

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Farley & Sathers Candy Company, Inc.		12/16/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	General Electric Capital Corporation
<b>Street Address:</b>	500 Monroe Street
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60661
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 126**

Property Type	Number	Word Mark
Registration Number:	1493380	AMAZIN' FRUIT
Registration Number:	1522816	
Registration Number:	1316007	
Registration Number:	1883077	BLACK RADBERRY
Registration Number:	1837440	
Registration Number:	0104506	BOBS
Registration Number:	0610000	BOBS
Registration Number:	2196676	BOBS SWEET STRIPES
Registration Number:	1041428	BUNTE
Registration Number:	0811444	BUNTE
Registration Number:	0829872	BUNTE CHOP STIX
Registration Number:	1918231	CHAMPAGNE MIX
Registration Number:	2154355	CHEWY MIX

CH \$3165.00 1493380

Registration Number:	0421211	CHILDHOOD STICKS
Registration Number:	1300843	
Registration Number:	2399062	COLOR.BUBBLES
Registration Number:	1242236	COLOR.BUBBLES
Registration Number:	1720539	COOL GRAPE
Registration Number:	1488734	DAE JULIE
Registration Number:	1662658	DESIGNER CANES
Registration Number:	1388459	EASY ACES
Registration Number:	2248139	EGG-CELLENT BUBBLES
Registration Number:	1423093	EGGUMS
Registration Number:	2797654	EYE POPPERS
Registration Number:	1697059	EYES OF TERROR
Registration Number:	1044334	FARLEY'S
Registration Number:	2220492	FARLEY'S
Registration Number:	2255145	FARLEY'S
Registration Number:	1184034	FRUIT STRIPE
Registration Number:	1029501	FRUIT STRIPE ASSORTED GUM
Registration Number:	1843096	
Registration Number:	2338757	FRUIT STRIPE PHOTO SAFARI
Registration Number:	1031639	
Registration Number:	1840725	
Registration Number:	1980687	GREEN TINGLEBERRY
Registration Number:	2127831	GUMMALLOS
Registration Number:	2530824	GUMMI DUO HEARTS
Registration Number:	1840760	GUMMIJUJYS
Registration Number:	1896376	GUMMY BEARS & FRIENDS
Registration Number:	1997667	GUMMY BEARS & HEARTS
Registration Number:	1977189	GUMMY BEARS & SCARES!
Registration Number:	2292903	HARVEST MIX
Registration Number:	2339355	HEARTS & DARTS
Registration Number:	293766	HEIDE
Registration Number:	243976	HEIDE'S
Registration Number:	0032606	H H
Registration Number:	58790	HH
Registration Number:	2292855	HIDE & SEEK EGGS

Registration Number:	2232362	HOLIDAY CREMES
Registration Number:	786497	HOT DOG!
Registration Number:	0689201	HUMMING BIRD EGGS
Registration Number:	2339223	INTENSE FRUIT CHEWS
Registration Number:	1967803	ITSY BITSY
Registration Number:	2292281	JELLY WREATHS
Registration Number:	0609223	JENNIE LEE
Registration Number:	1826529	JUJYFRUITS
Registration Number:	0435900	JUJYFRUITS
Registration Number:	1679046	JUJYFRUITS AND FRIENDS
Registration Number:	1541777	JUM-BLO
Registration Number:	2429414	LOTS' A POPS
Registration Number:	2072776	LOUD TROUT
Registration Number:	2431597	
Registration Number:	2940171	MEXICAN HATS
Registration Number:	1997772	MIGHTY BITE
Registration Number:	2307863	
Registration Number:	2286508	
Registration Number:	2288225	
Registration Number:	2288224	
Registration Number:	2362799	
Registration Number:	0818060	NOTHING NIBBLES NICER
Registration Number:	1580360	NOW & LATER
Registration Number:	1674426	NOW AND LATER
Registration Number:	2048110	PEACH SMASH
Registration Number:	2219813	PEACHY PENGUINS
Registration Number:	0504892	PIPPIN
Registration Number:	2089885	RAD PACK
Registration Number:	1911624	RADBERRY
Registration Number:	0968775	RAIN-BLO
Registration Number:	1342931	REALLY NATURALS
Registration Number:	0220367	RED HOT DOLLARS
Registration Number:	2664623	RED RASPBERRY DOLLARS
Registration Number:	2232433	SANTA BUTTONS
Registration Number:	1514739	SATHERS

