

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Second Lien Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Farley & Sathers Candy Company, Inc.		03/24/2006	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: 186**

Property Type	Number	Word Mark
Registration Number:	0032606	H H
Registration Number:	52350	THE BEST
Registration Number:	58790	HH
Registration Number:	0104506	BOBS
Registration Number:	0220367	RED HOT DOLLARS
Registration Number:	243976	HEIDE'S
Registration Number:	293766	HEIDE
Registration Number:	0421211	CHILDHOOD STICKS
Registration Number:	0435900	JUJYFRUITS
Registration Number:	504862	SUPER BUBBLE
Registration Number:	0504892	PIPPIN
Registration Number:	0609223	JENNIE LEE
Registration Number:	0610000	BOBS

CH \$4665.00 0032606

Registration Number:	0635303	WETEM & WEAREM
Registration Number:	0689201	HUMMING BIRD EGGS
Registration Number:	786497	HOT DOG!
Registration Number:	0811444	BUNTE
Registration Number:	0818060	NOTHING NIBBLES NICER
Registration Number:	0829872	BUNTE CHOP STIX
Registration Number:	846765	SATHERS
Registration Number:	0847103	TARTINES
Registration Number:	882574	SUPER BUBBLE
Registration Number:	0968775	RAIN-BLO
Registration Number:	1029501	FRUIT STRIPE ASSORTED GUM
Registration Number:	1031639	
Registration Number:	1041428	BUNTE
Registration Number:	1044334	FARLEY'S
Registration Number:	1184034	FRUIT STRIPE
Registration Number:	1242236	COLOR.BUBBLES
Registration Number:	1285440	TROLLI
Registration Number:	1300843	
Registration Number:	1316007	
Registration Number:	1342931	REALLY NATURALS
Registration Number:	1346598	STICK-A-ROOS
Registration Number:	1360890	GUMMI-SQUIGGLES
Registration Number:	1388459	EASY ACES
Registration Number:	1423093	EGGUMS
Registration Number:	1436590	SNIPPITS
Registration Number:	1438665	SHIMEREES
Registration Number:	1488734	DAE JULIE
Registration Number:	1493380	AMAZIN' FRUIT
Registration Number:	1514739	SATHERS
Registration Number:	1522815	SATHERS
Registration Number:	1522816	
Registration Number:	1535577	SPLITS
Registration Number:	1541777	JUM-BLO
Registration Number:	1580360	NOW & LATER
Registration Number:	1608414	SWEET CHOICE

Registration Number:	1640701	WUNDERBEANS
Registration Number:	1662658	DESIGNER CANES
Registration Number:	1674426	NOW AND LATER
Registration Number:	1679046	JUJYFRUITS AND FRIENDS
Registration Number:	1697059	EYES OF TERROR
Registration Number:	1720539	COOL GRAPE
Registration Number:	1758561	YIPES
Registration Number:	1826529	JUJYFRUITS
Registration Number:	1837440	
Registration Number:	1840725	
Registration Number:	1840760	GUMMIJUJYS
Registration Number:	1843096	
Registration Number:	1861097	YUMMY GUMMIES
Registration Number:	1874795	SONIC BOOM
Registration Number:	1883077	BLACK RADBERRY
Registration Number:	1896376	GUMMY BEARS & FRIENDS
Registration Number:	1903690	FARLEY'S FRUIT SNACKS
Registration Number:	1911624	RADBERRY
Registration Number:	1918231	CHAMPAGNE MIX
Registration Number:	1943109	SCHOOL COLORS
Registration Number:	1967803	ITSY BITSY
Registration Number:	1977189	GUMMY BEARS & SCARES!
Registration Number:	1980687	GREEN TINGLEBERRY
Registration Number:	1997667	GUMMY BEARS & HEARTS
Registration Number:	1997772	MIGHTY BITE
Registration Number:	2048110	PEACH SMASH
Registration Number:	2066778	MELON PATCH
Registration Number:	2072775	DARLIN MARLIN
Registration Number:	2072776	LOUD TROUT
Registration Number:	2078223	GUMMI BEANS
Registration Number:	2089885	RAD PACK
Registration Number:	2119874	
Registration Number:	2121143	APPLE OS
Registration Number:	2127831	GUMMALLOS
Registration Number:	2134852	SONIC BOOM POPS

