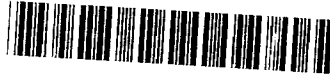


07-25-2005



RE

7-18-05

103046936

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.



1. Name of conveying party(ies)/Execution Date(s)

Brach's Confections Holding, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership
- Citizenship (see guidelines) _____
- Execution Date(s) August 31, 2004
- Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Barry Calleabaut AG

Internal Address: _____

Street Address: Seefeldquai 17

City: _____

State: Zurich

Country: Switzerland Zip 8034

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other Public Company

Citizenship _____

Citizenship _____

Citizenship _____

Citizenship Switzerland

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2918099
2890373

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Meredith Schorr c/o White & Case LLP

Internal Address: _____

Street Address: 1155 Avenue of the Americas

City: New York

State: New York Zip 10036

Phone Number (212) 819-8200

Fax Number: (212) 354-8113

Email Address: trademarkdocket@whitecase.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-1705
Authorized User Name Meredith Schorr

9. Signature:

Meredith Schorr
Signature

7/18/05
Date

Meredith Schorr

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

02-09-2005

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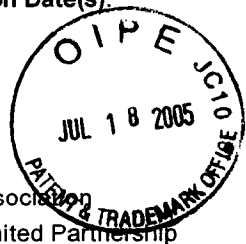


102936456

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Brach's Confections Holding, Inc.



- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

- Association
- Limited Partnership

Citizenship (see guidelines) _____
 Execution Date(s) August 31, 2004
 Additional names of conveying parties attached? Yes No

3. Nature of conveyance

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Barry Callebaut AG
 Internal Address: _____
 Street Address: Seefeldquai 17
 City: _____
 State: Zurich
 Country: Switzerland Zip 8034

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other Public Company

Citizenship _____
 Citizenship _____
 Citizenship _____
 Citizenship _____
 Citizenship Switzerland
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

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9. Signature:

Meredith Schorr
Signature

2/3/05
Date

Meredith Schorr

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

4

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Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

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02 FC:8522 25.00 OP

NEWYORK 4645106 (2K)

TRADEMARK
REEL: 003195 FRAME: 0441

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 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: 1/27/05

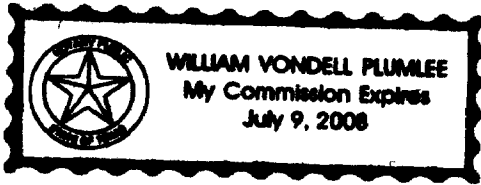
BRACH'S CONFECTIONS HOLDING, INC.

By: Julie A. Daniels
Name: Julie A. Daniels
Title: Director, Legal Affairs
Date: 1-20-05

STATE OF Texas)
)ss:
COUNTY OF Dallas)

On this 2nd day of January 2005, before me the undersigned, a Notary Public for the Country of USA, personally appeared Wendy J. Frey & Julie A. Davis personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names ^{are} subscribed to the within instrument and acknowledged to me that ^{they} ~~he~~ executed the same in ^{his} authorized capacity, and that by ^{his} signature on the instrument the person, or the entity ^{their} upon behalf of which the persons ^{acted} ~~sacted~~, executed the instrument.

Witness my hand and official seal.



William Vondell Plumlee
Signature of Notary

TRADEMARK	REGISTRATION NUMBER
GOOFY FRUITS	2918099
BUBBLE CHUNK	2890373