEL YOGURT COVERED PRETZEL TWISTS	USA	2,357,164	6/13/2000
BRACH'S PICK-A-MIX	USA	740,287	11/6/1962
BRACH'S PIRATE TREASURE	USA	2,255,967	6/22/1999
BRACH'S SPRINKLES	USA	2,135,201	2/10/1998
BRACH'S TWISTERS	USA	2,021,176	12/3/1996
BRAND-VU	USA	2,259,780	7/6/1999
BROCK AND DESIGN	USA	1,952,373	1/30/1996
BUNNY BASKET EGGS	USA	2,719,858	5/27/2003
BURGUNDY	USA	784,111	1/26/1965
CHICKS & RABBITS	USA	2,584,084	6/18/2002
CHOCOLATE SELECTIONS	USA	2,196,962	10/20/1998
CO-ED	USA	224,664	3/1/1927
DEEP SEA SOUR FISH	USA	2,243,671	5/4/1999
DEM BONES	USA	1,836,318	5/10/1994
EASTER PARADE	USA	615,424	11/1/1955

<b>SCHEDULE A-1</b>		<b>BRACH'S REGISTERED TRADEMARKS</b>	
<b>U.S.</b>			
<b>TRADEMARK</b>	<b>COUNTRY/FOREIGN ASSOC.</b>	<b>REGISTRATION No.</b>	<b>REGISTRATION DATE</b>
EL RANCHO	USA	794,512	8/17/1965
FAST SNACKERS	USA	2,525,590	1/1/2002
FISH DESIGN	USA	2,263,726	7/20/1999
FLAVOUR AND DESIGN	USA	254,766	4/2/1929
FLIP-TOP	USA	811,888	7/26/1966
FRESH CANDY FAVORITES	USA	2,345,970	4/25/2000
FRESH-FLO	USA	2,548,027	3/12/2002
FROG DESIGN	USA	2,465,967	7/3/2001
FRUIT BASKET	USA	2,230,743	3/9/1999
FRUIT BUNCH	USA	1,562,430	10/24/1989
GARDNER'S CANDIES AND DESIGN	USA	1,286,206	7/17/1984
GUMMY SQUIRMS	USA	1,400,575	7/8/1986
HARRIET CLARK'S AND DESIGN	USA	240,188	3/20/1928
HEART DESIGN	USA	2,261,650	7/13/1999
HIDE A PAK	USA	1,458,602	9/22/1987
HOLIDAY MIX	USA	740,111	10/30/1962
HOT HITS	USA	2,727,753	6/17/2003
HULA CHEWS	USA	1,304,009	11/6/1984
ICE BLUE MINT COOLERS	USA	2,564,216	4/23/2002
JOTS	USA	784,530	2/2/1965
JOTS!	USA	1,408,815	9/9/1986
KENTUCKY	USA	870,550	6/3/1969
MAKING SMILES SINCE 1904	USA	2,807,318	1/20/2004
MILK-MAID	USA	788,583	4/20/1965
MINT PEARLS	USA	1,254,679	10/18/1983
MINTLETS	USA	615,938	11/8/1955
NOBODY TREATS AMERICA LIKE BRACH'S	USA	1,348,381	7/9/1985
NUBBINS (STYLIZED)	USA	428,388	3/25/1947
PARTY MIX	USA	737,266	9/4/1962
PARTY MIX	USA	806,803	4/5/1966
PENGUIN DESIGN	USA	2,358,189	6/13/2000
PICK-A-MIX	USA	805,292	3/8/1966
PUCKER PENGUINS	USA	2,243,814	5/4/1999
PUTTERS	USA	1,294,764	9/11/1984
RAINBOW BEARS	USA	1,437,459	4/21/1987
RICH & DREAMY	USA	2,293,010	11/16/1999
SASSY HEARTS	USA	1,207,448	9/7/1982
SCOT MINTS	USA	814,611	9/6/1966
SCOTCH MINTS (STYLIZED)	USA	63,511	6/25/1907
SERVE THE BEST TO YOUR GUESTS!	USA	2,659,989	12/10/2002
SHARK DESIGN	USA	2,261,653	7/13/1999
SNAPPYTARTS	USA	1,558,324	9/26/1989