Registration Number:	2140787	TROLLI OCTOPUS
Registration Number:	2140788	TROLLI CATERPILLARS
Registration Number:	2140980	TROLLI GUMMI BEANS
Registration Number:	2146247	TROLLI SQUIGGLES
Registration Number:	2154355	CHEWY MIX
Registration Number:	2157627	TROPICO'S
Registration Number:	2196676	BOBS SWEET STRIPES
Registration Number:	2219813	PEACHY PENGUINS
Registration Number:	2220492	FARLEY'S
Registration Number:	2232362	HOLIDAY CREMES
Registration Number:	2248139	EGG-CELLENT BUBBLES
Registration Number:	2255145	FARLEY'S
Registration Number:	2286508	
Registration Number:	2288224	
Registration Number:	2288225	
Registration Number:	2292281	JELLY WREATHS
Registration Number:	2292855	HIDE & SEEK EGGS
Registration Number:	2292903	HARVEST MIX
Registration Number:	2307863	
Registration Number:	2308556	BRITE CRAWLER EGGS
Registration Number:	2319793	TOO FUN FOR SOME
Registration Number:	2338757	FRUIT STRIPE PHOTO SAFARI
Registration Number:	2339223	INTENSE FRUIT CHEWS
Registration Number:	2339233	MEXANDALE!
Registration Number:	2339355	HEARTS & DARTS
Registration Number:	2362799	
Registration Number:	2385294	SOUR DUDES
Registration Number:	2399062	COLOR.BUBBLES
Registration Number:	2429414	LOTS' A POPS
Registration Number:	2431597	
Registration Number:	2451120	TROLLI MINI BURGER
Registration Number:	2480967	BRITE OCTOPUS
Registration Number:	1788939	BRITE CRAWLERS
Registration Number:	2497227	TROLLI-O'S
Registration Number:	2525231	

Registration Number:	2530824	GUMMI DUO HEARTS
Registration Number:	2568488	PEACHIE-O'S
Registration Number:	2589960	MELON-O'S
Registration Number:	2598169	
Registration Number:	2598171	
Registration Number:	2601296	
Registration Number:	2601297	
Registration Number:	2645766	
Registration Number:	2664623	RED RASPBERRY DOLLARS
Registration Number:	2797654	EYE POPPERS
Registration Number:	2890071	STINGIN' RED ANTS
Registration Number:	2940171	MEXICAN HATS
Registration Number:	2947940	WUNDER BEANS GOURMET JELLY BEANS
Registration Number:	2989259	WUNDER BEANS
Registration Number:	3050511	RED RADBERRY
Serial Number:	78323855	STRAWBERRY PUFFS
Serial Number:	78400871	DARLIN MARLIN
Serial Number:	78404719	ROAD KILL
Serial Number:	78434713	TROLLI TROLL
Serial Number:	78443263	CHERRY BOMBERS
Serial Number:	78531457	BOBS
Serial Number:	78531465	SWEET STRIPES
Serial Number:	78531473	BOBS SWEET STRIPES BRAND
Serial Number:	78552344	BLUE RADBERRY
Serial Number:	78552346	HAMMERHEAD SHARKS
Serial Number:	78552350	PARTY TIME MIX
Serial Number:	78552354	
Serial Number:	78552355	PURPLE WILDBERRY
Serial Number:	78687322	FARLEY'S
Serial Number:	78687325	COLOR BUBBLES BUBBLE GUM BALLS ASSORTED FLAVORS
Serial Number:	78687326	SUPER BUBBLE BOY
Serial Number:	78687327	SUPER BUBBLE XL
Serial Number:	78687329	SUPER BUBBLE XL ORIGINAL BUBBLE GUM
Serial Number:	78687663	

