

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

|  |  |                |                       |
|--|--|----------------|-----------------------|
| SUBMISSION TYPE:   | NEW ASSIGNMENT                         |                |                       |
| NATURE OF CONVEYANCE:  | NUNC PRO TUNC ASSIGNMENT               |                |                       |
| EFFECTIVE DATE:  | 12/20/2002                             |                |                       |
| CONVEYING PARTY DATA   |  |                |                       |
| Name   | Formerly                               | Execution Date | Entity Type           |
| Kraft Foods Holdings, Inc.   |  | 12/29/2005     | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA   |  |                |                       |
| Name:  | Farley's & Sathers Candy Company, Inc. |                |                       |
| Street Address:  | One Sather Plaza                       |                |                       |
| City:  | Round Lake                             |                |                       |
| State/Country:   | MINNESOTA                              |                |                       |
| Postal Code:   | 56167                                  |                |                       |
| Entity Type:   | CORPORATION: DELAWARE                  |                |                       |
| PROPERTY NUMBERS Total: 1  |  |                |                       |
| Property Type  | Number                                 | Word Mark      |                       |
| Registration Number:   | 1535577                                | SPLITS         |                       |
| CORRESPONDENCE DATA  |  |                |                       |
| Fax Number:  | (305)377-8695                          |                |                       |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |  |                |                       |
| Phone:   | 305-347-5290                           |                |                       |
| Email:   | mail@barthet.com                       |                |                       |
| Correspondent Name:  | Alexander E. Barthet                   |                |                       |
| Address Line 1:  | 200 S. Biscayne Blvd.                  |                |                       |
| Address Line 2:  | Suite 1800                             |                |                       |
| Address Line 4:  | Maimi, FLORIDA 33131                   |                |                       |
| NAME OF SUBMITTER:   | Alexander E. Barthet                   |                |                       |
| Signature:   | /alexander e barthet/                  |                |                       |
| Date:  | 01/11/2006                             |                |                       |

OP \$40.00 1535577

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**Total Attachments: 7**

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## NUNC PRO TUNC ASSIGNMENT

This NUNC PRO TUNC ASSIGNMENT is made this 29 day of December, 2005, but is effective as of December 20, 2002, by Kraft Foods Holdings, Inc., a Delaware corporation and having an address at Three Lakes Drive, Northfield, Illinois 60093, U.S.A. ("Assignor"), in favor of Farley's & Sathers Candy Company, Inc., a Delaware corporation and having an address at One Sather Plaza, Round Lake, Minnesota 56167, U.S.A. ("Assignee").

WHEREAS, Assignor did, as of December 20, 2002, sell, assign and set over absolutely unto Assignee all of its rights (including, without limitation, all common law rights), title, interest and goodwill to certain trademarks which were part of the NOW & LATER group of United States trademarks pursuant to an Assignment, dated December 20, 2002, a copy of which is attached hereto and incorporated herein by this reference as Exhibit "A" (the "Assignment");

WHEREAS, the principals involved in the Assignment understood that there were several other United States trademarks that were part of the NOW & LATER group of trademarks that needed to be added to the Assignment and would be added at a later date nunc pro tunc;

WHEREAS, Assignor does hereby agree to execute and deliver this Nunc Pro Tunc Assignment for the purpose of assigning to Assignee the additional NOW & LATER United States trademark included in Schedule "A" to this Nunc Pro Tunc Assignment (the "Trademark");

WHEREAS, Assignee is desirous of acquiring all rights (including, but not limited to, all common law rights), title, and interest in and to the Trademark;

NOW, THEREFORE, in consideration of the sum of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee all rights, title, and interest as Assignor may possess in and to the Trademark set forth in Schedule "A" hereto, together with the goodwill symbolized by said Trademark, and any and all rights, title, and interest in and to said Trademark anywhere in the world, and all other rights appurtenant thereto, including, but not limited to, all common law rights.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the Assignor has caused this Nunc Pro Tunc Assignment to be signed and executed by its duly authorized officer the day and year first set forth above, but effective as of December 20, 2002.