Registration Number:	1522815	SATHERS
Registration Number:	846765	SATHERS
Registration Number:	1943109	SCHOOL COLORS
Registration Number:	1438665	SHIMEREES
Registration Number:	1436590	SNIPPITS
Registration Number:	1874795	SONIC BOOM
Registration Number:	2134852	SONIC BOOM POPS
Registration Number:	2385294	SOUR DUDES
Registration Number:	1346598	STICK-A-ROOS
Registration Number:	882574	SUPER BUBBLE
Registration Number:	504862	SUPER BUBBLE
Registration Number:	1608414	SWEET CHOICE
Registration Number:	0847103	TARTINES
Registration Number:	52350	THE BEST
Registration Number:	0635303	WETEM & WEAREM
Registration Number:	1640701	WUNDERBEANS
Registration Number:	2989259	WUNDER BEANS
Registration Number:	2947940	WUNDER BEANS GOURMET JELLY BEANS
Registration Number:	1758561	YIPES
Registration Number:	2228919	YULETIDE MIX
Registration Number:	1861097	YUMMY GUMMIES
Registration Number:	1903690	FARLEY'S FRUIT SNACKS
Serial Number:	78552344	BLUE RADBERRY
Serial Number:	78531457	BOBS
Serial Number:	78531473	BOBS SWEET STRIPES
Serial Number:	78400871	DARLIN MARLIN
Serial Number:	78710529	
Serial Number:	78710634	HARD 'N FRUITY NOW/SOFT 'N CHEWY LATER
Serial Number:	78708759	MELLOWCREME
Serial Number:	78710548	RAIN-BLO POPS
Serial Number:	78552353	RED RADBERRY
Serial Number:	78531465	SWEET STRIPES
Serial Number:	78687874	SWEETWIST
Serial Number:	78717874	
Serial Number:	78717346	

Serial Number:	78323855	STRAWBERRY PUFFS
Registration Number:	2345673	BLOCKHEADS
Registration Number:	1273760	CARAMEL CREAMS
Registration Number:	515075	CHUCKLES
Registration Number:	1002967	FLAVOR ROLLS
Registration Number:	2536259	TOOTSIE
Registration Number:	1988251	TOOTSIE ROLL
Registration Number:	0949937	TOOTSIE ROLL MIDGEE

**CORRESPONDENCE DATA**

Fax Number: (404)572-5145  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-572-3416  
Email: arbounds@kslaw.com  
Correspondent Name: Andrea R. Bounds  
Address Line 1: 191 Peachtree Street  
Address Line 4: Atlanta, GEORGIA 30303-1763

ATTORNEY DOCKET NUMBER:	09631/009093
NAME OF SUBMITTER:	Andrea R. Bounds
Signature:	/Andrea R. Bounds/
Date:	01/30/2006

**Total Attachments: 7**  
source=SECURITY#page1.tif  
source=SECURITY#page2.tif  
source=SECURITY#page3.tif  
source=SECURITY#page4.tif  
source=SECURITY#page5.tif  
source=SECURITY#page6.tif  
source=SECURITY#page7.tif

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of December 16, 2005, is made by each of the entities listed on the signature pages hereof (each a "Grantor" and, collectively, the "Grantors"), in favor of General Electric Capital Corporation ("GE Capital"), as administrative agent and collateral agent (in such capacity, together with its successors and permitted assigns, the "Administrative Agent") for the Lenders and the L/C Issuers (as defined in the Credit Agreement referred to below).