Serial Number:	78687685	
Serial Number:	78687713	SUPER BUBBLE BUBBLE GUM
Serial Number:	78687874	SWEETWIST
Serial Number:	78708759	MELLOWCREME
Serial Number:	78710529	
Serial Number:	78710548	RAIN-BLO POPS
Serial Number:	78710634	HARD 'N FRUITY NOW/SOFT 'N CHEWY LATER
Serial Number:	78717346	
Serial Number:	78717874	
Serial Number:	78784674	FRUIT STRIPE 5 JUICY FLAVORS
Serial Number:	78784887	FRUIT STRIPE BUBBLE GUM
Registration Number:	2850711	ATOMIC FIREBALL
Registration Number:	2368697	ATOMIC FIREBALL
Registration Number:	2647972	ATOMIC FIREBALL
Registration Number:	0201022	BIT-O-HONEY
Registration Number:	2345673	BLOCKHEADS
Registration Number:	1273760	CARAMEL CREAMS
Registration Number:	1335757	CHICK-O-STICK
Registration Number:	1184039	DUM-DUM POPS
Registration Number:	1002967	FLAVOR ROLLS
Registration Number:	1343059	FRUIT RUNTS
Registration Number:	0759781	HOT TAMALES
Registration Number:	2321763	MIDGEE
Registration Number:	0671289	PEARSON'S
Registration Number:	0699505	PIXY STIX
Registration Number:	1006430	SLO POKE
Registration Number:	0788229	SMARTIES
Registration Number:	1629341	SMARTIES
Registration Number:	2336949	SWEETARTS
Registration Number:	0947983	SWEETARTS
Registration Number:	2536259	TOOTSIE
Registration Number:	0292927	TOOTSIE POPS
Registration Number:	1988251	TOOTSIE ROLL
Registration Number:	0949937	TOOTSIE ROLL MIDGEE

CORRESPONDENCE DATA

Fax Number: (404)572-5134

*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: 1180 Peachtree Street

Address Line 4: Atlanta, GEORGIA 30309-3521

ATTORNEY DOCKET NUMBER:	09631/009093
NAME OF SUBMITTER:	Andrea R. Bounds
Signature:	/Andrea R. Bounds/
Date:	03/28/2006

**Total Attachments: 16**

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of March 24, 2006, 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 (as defined in the Credit Agreement referred to below).

WITNESSETH:

WHEREAS, pursuant to the Second Lien Credit Agreement, dated as of March 24, 2006 (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"), F&S Holdings 1, Inc. ("Holdings"), the Lenders from time to time party thereto and GE Capital, as Administrative Agent for the Lenders, the Lenders 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 and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders 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.

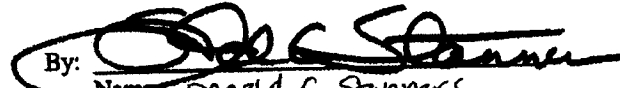
Section 6. Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[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.

Very truly yours,

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

By:   
Name: Donald C. Sanners  
Title: CFO

SECOND LIEN TRADEMARK AGREEMENT  
FARLEY'S

TRADEMARK  
REEL: 003277 FRAME: 0362



**ACCEPTED AND AGREED**  
as of the date first above written:

**GENERAL ELECTRIC CAPITAL CORPORATION**  
as Administrative Agent

By: *[Signature]*  
Name: *Matthew D. Lippert*  
Title: *Duly Authorized Signatory*

**SECOND LIEN TRADEMARK AGREEMENT  
PARLEY'S**

SCHEDULE I  
TO  
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

A. REGISTERED TRADEMARKS

<u>Trademark</u>	<u>ClassID</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application Date</u>	<u>Registration Date</u>
HH and Design	30	70032606	0032606		
The Best and Design	30	71007181	52350	05/08/1906	
HH and Design	30	71016886	58790		12/25/1906
BOBS	30	71079663	0104506	07/09/1914	6/1/1915
RED HOT DOLLARS	30	71217344	0220367		11/9/1926
HEIDE'S	30	71225189	243976		7/3/1928
HEIDE and Design	01, 05, 29, 30	71312604	293766		5/3/1932
CHILDHOOD STICKS	30	71490281	0421211	10/22/1945	5/21/1946
JUJYFRUITS (Stylized)	30	71516075	0435900		1/13/1948
SUPER BUBBLE (Stylized)	30	71512545	504862		12/14/1948
PIPPIN (Stylized)	30	71484664	0504892	09/25/1947	12/21/1948
JENNIE LEE (Stylized)	30	71662701	0609223	03/15/1954	7/19/1955
BOBS	30	71662507	0610000	03/12/1954	8/2/1955
WETEM & WEAREM	30	71699560	0635303	12/07/1955	10/2/1956
HUMMINGBIRD EGGS	30	72064920	0689201		12/24/1958
HOT DOG!	30	72162646	786497		3/9/1965
BUNTE and Design	30	72224914	0811444	08/04/1965	7/19/1966
NOTHING NIBBLES NICER	30	72226409	0818060	08/25/1965	11/1/1966
BUNTE CHOP STIX (Stylized)	30	72238041	0829872	02/04/1966	6/6/1967
SATHERS	29,30	72266394	846765		3/26/1968
TARTINESS	30	72254112	0847103	09/09/1966	4/2/1968
SUPER BUBBLE	30	72314414	882574		12/16/1969
RAIN-BLO	30	72436367	0968775		9/18/1973
FRUIT STRIPE ASSORTED GUM and Design	30	73044458	1029501		1/6/1976