**SCHEDULE A-1****BRACH'S REGISTERED  
TRADEMARKS****U.S.**

<b>TRADEMARK</b>	<b>COUNTRY/FOREIGN ASSOC.</b>	<b>REGISTRATION No.</b>	<b>REGISTRATION DATE</b>
SOUR BREAK-UPS	USA	2,116,813	11/25/1997
SOUR CROAKERS	USA	2,398,277	10/24/2000
SOUR SQUIRMS	USA	2,245,135	5/11/1999
SPARKLES	USA	1,533,478	4/4/1989
SPECIAL TREASURES	USA	1,926,622	10/10/1995
STAR BRITES	USA	2,070,135	6/10/1997
STRAWBERRY RING DESIGN	USA	2,263,724	7/20/1999
TANGY-FRUIT RINGOS	USA	2,808,886	1/27/2004
TARGETS	USA	849,116	5/14/1968
THINSHELL (STYLIZED)	USA	777,490	9/22/1964
TONGUE PAINTERS	USA	2,846,893	5/25/2004
VALEN TINY'S]	USA	1,848,301	8/2/1994
VILLA ( STYLIZED)	USA	224,991	3/8/1927
WATERMELON RING DESIGN	USA	2,271,166	8/17/1999
WE TURN GOOD THINGS INTO GREAT CANDIES	USA	2,525,945	1/1/2002
WILD-BERRY RINGOS	USA	2,322,232	2/22/2000
WILD 'N FRUITY	USA	1,926,615	10/10/1995
WORM DESIGN	USA	2,263,727	7/20/1999

**2. Trademark Applications – Schedule A-2**

<b><u>SCHEDULE A-2</u></b>		<b>BRACH'S PENDING U.S. TRADEMARK APPLICATIONS</b>	
<b><u>TRADEMARK</u></b>	<b><u>COUNTRY/FOREIGN ASSOC.</u></b>	<b><u>APPLICATION No.</u></b>	<b><u>APPLICATION DATE</u></b>
BRACH'S AND DESIGN	USA	[78/211,279]	2/5/2003

TRADEMARK ASSIGNMENT

WHEREAS, Brach's Confections Holding, Inc., a corporation organized and existing under the laws of the State of Delaware in the United States of America, and having its principal place of business at 19111 North Dallas Parkway, Suite 200, Dallas, Texas 75287, United States of America ("ASSIGNOR"), owns the entire right, title and interest in, to and under the trademarks and trademark applications and registrations set forth in the attached Schedule A (the "Trademarks"); and

WHEREAS, Barry Callebaut AG, a public company organized and existing under the laws of Switzerland and having its principal place of business at Seefeldquai 17, 8034 Zurich, Switzerland ("ASSIGNEE"), is desirous of acquiring the entire right, title and interest in, to and under the Trademarks.

WHEREAS, ASSIGNOR hereby covenants and agrees that the ASSIGNOR has full right to convey the entire interest herein assigned, and that the ASSIGNOR has not executed, and will not execute, any agreement in conflict herewith.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the ASSIGNOR assigns, transfers and sets over to ASSIGNEE, the entire right, title and interest in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and the applications and registrations thereof, set forth on the attached Schedule A, effective as of August 31, 2004.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by its duly authorized officer on the date set forth below.

[BRACH'S CONFECTIONS HOLDING, INC.]

By: Wendy J. Frey

Name: Wendy J. Frey

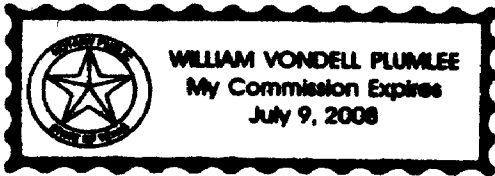
Title: Vice President, CFO, Treasurer & Secty.