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of December 16, 2005 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Farley's & Sathers Candy Company, Inc. (the "Borrower"), the Lenders and the L/C Issuers from time to time party thereto and GE Capital, as Administrative Agent for the Lenders and the L/C Issuers, the Lenders and the L/C Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, each Grantor (other than the Borrower) has agreed, pursuant to a Guaranty and Security Agreement of even date herewith in favor of the Administrative Agent (the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Credit Agreement) of the Borrower; and

WHEREAS, all of the Grantors are party to the Guaranty and Security Agreement pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the L/C Issuers and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders and the L/C Issuers to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with the Administrative Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. Each Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of the Secured Parties, and grants to the Administrative Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

(a) all of its Trademarks and all IP Licenses providing for the grant by or to such Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto;

(b) all renewals and extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Section 3. Guaranty and Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Guaranty and Security Agreement and each Grantor hereby acknowledges and agrees that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guaranty and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Section 4. Grantor Remains Liable. Each Grantor hereby agrees that, anything herein to the contrary notwithstanding, such Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with their Trademarks and IP Licenses subject to a security interest hereunder.


Section 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Section 6. Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[SIGNATURE PAGES FOLLOW]

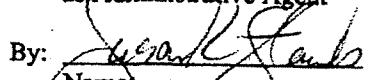
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

FARLEY'S & SATHERS CANDY  
COMPANY, INC.  
as Grantor

By:   
Name: Donald C. Stanness  
Title: CFO

ACCEPTED AND AGREED  
as of the date first above written:

GENERAL ELECTRIC CAPITAL CORPORATION  
as Administrative Agent

By:   
Name: Susan Staup  
Title: Duly Authorized Signatory



SCHEDULE I  
TO  
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

A. REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Jurisdiction</u>
AMAZIN' FRUIT	73675879	1493380	6/21/1988	USA
Bear (1) (Design Only)	73734016	1522816	1/31/1989	USA
Bear (2) (Design Only)	73472498	1316007	1/22/1985	USA
BLACK RADBERRY	74433524	1883077	3/7/1995	USA
BLUE RADBERRY (Design Only)	74391468	1836440	5/24/1994	USA
BOBS	71079663	0104506	6/1/1915	USA
BOBS	71662507	0610000	8/2/1955	USA
BOBS SWEET STRIPES	75290196	2196676	10/13/1998	USA
BUNTE (Stylized)	73060684	1041428	6/15/1976	USA
BUNTE and Design	72224914	0811444	7/19/1966	USA
BUNTE CHOP STIX (Stylized)	72238041	0829872	6/6/1967	USA
CHAMPAGNE MIX	74570077	1918231	9/12/1995	USA
CHEWY MIX	75152179	2154355	4/28/1998	USA
CHILDHOOD STICKS	71490281	0421211	5/21/1946	USA
CLOWN (Design Only)	73450724	1300843	10/16/1984	USA
COLOR BUBBLES	75569096	2399062	10/31/2000	USA
COLOR BUBBLES and Design	73236843	1242236	6/14/1983	USA
COOL GRAPE	74210722	1720539	9/29/1992	USA
DAE JULIE	73681697	1488734	5/17/1988	USA
DESIGNER CANES	74107121	1662658	10/29/1991	USA
EASY ACES	73520635	1388459	4/1/1986	USA
EGGCELLENT BUBBLES	75270656	2248139	5/25/1999	USA
EGGUMS	73521219	1423093	12/30/1986	USA
EYE POPPERS	78187407	2797654	12/23/2003	USA
EYES OF TERROR	74/133311	1697059	6/23/1992	USA
FARLEY'S	73033910	1044334	7/20/1976	USA
FARLEY'S (Stylized)	75415314	2220492	1/26/1999	USA
FARLEY'S (Stylized)	75414698	2255145	6/22/1999	USA
FRUIT STRIPE	73238813	1184034	12/29/1981	USA
FRUIT STRIPE ASSORTED GUM and Design	73044458	1029501	1/6/1976	USA
Fruit Stripe Gum Stripe Design	74425288	1843096	7/5/1994	USA
FRUIT STRIPE PHOTO SAFARI	75746423	2338757	4/4/2000	USA
Fruit Stripe Zebra Design (1 of 2)	73054602	1031639	1/27/1976	USA
Fruit Stripe Zebra Design (2 of 2)	74391697	1840725	6/21/1994	USA
GREEN TINGLEBERRY	74625126	1980687	6/18/1996	USA
GUMMALLOS	75140311	2127831	1/6/1998	USA
GUMMI DUO HEARTS	75518009	2530824	1/15/2002	USA
GUMMIJUYYS	74437747	1840760	6/21/1994	USA
GUMMY BEARS & FRIENDS	74513981	1896376	5/30/1995	USA