<u>Trademark</u>	<u>ClassID</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application Date</u>	<u>Registration Date</u>
Fruit Stripe Zebra Design (1 of 2)	30	73054602	1031639		1/27/1976
BUNTE (Stylized)	30	73060684	1041428	08/18/1975	6/15/1976
FARLEY'S	30	73033910	1044334		7/20/1976
FRUIT STRIPE	30	73238813	1184034		12/29/1981
COLOR BUBBLES and Design	30	73236843	1242236		6/14/1983
TROLLI	30	73387672	1285440	09/22/1982	7/10/1984
CLOWN (Design Only)	30	73450724	1300843		10/16/1984
Bear (2) (Design Only)	30	73472498	1316007		1/22/1985
REALLY NATURALS and Design	30	73442897	1342931	09/08/1983	6/18/1985
STICK-A-ROOS	30	73479403	1346598	05/08/1984	7/2/1985
GUMMI SQUIGGLES	30	73492478	1360890	07/30/1984	9/17/1985
EASY ACES	30	73520635	1388459	02/04/1985	4/1/1986
EGGUMS	30	73521219	1423093		12/30/1986
SNIPPETS	30	73613731	1436590	08/08/1986	4/14/1987
SHIMEREES	30	73613447	1438665	08/07/1986	5/5/1987
DAE JULIE	30	73681697	1488734		5/17/1988
AMAZIN' FRUIT	30	73675879	1493380		6/21/1988
SATHERS	29	73654855	1514739		11/29/1988
SATHERS	30	73729275	1522815		1/31/1989
Bear (1) (Design Only)	32	73734016	1522816		1/31/1989
SPLITS	30	73701781	1535577	12/18/1987	4/18/1989
JUM-BLO	30	73751016	1541777		5/30/1989
NOW & LATER	30	73805272	1580360		1/30/1990
SWEET CHOICE	30	73825040	1608414	09/13/1989	7/31/1990
WUNDER BEANS	30	74061258	1640701		4/9/1991
DESIGNER CANES	30	74107121	1662658	10/19/1990	10/29/1991
NOW AND LATER	30	74133926	1674426		2/4/1992
JUJYFRUITS AND FRIENDS	30	74060494	1679046		3/10/1992
EYES OF TERROR	30	74/133311	1697059		6/23/1992
COOL GRAPE	30	74210722	1720539		9/29/1992
YIPES	30	74224492	1758561		3/16/1993
JUJYFRUITS	30	74406461	1826529		3/15/1994
BLUE RADBERRY (Design Only)	30	74391468	1837440		5/24/1994
Fruit Stripe Zebra Design (2 of 2)	30	74391697	1840725		6/21/1994
GUMMIJUJYS	30	74437747	1840760	09/20/1993	6/21/1994

