

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Charms Marketing Company		01/19/2007	CORPORATION: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Tootsie Roll Brands, LLC		
<b>Street Address:</b>	7401 South Cicero Avenue		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60629		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0552241	CHARMS	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(617)646-8646		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(617) 646-8000		
Email:	drwtrademarks@wolfgreenfield.com		
Correspondent Name:	Douglas R. Wolf		
Address Line 1:	600 Atlantic Avenue		
Address Line 4:	Boston, MASSACHUSETTS 02210		
ATTORNEY DOCKET NUMBER:	C0842.20004US00		
NAME OF SUBMITTER:	Douglas R. Wolf		
Signature:	/drw/		
Date:	12/22/2010		

OP \$40.00 0552241

**Total Attachments: 10**

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## CONFIRMATORY ASSIGNMENT

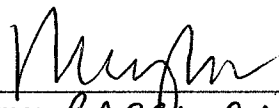
WHEREAS, Charms Marketing Company, a corporation of Illinois, United States, having an office and place of business at 7401 South Cicero Avenue, Chicago, IL 60629, United States, adopted and owned the marks represented by the attached Schedule G of trademark applications and registrations and rights at common law and otherwise ("Marks").

WHEREAS, Tootsie Roll Brands LLC, a limited liability company of Delaware, United States, having an office and place of business at 7401 South Cicero Avenue, Chicago, IL 60629, United States, desired to acquire said Marks as recited herein.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Charms Marketing Company assigned on May 29, 2003 to Tootsie Roll Brands LLC all its rights, title and interest in and to the Marks together with the business associated therewith and the goodwill of the business symbolized by the Marks, including all rights to sue and recover for past infringement of the Marks.




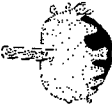
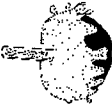

Charms Marketing Company

1-19-07  
Date

By:   
Name: BARRY BOWEN  
Title: TREASURER


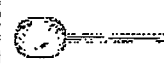



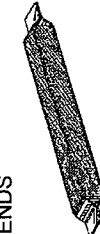
# SCHEDULE G

## Trademark Applications and Registrations in the name of CHARMS MARKETING CO.

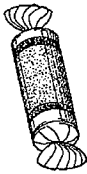





Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
A FAT FREE CANDY SINCE 1931 	Miscellaneous Design	U.S.A.	Registered	T0033.20505US00	Charms Marketing Co.	76/156486	30-Oct-00	2569629	14-May-02	14-May-12
BUNCH POPS  	BLOCK	U.S.A.	Registered	T0033.20527US00	Charms Marketing Co.	78/694654	17-Aug-05	3126485	8-Aug-06	8-Aug-16
BUNCH POPS  	Miscellaneous Design	U.S.A.	Registered	T0033.20504US00	Charms Marketing Co.	76/157598	1-Nov-00	2569635	14-May-02	14-May-12
CARAMEL APPLE  	Miscellaneous Design	U.S.A.	Registered	T0033.20479US00	Charms Marketing Co.	75/483957	12-May-98	2463119	26-Jun-01	26-Jun-11
CARAMEL APPLE POPS  	BLOCK	U.S.A.	Registered	T0033.20478US00	Charms Marketing Co.	75/480500	6-May-98	2339841	11-Apr-00	11-Apr-10
CARAMEL APPLE POPS  	Word Mark (Stylized)	U.S.A.	Registered	T0033.20465US00	Charms Marketing Co.	74/735134	28-Sep-95	2131633	27-Jan-98	27-Jan-08
CHILD'S PLAY	BLOCK	U.S.A.	Registered	T0033.20359US00	Charms Marketing Co.	73/656111	20-Apr-87	1468553	8-Dec-87	8-Dec-07
CHILD'S PLAYTIME CANDY	BLOCK	U.S.A.	Registered	T0033.20460US00	Charms Marketing Co.	74/633991	14-Feb-95	1963079	19-Mar-96	19-Mar-16
CROWS	BLOCK	U.S.A.	Registered	T0033.20241US00	Charms Marketing Co.	73/102210	5-Oct-76	1065901	17-May-77	17-May-07
DOTS	BLOCK	U.S.A.	Registered	T0033.20245US00	Charms Marketing Co.	73/137827	17-Aug-77	1098933	8-Aug-78	8-Aug-08