<b>Trademark</b>	<b>Serial Number</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Jurisdiction</b>
GUMMY BEARS & HEARTS	74531562	1997667	8/27/1996	USA
GUMMY BEARS & SCARES!	74513738	1977189	5/28/1996	USA
HARVEST MIX	75614717	2292903	11/16/1999	USA
HEARTS & DARTS	75518102	2339355	4/4/2000	USA
HEIDE and Design	71312604	293766	5/3/1932	USA
HEIDE'S	71225189	243976	7/3/1928	USA
HH and Design	70032606	0032606		USA
HH and Design	71016886	58790	12/25/1906	USA
HIDE & SEEK EGGS	75604083	2292855	11/16/1999	USA
HOLIDAY CREMES	75477520	2232362	3/16/1999	USA
HOT DOG!	72162646	786497	3/9/1965	USA
HUMMINGBIRD EGGS	72064920	0689201	12/24/1958	USA
INTENSE FRUIT CHEWS	75490075	2339223	4/4/2000	USA
ITSY BITSY	74563204	1967803	4/16/1996	USA
JELLY WREATHS	75477502	2292281	11/16/1999	USA
JENNIE LEE (Stylized)	71662701	0609223	7/19/1955	USA
JUJYFRUITS	74406461	1826529	3/15/1994	USA
JUJYFRUITS (Stylized)	71516075	0435900	1/13/1948	USA
JUJYFRUITS AND FRIENDS	74060494	1679046	3/10/1992	USA
JUM-BLO	73751016	1541777	5/30/1989	USA
LOTS' A POPS	75764754	2429414	2/20/2001	USA
LOUD TROUT	75032015	2072776	1/22/1985	USA
Marlin Character	75960373	2431597	2/27/2001	USA
MEXICAN HATS	78400877	2940171	4/12/2005	USA
MIGHTY BITE	74334511	1997772	8/3/1996	USA
Mighty Bite Apple (Design Only)	75413796	2307863	1/11/2000	USA
Mighty Bite Banana (Design Only)	75413793	2286508	10/12/1999	USA
Mighty Bite Cherry (Design Only)	75413795	2288225	10/19/1999	USA
Mighty Bite Grape (Design Only)	75413792	2288224	10/19/1999	USA
Mighty Bite Watermelon (Design Only)	75413953	2362799	6/27/2000	USA
NOTHING NIBBLES NICER	72226409	0818060	11/1/1966	USA
NOW & LATER	73805272	1580360	1/30/1990	USA
NOW AND LATER	74133926	1674426	2/4/1992	USA
PEACH SMASH	74560515	2048110	3/25/1997	USA
PEACHY PENGUINS	75412648	2219813	1/19/1999	USA
PIPPIN (Stylized)	71484664	0504892	12/21/1948	USA
RAD PACK	75029256	2089885	8/19/1997	USA
RADBERRY	74515623	1911624	8/15/1995	USA
RAIN-BLO	72436367	0968775	9/18/1973	USA
REALLY NATURALS and Design	73442897	1342931	6/18/1985	USA
RED HOT DOLLARS	71217344	0220367	11/9/1926	USA
RED RASPBERRY DOLLARS	78047258	2664623	12/17/2002	USA
SANTA BUTTONS	75514637	2232433	3/16/1999	USA
SATHERS	73654855	1514739	11/29/1988	USA
SATHERS	73729275	1522815	1/31/1989	USA
SATHERS	72266394	846765	3/26/1968	USA
SCHOOL COLORS	74395268	1943109	12/19/1995	USA
SHIMEREES	73613447	1438665	5/5/1987	USA