<u>Trademark</u>	<u>ClassID</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application Date</u>	<u>Registration Date</u>
Fruit Stripe Gum Stripe Design	30	74425288	1843096		7/5/1994
YUMMY GUMMIES	30	74462897	1861097		11/1/1994
SONIC BOOM	30	74450760	1874795		1/17/1995
BLACK RADBERRY	30	74433524	1883077		3/7/1995
GUMMY BEARS & FRIENDS	30	74513981	1896376		5/30/1995
FARLEY'S FRUIT SNACKS	29	74438352	1903690	9/21/1993	7/4/1995
RADBERRY	30	74515623	1911624		8/15/1995
CHAMPAGNE MIX	30	74570077	1918231		9/12/1995
SCHOOL COLORS	30	74395268	1943109	05/26/1993	12/19/1995
ITSY BITSY	30	74563204	1967803		4/16/1996
GUMMY BEARS & SCARES!	30	74513738	1977189		5/28/1996
GREEN TINGLEBERRY	30	74625126	1980687		6/18/1996
GUMMY BEARS & HEARTS	30	74531562	1997667		8/27/1996
MIGHTY BITE	30	74334511	1997772		8/3/1996
PEACH SMASH	30	74560515	2048110		3/25/1997
MELON PATCH	30	75081186	2066778	03/29/1996	6/3/1997
DARLIN MARLIN	30	75031768	2072775	12/13/1995	6/17/1997
LOUD TROUT	30	75032015	2072776	02/22/1983	1/22/1985
GUMMI BEANS	30	75145753	2078223	08/06/1996	7/8/1997
RAD PACK	30	75029256	2089885		8/19/1997
Bear Design	30	75217288	2119874	12/13/1996	12/9/1997
APPLE Os	30	75145915	2121143	08/06/1996	12/16/1997
GUMMALLOS	30	75140311	2127831		1/6/1998
SONIC BOOM POPS	30	75014679	2134852		2/3/1998
TROLLI OCTOPUS	30	75251395	2140787	03/04/1997	3/3/1998
TROLLI CATERPILLARS	30	75251397	2140788	03/04/1997	3/3/1998
TROLLI GUMMI BEANS	30	75264822	2140980	03/27/1997	3/3/1998
TROLLI SQUIGGLES	30	75251323	2146247	03/04/1997	3/24/1998
CHEWY MIX	30	75152179	2154355		4/28/1998
TROPICO'S	30	75175851	2157627	10/02/1996	5/12/1998
BOBS SWEET STRIPES	30	75290196	2196676		10/13/1998
PEACHY PENGUINS	30	75412648	2219813		1/19/1999

<u>Trademark</u>	<u>ClassID</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application Date</u>	<u>Registration Date</u>
FARLEY'S (Stylized)	30	75415314	2220492		1/26/1999
HOLIDAY CREMES	30	75477520	2232362		3/16/1999
EGGCELLENT BUBBLES	30	75270656	2248139		5/25/1999
FARLEY'S (Stylized)	30	75414698	2255145		6/22/1999
Mighty Bite Banana (Design Only)	30	75413793	2286508		10/12/1999
Mighty Bite Grape (Design Only)	30	75413792	2288224		10/19/1999
Mighty Bite Cherry (Design Only)	30	75413795	2288225		10/19/1999
JELLY WREATHS	30	75477502	2292281		11/16/1999
HIDE & SEEK EGGS	30	75604083	2292855		11/16/1999
HARVEST MIX	30	75614717	2292903		11/16/1999
Mighty Bite Apple (Design Only)	30	75413796	2307863		1/11/2000
BRITE CRAWLER EGGS	30	75463932	2308556	04/07/1998	1/18/2000
TOO FUN FOR SOME	30	75428519	2319793	02/04/1998	2/15/2000
FRUIT STRIPE PHOTO SAFARI	30	75746423	2338757		4/4/2000
INTENSE FRUIT CHEWS	30	75490075	2339223		4/4/2000
Mexandale!	42	75501995	2339233	5/28/1998	4/4/2000
HEARTS & DARTS	30	75518102	2339355		4/4/2000
Mighty Bite Watermelon (Design Only)	30	75413953	2362799		6/27/2000
SOUR DUDES	30	75733182	2385294		9/12/2000
COLOR BUBBLES	30	75569096	2399062		10/31/2000
LOTS' A POPS	30	75764754	2429414		2/20/2001
Marlin Character	30	75960373	2431597		2/27/2001
TROLLI MINI BURGER	30	78015101	2451120	06/30/2000	5/15/2001
BRITE CRAWLERS	30	74284841	2480967	06/12/1992	8/17/1993
BRITE OCTOPUS	30	78003968	2480967	04/13/2000	8/21/2001
TROLLI-Os	30	78021185	2497227	08/14/2000	10/9/2001
Burger Character with Striped Hat	30	78014053	2525231	06/22/2000	1/1/2002
GUMMI DUO HEARTS	30	75518009	2530824	07/13/1998	1/15/2002
PEACHIE-Os	30	78023504	2568488	08/29/2000	5/7/2002
MELON-O's	30	78035010	2589960	11/13/2000	7/2/2002