Date: December 20, 2004

STATE OF Texas )  
 )ss:  
COUNTY OF Dallas )

On this 20<sup>th</sup> day of December 2004, before me the undersigned, a Notary Public for the Country of United States, personally appeared Wendy J. Frey, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~she~~<sup>her</sup> executed the same in ~~his~~<sup>her</sup> authorized capacity, and that by ~~his~~<sup>her</sup> signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



William Vondell Plumlee  
Signature of Notary

<u>SCHEDULE A-1</u>		<b>BRACH'S REGISTERED TRADEMARKS</b>	
U.S.			
<u>TRADEMARK</u>	<u>COUNTRY/FOREIGN ASSOC.</u>	<u>REGISTRATION No.</u>	<u>REGISTRATION DATE</u>
ABRA CABUBBLE	USA	1,806,814	11/23/1993
APE DESIGN	USA	2,267,743	8/3/1999
BANANA BANGO'S	USA	2,206,026	11/24/1998
BANANA DESIGN	USA	2,263,725	7/20/1999
BEAR AND BERRIES DESIGN (FBF AND DESIGN)	USA	2,261,652	7/13/1999
BEAR DESIGN (FBF AND DESIGN)	USA	2,261,651	7/13/1999
BERRY CAKE BEARS	USA	2,358,140	6/13/2000
BINGMONT	USA	820,397	12/13/1966
BRACH'S	USA	914,107	6/8/1971
BRACH'S AND DESIGN	USA	789,124	5/4/1965
BRACH'S AND DESIGN	USA	1,424,172	1/6/1987
BRACH'S AND DESIGN	USA	516,342	10/18/1949
BRACH'S AND DIAMOND DESIGN	USA	1,841,450	6/21/1994
BRACH'S BIG RIVER NUT AND BERRY TRAIL MIX	USA	2,357,162	6/13/2000
BRACH'S BIG RIVER SUPER PREMIUM TRAIL MIX	USA	2,357,161	6/13/2000
BRACH'S FRESH CANDY SHOPPE	USA	2,431,946	2/27/2001
BRACH'S GOBLIN APPROVED (STYLIZED)	USA	811,788	7/26/1966
BRACH'S KENTUCKY MINTS	USA	522,183	3/14/1950
BRACH'S KIDS TREATS	USA	2,803,439	1/6/2004
BRACH'S MALTS	USA	2,107,280	10/21/1997
BRACH'S MISTER PRETZEL CHOCOLATE COVERED PRETZEL TWISTS	USA	2,357,163	6/13/2000
BRACH'S MISTER PRETZEL YOGURT COVERED PRETZEL TWISTS	USA	2,357,164	6/13/2000
BRACH'S PICK-A-MIX	USA	740,287	11/6/1962
BRACH'S PIRATE TREASURE	USA	2,255,967	6/22/1999
BRACH'S SPRINKLES	USA	2,135,201	2/10/1998
BRACH'S TWISTERS	USA	2,021,176	12/3/1996
BRAND-VU	USA	2,259,780	7/6/1999
BROCK AND DESIGN	USA	1,952,373	1/30/1996
BUNNY BASKET EGGS	USA	2,719,858	5/27/2003
BURGUNDY	USA	784,111	1/26/1965
CHICKS & RABBITS	USA	2,584,084	6/18/2002
CHOCOLATE SELECTIONS	USA	2,196,962	10/20/1998
CO-ED	USA	224,664	3/1/1927
DEEP SEA SOUR FISH	USA	2,243,671	5/4/1999
DEM BONES	USA	1,836,318	5/10/1994
EASTER PARADE	USA	615,424	11/1/1955