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Jurisdiction</u>
SNIPPETS	73613731	1436590	4/14/1987	USA
SONIC BOOM	74450760	1874795	1/17/1995	USA
SONIC BOOM POPS	75014679	2134852	2/3/1998	USA
SOUR DUDES	75733182	2385294	9/12/2000	USA
STICK-A-ROOS	73479403	1346598	7/2/1985	USA
SUPER BUBBLE	72314414	882574	12/16/1969	USA
SUPER BUBBLE (Stylized)	71512545	504862	12/14/1948	USA
SWEET CHOICE	73825040	1608414	7/31/1990	USA
TARTINESS	72254112	0847103	4/2/1968	USA
The Best and Design	71007181	52350		USA
WETEM & WEAREM	71699560	0635303	10/2/1956	USA
WUNDER BEANS	74061258	1640701	4/9/1991	USA
WUNDER BEANS and Design	78400860	2989259	8/30/2005	USA
WUNDER BEANS GOURMET JELLY BEANS and Design	78400848	2947940	5/10/2005	USA
YIPES	74224492	1758561	3/16/1993	USA
YULETIDE MIX	75477521	2228919	3/2/1999	USA
YUMMY GUMMIES	74462897	1861097	11/1/1994	USA
FARLEY'S FRUIT SNACKS	74438352	1903690	7/4/1995	USA

B. TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Serial Number</u>	<u>Application Date</u>	<u>Jurisdiction</u>
BLUE RADBERRY	78552344	01/23/2005	USA
BOBS Design	78531457	12/13/2004	USA
BOBS SWEET STRIPES	78531473	12/13/2004	USA
DARLIN MARLIN	78400871	04/13/2004	USA
Green Tingleberry Design	78710529	09/10/2005	USA
HARD 'N FRUITY NOW/SOFT 'N CHEWY LATER	78710634	09/11/2005	USA
MELLOWCREME	78708759	09/08/2005	USA
RAIN-BLO POPS	78710548	09/10/2005	USA
RED RADBERRY	78552353		USA
SWEET STRIPES	78531465	12/13/2004	USA
SWEETWIST	78687874	08/08/2005	USA
(Design)	78717874	9/21/2005	USA
(Design)	78717346	9/21/2005	USA
STRAWBERRY PUFFS	78323855		USA

C. IP LICENSES

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Licensor</u>	<u>Licensee</u>
BLOCKHEADS		2345673	4/25/2000	Gerrit J. Verburg Co.	Farley's & Sathers Candy Company, Inc.
CARAMEL CREAMS	73363241	1273760	4/10/1984	Goetze's Candy Company	Farley's & Sathers Candy Company, Inc.
CHUCKLES	71543769	515075	9/13/1949	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
FARLEY'S	73033910	1044334	7/20/1976	Farley's & Sathers Candy Company, Inc.	Kraft Foods
FARLEY'S (Stylized)	75415314	2220492	1/26/1999	Farley's & Sathers Candy Company, Inc.	Kraft Foods
FARLEY'S (Stylized)	75414698	2255145	6/22/1999	Farley's & Sathers Candy Company, Inc.	Kraft Foods
FLAVOR ROLLS		1002967	1/28/1975	Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
TOOTSIE		2536259	2/5/2002	Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
TOOTSIE ROLL		1988251	7/23/1996	Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
TOOTSIE ROLL MIDGEE		0949937	1/2/1973	Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.