<u>Trademark</u>	<u>ClassID</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application Date</u>	<u>Registration Date</u>
Strawberry Device	30	78094548	2598169	01/21/2001	7/23/2002
Mama and Baby Bear Device	30	78094557	2598171	01/21/2001	7/23/2002
Octopus Device	30	78093452	2601296	11/15/2001	7/30/2002
Colored Worms Device	30	78094567	2601297	01/21/2001	7/30/2002
Burger Character with Dotted Hat	30	78014055	2645766	06/22/2000	1/1/2002
RED RASPBERRY DOLLARS	30	78047258	2664623		12/17/2002
EYE POPPERS	30	78187407	2797654		12/23/2003
STINGIN' RED ANTS	30	78113981	2890071	03/11/2002	9/28/2004
MEXICAN HATS	30	78400877	2940171		4/12/2005
WUNDER BEANS GOURMET JELLY BEANS and Design	30	78400848	2947940	04/13/2004	5/10/2005
WUNDER BEANS and Design	30	78400860	2989259	04/13/2004	8/30/2005
RED RADBERRY	30	78552353	3050511		

B. TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>ClassID</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application Date</u>	<u>Registration Date</u>
STRAWBERRY PUFFS	30	78323855		01/06/2003	
DARLIN MARLIN	30	78400871		04/13/2004	
ROAD KILL	30	78404719		04/20/2004	
TROLLI TROLL	30	78434713		06/14/2004	
CHERRY BOMBERS	30	78443263		06/29/2004	
BOBS Design	30	78531457		12/13/2004	
SWEET STRIPES	30	78531465		12/13/2004	
BOBS SWEET STRIPES	30	78531473		12/13/2004	
BLUE RADBERRY	30	78552344		01/23/2005	
HAMMERHEAD SHARKS	30	78552346		01/23/2005	
PARTY TIME MIX	30	78552350		01/00/2005	
Black Radberry (Design Only)	30	78552354		01/24/2005	
PURPLE WILDBERRY	30	78552355		01/24/2005	
FARLEY'S Design	30	78687322		08/07/2005	

<u>Trademark</u>	<u>ClassID</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application Date</u>	<u>Registration Date</u>
COLOR BUBBLES BUBBLE GUM BALLS ASSORTED FLAVORS Design	30	78687325		08/07/2005	
SUPER BUBBLE BOY	30	78687326		08/07/2005	
SUPER BUBBLE XL	30	78687327		08/07/2005	
SUPER BUBBLE XL ORIGINAL BUBLE GUM (Stylized)	30	78687329		08/07/2005	
Super Bubble Boy Blowing Big Bubble Design	30	78687663		08/08/2005	
Super Bubble Boy Blowing Bubble and Floating Design	30	78687685		08/08/2005	
Super Bubble Bubble Gum Design	30	78687713		08/08/2005	
SWEETWIST	30	78687874		08/08/2005	
MELLOWCREME	30	78708759		09/08/2005	
Green Tingleberry Design	30	78710529		09/10/2005	
RAIN-BLO POPS	30	78710548		09/10/2005	
HARD 'N FRUITY NOW/SOFT 'N CHEWY LATER	30	78710634		09/11/2005	
(Design mark)	30	78717346			
(Design mark)	30	78717874			
FRUIT STRIPE FIVE JUICY FLAVORS	30	78784674		1/4/2006	
FRUIT STRIPE BUBBLE GUM	30	78784887		1/4/2006	