<b>SCHEDULE A-1</b>		<b>BRACH'S REGISTERED TRADEMARKS</b>	
<b>U.S.</b>			
<b>TRADEMARK</b>	<b>COUNTRY/FOREIGN ASSOC.</b>	<b>REGISTRATION No.</b>	<b>REGISTRATION DATE</b>
EL RANCHO	USA	794,512	8/17/1965
FAST SNACKERS	USA	2,525,590	1/1/2002
FISH DESIGN	USA	2,263,726	7/20/1999
FLAVOUR AND DESIGN	USA	254,766	4/2/1929
FLIP-TOP	USA	811,888	7/26/1966
FRESH CANDY FAVORITES	USA	2,345,970	4/25/2000
FRESH-FLO	USA	2,548,027	3/12/2002
FROG DESIGN	USA	2,465,967	7/3/2001
FRUIT BASKET	USA	2,230,743	3/9/1999
FRUIT BUNCH	USA	1,562,430	10/24/1989
GARDNER'S CANDIES AND DESIGN	USA	1,286,206	7/17/1984
GUMMY SQUIRMS	USA	1,400,575	7/8/1986
HARRIET CLARK'S AND DESIGN	USA	240,188	3/20/1928
HEART DESIGN	USA	2,261,650	7/13/1999
HIDE A PAK	USA	1,458,602	9/22/1987
HOLIDAY MIX	USA	740,111	10/30/1962
HOT HITS	USA	2,727,753	6/17/2003
HULA CHEWS	USA	1,304,009	11/6/1984
ICE BLUE MINT COOLERS	USA	2,564,216	4/23/2002
JOTS	USA	784,530	2/2/1965
JOTS!	USA	1,408,815	9/9/1986
KENTUCKY	USA	870,550	6/3/1969
MAKING SMILES SINCE 1904	USA	2,807,318	1/20/2004
MILK-MAID	USA	788,583	4/20/1965
MINT PEARLS	USA	1,254,679	10/18/1983
MINTLETS	USA	615,938	11/8/1955
NOBODY TREATS AMERICA LIKE BRACH'S	USA	1,348,381	7/9/1985
NUBBINS (STYLIZED)	USA	428,388	3/25/1947
PARTY MIX	USA	737,266	9/4/1962
PARTY MIX	USA	806,803	4/5/1966
PENGUIN DESIGN	USA	2,358,189	6/13/2000
PICK-A-MIX	USA	805,292	3/8/1966
PUCKER PENGUINS	USA	2,243,814	5/4/1999
PUTTERS	USA	1,294,764	9/11/1984
RAINBOW BEARS	USA	1,437,459	4/21/1987
RICH & DREAMY	USA	2,293,010	11/16/1999
SASSY HEARTS	USA	1,207,448	9/7/1982
SCOT MINTS	USA	814,611	9/6/1966
SCOTCH MINTS (STYLIZED)	USA	63,511	6/25/1907
SERVE THE BEST TO YOUR GUESTS!	USA	2,659,989	12/10/2002
SHARK DESIGN	USA	2,261,653	7/13/1999
SNAPPYTARTS	USA	1,558,324	9/26/1989

**SCHEDULE A-1****BRACH'S REGISTERED  
TRADEMARKS**

U.S.

<b>TRADEMARK</b>	<b>COUNTRY/FOREIGN ASSOC.</b>	<b>REGISTRATION No.</b>	<b>REGISTRATION DATE</b>
SOUR BREAK-UPS	USA	2,116,813	11/25/1997
SOUR CROAKERS	USA	2,398,277	10/24/2000
SOUR SQUIRMS	USA	2,245,135	5/11/1999
SPARKLES	USA	1,533,478	4/4/1989
SPECIAL TREASURES	USA	1,926,622	10/10/1995
STAR BRITES	USA	2,070,135	6/10/1997
STRAWBERRY RING DESIGN	USA	2,263,724	7/20/1999
TANGY-FRUIT RINGOS	USA	2,808,886	1/27/2004
TARGETS	USA	849,116	5/14/1968
THINSHELL (STYLIZED)	USA	777,490	9/22/1964
TONGUE PAINTERS	USA	2,846,893	5/25/2004
VALEN TINY'S]	USA	1,848,301	8/2/1994
VILLA ( STYLIZED)	USA	224,991	3/8/1927
WATERMELON RING DESIGN	USA	2,271,166	8/17/1999
WE TURN GOOD THINGS INTO GREAT CANDIES	USA	2,525,945	1/1/2002
WILD-BERRY RINGOS	USA	2,322,232	2/22/2000
WILD 'N FRUITY	USA	1,926,615	10/10/1995
WORM DESIGN	USA	2,263,727	7/20/1999

**2. Trademark Applications – Schedule A-2**

<b><u>SCHEDULE A-2</u></b>		<b>BRACH'S PENDING U.S. TRADEMARK APPLICATIONS</b>	
<b><u>TRADEMARK</u></b>	<b><u>COUNTRY/FOREIGN ASSOC.</u></b>	<b><u>APPLICATION No.</u></b>	<b><u>APPLICATION DATE</u></b>
BRACH'S AND DESIGN	USA	[78/211,279]	2/5/2003