**[Remainder of page intentionally left blank; signature appears on next page.]**

KRAFT FOODS HOLDINGS, INC.

By: Douglas W. Cherry  
Name: DOUGLAS W. CHERRY  
Title: Assistant Secretary

STATE OF Illinois  
COUNTY OF Cook S.S.:

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared DOUGLAS W. CHERRY as ASSISTANT SECRETARY of KRAFT FOODS HOLDINGS, INC., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of such Corporation, and that he/she executed the same for and as the act of such Corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 29<sup>th</sup> day of December, 2005.

Susan Louise Schroeder  
Notary Public



**SCHEDULE A**

**UNITED STATES TRADEMARK REGISTRATIONS**

| <b>Trademark</b> | <b>Owner</b>               | <b>Registration<br/>Number</b> | <b>Registration Date</b> |
|------------------|----------------------------|--------------------------------|--------------------------|
| SPLITS           | Kraft Foods Holdings, Inc. | 1,535,577                      | April 18, 1989           |

## **ASSIGNMENT**

This Assignment (hereinafter referred to as "Assignment") is effective as of the 20<sup>th</sup> day of December, 2002, by and between Kraft Foods Holdings, Inc., a Delaware corporation, (hereinafter referred to as "Assignor") and Farley's & Sathers Candy Company, Inc., a Delaware corporation (hereinafter referred to as "Assignee");

WHEREAS, Assignor has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademark registrations listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks");

WHEREAS, Assignor has acquired goodwill associated with and symbolized by said Trademarks and has not abandoned the same;

WHEREAS, Assignee is desirous of acquiring all rights, title, and interest in and to the Trademarks; and

WHEREAS, Assignor is willing to assign to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and sells to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks as set forth in Schedule A; together with the goodwill symbolized by said Trademarks.

**EXHIBIT A**

**Kraft Foods Holdings, Inc., Assignor**  
a Delaware corporation

Executed at Northfield, IL, this 17 day of December, 2002.

By: \_\_\_\_\_

Name: John F. Mowrer

Title: Vice President, Treasurer and Controller

STATE OF ILLINOIS )

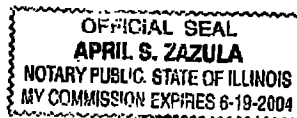
COUNTY OF COOK )

SS:

On December 17, 2002, before me, April S. Zazula, a Notary Public in and for said State, personally appeared John F. Mowrer, 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 he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand.

April S. Zazula



Farley's & Sathers Candy Company, Inc., Assignee  
a Delaware corporation

Executed at FAIRFIELD, CT, this 18 day of DECEMBER, 2002.

By: \_\_\_\_\_

Name: Craig H. Sakin  
Title: President

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

} SS:

On DECEMBER 18, 2002, before me, JUDITH M. FOSTER, a Notary Public in and for said State, personally appeared CRAIG H. SAKIN, 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 he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand.

Judith M. Foster

MY COMMISSION EXPIRES JUNE 30, 2006



**SCHEDULE A**

***UNITED STATES TRADEMARK REGISTRATIONS***

| <b><u>Mark</u></b>   | <b><u>Owner</u></b>        | <b><u>Registration No.</u></b> | <b><u>Registration Date</u></b> |
|----------------------|----------------------------|--------------------------------|---------------------------------|
| MIGHTY BITE          | Kraft Foods Holdings, Inc. | 1,997,772 *                    | September 3, 1996               |
| NOW AND LATER        | Kraft Foods Holdings, Inc. | 1,674,426 *                    | February 4, 1992                |
| NOW & LATER          | Kraft Foods Holdings, Inc. | 1,580,360 *                    | January 30, 1990                |
| MISCELLANEOUS DESIGN | Kraft Foods Holdings, Inc. | 785,717 *                      | February 23, 1965               |
| INTENSE FRUIT CHEWS  | Kraft Foods Holdings, Inc. | 2,339,223 *                    | April 4, 2000                   |