C. IP LICENSES

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Renewal Date</u>	<u>Licensor</u>	<u>Licensee</u>
ATOMIC FIREBALL	78167356	2850711	6/8/2004		Ferrara Pan	Farley's & Sathers Candy Company, Inc.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Renewal Date</u>	<u>Licensor</u>	<u>Licensee</u>
ATOMIC FIREBALL and Design	75790755	2368697	7/18/2000		Ferrara Pan	Farley's & Sathers Candy Company, Inc.
ATOMIC FIREBALL Design	76041387	2647972	11/12/2002		Ferrara Pan	Farley's & Sathers Candy Company, Inc.
BIT-O-HONEY	71210504	0201022	7/14/1925		SPN	Farley's & Sathers Candy Company, Inc.
BLOCKHEADS		2345673	4/25/2000	4/25/2010	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.
CHICK-O-STICK	73490445	1335757	5/14/1985		Atkinson Candy Company	Farley's & Sathers Candy Company, Inc.
CHUCKLES	20996	18776	3/31/1997	3/31/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	208126	38130	7/18/1950	7/18/2010	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	87634	38157	7/24/1997	7/24/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	119607	39240		1/28/2006	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	332083	72687	4/9/1997	4/9/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	110848	110848	3/5/2004	3/5/2018	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Renewal Date</u>	<u>Licensor</u>	<u>Licensee</u>
CHUCKLES	314839	164092	7/18/1969	7/18/2014	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		184372	4/30/1997	4/30/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	971691	187466	12/18/1997	12/18/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		246581	3/4/1971	3/4/2006	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	148178	443047	8/24/1992		Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	71543769	515075	9/13/1949	9/13/2009	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		602309		12/30/2006	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	885115	602309	12/30/1996	12/30/2006	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		602309		12/30/2006	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		602309		12/30/2006	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		626026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Renewal Date</u>	<u>Licensor</u>	<u>Licensee</u>
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES		676026	6/12/1997	6/12/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Renewal Date</u>	<u>Licensor</u>	<u>Licensee</u>
CHUCKLES	86014495	789797	12/16/1997	12/15/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	9704917	1726/1998	4/14/1997	4/14/2014	Huhtamaki Finance B.V.	Kraft Foods
CHUCKLES	2018/95	222 Book 57	7/1/1997	7/1/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	38233	435/82	5/23/1998	12/4/2006	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES	4559/97	T97/045591	4/17/1997	4/17/2007	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CHUCKLES CANADIAN JELLS	276171	157169	6/7/1968	6/7/2013	Huhtamaki Finance B.V.	Farley's & Sathers Candy Company, Inc.
CLEAR FRUIT		515075	9/13/1949	9/13/2019	Everfresh Beverages, Inc.	Farley's & Sathers Candy Company, Inc.
DUM-DUM POPS	73254085	1184039	12/29/1981		Spangler Candy Company	Farley's & Sathers Candy Company, Inc.
FLAVOR ROLLS		1002967	1/28/1975		Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
FRUIT RUNTS	73479226	1343059	6/18/1985		Nestle'	Farley's & Sathers Candy Company, Inc.
HOT TAMALES	72159824	0759781	11/3/1963		Just Born, Inc.	Farley's & Sathers Candy Company, Inc.
MIDGEE	75666987	2321763	2/22/2000		Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
PEARSON'S	72045343	0671289	12/16/1958		Pearson Candy Company	Farley's & Sathers Candy Company, Inc.
PIXY STIX	72077432	0699505	6/14/1960			

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Renewal Date</u>	<u>Licensor</u>	<u>Licensee</u>
SLO POKE	73013370	1006430	3/11/1975		Sophie Mae Candy Company	Farley's & Sathers Candy Company, Inc.
SMARTIES	72189766	0788229	4/13/1965		Ce De Candy, Inc.	Farley's & Sathers Candy Company, Inc.
SMARTIES Design	74037895	1629341	12/25/1990		Ce De Candy, Inc.	Farley's & Sathers Candy Company, Inc.
SWEETARTS	75037503	2336949	4/4/2000		SPN	Farley's & Sathers Candy Company, Inc.
SWEETARTS (Stylized)	72180539	0947983	11/28/1972		SPN	Farley's & Sathers Candy Company, Inc.
TOOTSIE		2536259	2/5/2002	2/5/2012	Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
TOOTSIE POPS		2536259	3/29/1932		Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
TOOTSIE ROLL		1988251	7/23/1996	7/23/2006	Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.
TOOTSIE ROLL MIDGEE	72405422	0949937	1/2/1973		Tootsie Roll Industries	Farley's & Sathers Candy Company, Inc.