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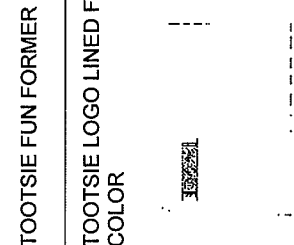
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FLAVOR ROLLS	BLOCK	U.S.A.	Registered	T0033.20229US00	Charms Marketing Co.	73/004260	23-Oct-73	1002967	28-Jan-75	28-Jan-15
HOT CHOCOLATE POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20508US00	Charms Marketing Co.	76/192209	10-Jan-01	2648360	12-Nov-02	12-Nov-12
LARGE TOOTSIE POP SHAPE 	Miscellaneous Design	U.S.A.	Registered	T0033.20483US00	Charms Marketing Co.	75/565044	6-Oct-98	2380015	22-Aug-00	22-Aug-10
MASON	BLOCK	U.S.A.	Registered	T0033.20239US00	Charms Marketing Co.	73/102209	5-Oct-76	1092907	6-Jun-78	6-Jun-08
MIDGEE	BLOCK	U.S.A.	Registered	T0033.20488US00	Charms Marketing Co.	75/666987	24-Mar-99	2321763	22-Feb-00	22-Feb-10
MOVIE TIME MINI BOXES	BLOCK	U.S.A.	Published	T0033.20530US00	Charms Marketing Co.	78/759975	23-Nov-05			
ORANGE AND BROWN COLOR COMBINATION 	Miscellaneous Design	U.S.A.	Registered	T0033.20349US00	Charms Marketing Co.	73/611415	25-Jul-86	1469254	15-Dec-87	15-Dec-07
ORANGE, BROWN AND WHITE COLOR COMBINATION 	Miscellaneous Design	U.S.A.	Registered	T0033.20341US00	Charms Marketing Co.	73/610547	21-Jul-86	1490388	31-May-88	31-May-08
OWL LOGO 	Miscellaneous Design	U.S.A.	Published	T0033.20296US01	Charms Marketing Co.	78/750398	9-Nov-05			
PACKAGE WITH PINCHED ENDS 	Miscellaneous Design	U.S.A.	Registered	T0033.20357US00	Charms Marketing Co.	73/687845	5-Oct-87	1531069	21-Mar-89	21-Mar-09

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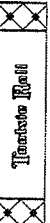
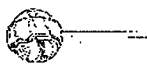
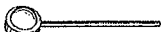

Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
PACKAGE WITH TWISTED ENDS 	Miscellaneous Design	U.S.A.	Registered	T0033.20354US00	Charms Marketing Co.	73/696768	23-Nov-87	1532233	28-Mar-89	28-Mar-09
PACKAGE WITH TWISTED ENDS (BROWN CENTER WITH RED/ORANGE STRIPES AND WHITE ENDS) 	Miscellaneous Design	U.S.A.	Registered	T0033.20355US00	Charms Marketing Co.	73/687928	5-Oct-87	1516573	13-Dec-88	13-Dec-08
POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20293US00	Charms Marketing Co.	73/717267	14-Mar-88	1529906	14-Mar-89	14-Mar-09
POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20321US00	Charms Marketing Co.	73/614175	11-Aug-86	1449095	21-Jul-87	21-Jul-07
ROLLERS	BLOCK	U.S.A.	Allowed	T0033.20463US01	Charms Marketing Co.	78/621076	2-May-05			
TENDER TOOTSIES	BLOCK	U.S.A.	Registered	T0033.20427US00	Charms Marketing Co.	74/086061	8-Aug-90	1725793	20-Oct-92	20-Oct-12
TOOTSIE	BLOCK	U.S.A.	Registered	T0033.20243US00	Charms Marketing Co.	73/121953	7-Apr-77	1080381	27-Dec-77	27-Dec-07
TOOTSIE	BLOCK	U.S.A.	Registered	T0033.20510US00	Charms Marketing Co.	76/201627	30-Jan-01	2536259	5-Feb-02	5-Feb-12
TOOTSIE	BLOCK	U.S.A.	Registered	T0033.20317US00	Charms Marketing Co.	73/614176	11-Aug-86	1544686	20-Jun-89	20-Jun-09
TOOTSIE 	Design plus character(s)	U.S.A.	Registered	T0033.20324US00	Charms Marketing Co.	73/598026	12-May-86	1434879	31-Mar-87	31-Mar-17
TOOTSIE 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20392US00	Charms Marketing Co.	71/042103	28-Apr-09	0075218	14-Sep-09	14-Sep-09

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Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
TOOTSIE BOX DESIGN 	Miscellaneous Design	U.S.A.	Registered	T0033.20283US00	Charms Marketing Co.	73/432647	30-Jun-83	1342996	18-Jun-85	18-Jun-15
TOOTSIE BUNCH POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20370US00	Charms Marketing Co.	73/715865	10-Mar-88	1551157	8-Aug-89	8-Aug-09
TOOTSIE FROOTIES 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20251US00	Charms Marketing Co.	73/360025	16-Apr-82	1255474	25-Oct-83	25-Oct-13
TOOTSIE FUN FORMER	BLOCK	U.S.A.	Pending	T0033.20525US00	Charms Marketing Co.	78/653156	17-Jun-05			
TOOTSIE LOGO LINED FOR COLOR 	Miscellaneous Design	U.S.A.	Registered	T0033.20285US00	Charms Marketing Co.	73/492054	27-Jul-84	1324905	12-Mar-85	12-Mar-15
TOOTSIE POPS	BLOCK	U.S.A.	Registered	T0033.20363US00	Charms Marketing Co.	71/321698	2-Dec-31	292927	29-Mar-32	29-Mar-12
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20286US00	Charms Marketing Co.	73/493055	2-Aug-84	1369332	5-Nov-85	5-Nov-15
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20318US00	Charms Marketing Co.	73/616015	11-Aug-86	1470825	29-Dec-87	29-Dec-07
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20461US00	Charms Marketing Co.	74/661278	14-Apr-95	1988251	23-Jul-96	23-Jul-16
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20133US00	Charms Marketing Co.	72/431465	2-Aug-72	963446	10-Jul-73	10-Jul-13

