TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Switzer Candy Company		09/29/2006	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION
Street Address:	4860 ROBB ST STE 204
City:	WHEAT RIDGE
State/Country:	COLORADO
Postal Code:	80033-2162
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1393452	SWITZER
Serial Number:	78864422	SWITZER'S

CH $65.00 1393452

CORRESPONDENCE DATA

Fax Number: (717)534-7549
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 717-534-7911
Email: pllewellyn@kayescholer.com
Correspondent Name: HERSHEY CHOCOLATE & CONFECTIONERY CORPOR
Address Line 1: 4860 ROBB ST STE 204
Address Line 4: WHEAT RIDGE, COLORADO 80033-2162

ATTORNEY DOCKET NUMBER:	29985 0040 4168
NAME OF SUBMITTER:	Paul C. Llewellyn
Signature:	/paul c llewellyn/
Date:	10/13/2006

Total Attachments: 4
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GRANT OF SECURITY INTEREST IN TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SWITZER CANDY COMPANY, a Georgia corporation with a place of business at 27 North Gore Avenue, St. Louis, Missouri 63119 (the "Grantor") hereby grants to HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION, a Delaware corporation with a place of business at 4860 Robb Street, Suite 204, Wheat Ridge, Colorado 80033 ("Hershey Chocolate) and to THE HERSHEY COMPANY, a Delaware corporation with an address at 100 Crystal A Drive, Hershey, Pennsylvania 17033 ("Hershey") (Hershey Chocolate and Hershey shall hereinafter be collectively referred to as the "Grantee") a security interest in all of the Grantor's right, title and interest in and to (i) those United States trademarks and service marks and those United States trademark and service mark registrations and applications for registration set forth on Schedule A attached hereto, and (ii) those foreign trademarks and service marks and those foreign trademark and service mark registrations and applications for registration set forth on Schedule B attached hereto; (iii) the trade dress associated with such trademarks and service marks; and (iv) the goodwill associated with such trademarks and service marks (collectively, the "Trademarks").

This Grant of Security Interest in Trademarks is made pursuant to that certain Confidential Settlement Agreement between Grantor and Grantee, dated of even date herewith (the "Settlement Agreement"), to secure the performance by Grantor of its obligations under such Settlement Agreement. In the event that any provisions of this Grant of Security Interest in Trademarks are deemed to conflict with the Settlement Agreement, the provisions of the Settlement Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest in Trademarks as of the 29th day of September, 2006.

Grantor:
SWITZER CANDY COMPANY

By: _____
Name: Michael Switzer
Title: CEO

Grantee:
HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION

By: _____
Name: Lois B. Durgette
Title: Assistant Secretary

THE HERSHEY COMPANY

By: _____
Name: Susan M. Angele
Title: Vice President, Deputy General Counsel

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STATE OF MISSOURI)
CITY) ss.:
~~COUNTY~~ OF ST. LOUIS)

On ~~September~~ October 5, 2006, before me personally came Michael G. Switzer, to me known, by me duly sworn, did depose and say: that deponent is the Chief Executive Officer of Switzer Candy Company and an authorized representative of Switzer Candy Company, the corporation which executed the foregoing Grant of Security Interest in Trademarks; and that deponent was authorized to sign the Grant of Security Interest in Trademarks on behalf of said corporation.

Jane R. Hawanchak
Notary Public

JANE R. HAWANCHAK
Notary Public - Notary Seal
State of Missouri - City of St. Louis
My Commission Expires Apr. 22, 2009
Commission #05506910

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF DAUPHIN)

On September 29, 2006, before me personally came Susan M. Angele, to me known, by me duly sworn, did depose and say: that deponent is the Vice President, Deputy General Counsel and Chief Governance Officer of The Hershey Company and an authorized representative of The Hershey Company, the corporation which executed the foregoing Grant of Security Interest in Trademarks; and that deponent was authorized to sign the Grant of Security Interest in Trademarks on behalf of said corporation.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Florence I. Barth, Notary Public
Derry Twp., Dauphin County
My Commission Expires July 21, 2008
Member, Pennsylvania Association Of Notaries

Florence I. Barth
Notary Public

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF DAUPHIN)

On September 29, 2006, before me personally came Lois B. Duquette, to me known, by me duly sworn, did depose and say: that deponent is the Assistant Secretary of Hershey Chocolate & Confectionery Corporation and an authorized representative of Hershey Chocolate & Confectionery Corporation, the corporation which executed the foregoing Grant of Security Interest in Trademarks; and that deponent was authorized to sign the Grant of Security Interest in Trademarks on behalf of said corporation.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Florence I. Barth, Notary Public
Derry Twp., Dauphin County
My Commission Expires July 21, 2008
Member, Pennsylvania Association Of Notaries

Florence I. Barth
Notary Public

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Schedule A to Grant of Security Interest in Trademarks

SWITZER

-- United States Trademark Registration No. 1393452

-- United Stated Common Law Rights

SWITZER'S

-- United States Trademark Application Serial No. 78864422 and any registration resulting therefrom.

-- United Stated Common Law Rights

TRADEMARK
REEL: 003408 FRAME: 0960

Schedule B to Grant of Security Interest in Trademarks

Mark: SWITZER

Country	Registration Number
Canada	411978
New Zealand	273526
Belarus	676027
Switzerland	676027
China	676027
Czech Republic	676027
Egypt	676027
Hungary	676027
Poland	676027
Romania	676027
Russian Federation	676027
Slovakia	676027
Ukraine	676027

To be supplemented upon the adoption by Grantor of any trademarks outside the United States that incorporate SWITZER or SWITZER'S or any word or term confusingly similar thereto.