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Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
TOOTSIE ROLL 	Design plus character(s)	U.S.A.	Registered	T0033.20278US00	Charms Marketing Co.	73/410574	24-Jan-83	1302714	30-Oct-84	30-Oct-14
TOOTSIE ROLL & DESIGN OF INTERSECTING LINES, DIAMONDS, ON LABEL 	Design plus character(s)	U.S.A.	Registered	T0033.20096US00	Charms Marketing Co.	71/673487	20-Sep-54	623182	13-Mar-56	13-Mar-16
TOOTSIE ROLL MIDGEE	BLOCK	U.S.A.	Registered	T0033.20029US00	Charms Marketing Co.	72/405422	18-Oct-71	949937	2-Jan-73	2-Jan-13
TOOTSIE ROLL POP CUTAWAY 	Miscellaneous Design	U.S.A.	Registered	T0033.20434US00	Charms Marketing Co.	74/444183	5-Oct-93	1850472	16-Aug-94	16-Aug-14
TOOTSIE ROLL POP DESIGN 	Miscellaneous Design	U.S.A.	Registered	T0033.20329US00	Charms Marketing Co.	73/578687	21-Jan-86	1459412	29-Sep-87	29-Sep-07
TOOTSIE ROLL POPS	BLOCK	U.S.A.	Registered	T0033.20319US00	Charms Marketing Co.	73/614011	11-Aug-86	1482554	29-Mar-88	29-Mar-08
TOOTSIE ROLL POPS	BLOCK	U.S.A.	Registered	T0033.20405US00	Charms Marketing Co.	74/044922	2-Apr-90	1635634	19-Feb-91	19-Feb-11
TOOTSIE ROLL SUPER POP	BLOCK	U.S.A.	Registered	T0033.20061US00	Charms Marketing Co.	73/254108	17-Mar-80	1219331	7-Dec-82	7-Dec-12
TOOTSIE ROLL WITH ORANGE AND BROWN COLOR COMBINATION 	Miscellaneous Design	U.S.A.	Registered	T0033.20350US00	Charms Marketing Co.	73/656212	20-Apr-87	1468554	8-Dec-87	8-Dec-07
TOOTSIE ROLLS	BLOCK	U.S.A.	Registered	T0033.20028US00	Charms Marketing Co.	72/404895	12-Oct-71	949931	2-Jan-73	2-Jan-13


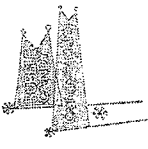



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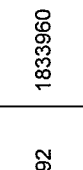


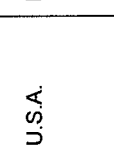
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TOOTSIE TARTS	BLOCK	U.S.A.	Registered	T0033.20477US00	Charms Marketing Co.	75/376796	21-Oct-97	2402373	7-Nov-00	7-Nov-10
TOOTSIE TREATS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20014US00	Charms Marketing Co.	72/270977	6-May-67	0849537	21-May-68	21-May-08
TT	BLOCK	U.S.A.	Allowed	T0033.20529US00	Charms Marketing Co.	78/707192	6-Sep-05			
TUTSI	BLOCK	U.S.A.	Registered	T0033.20004US00	Charms Marketing Co.	72/292516	5-Mar-68	0866520	11-Mar-69	11-Mar-09
TUTSI BOTA	BLOCK	U.S.A.	Pending	T0033.20528US00	Charms Marketing Co.	78/707188	6-Sep-05			
ANDES	BLOCK	U.S.A.	Registered	C0842.20485US00	Charms Marketing Co.	72/196092	22-Jun-64	0810495	28-Jun-66	28-Jun-06
ANDES	BLOCK	U.S.A.	Registered	C0842.20512US00	Charms Marketing Co.	78/269091	1-Jul-03	2858058	29-Jun-04	29-Jun-14
ANDES AND MOUNTAIN DESIGN 	Design plus character(s)	U.S.A.	Registered	C0842.20492US00	Charms Marketing Co.	73/423055	25-Apr-83	1341203	11-Jun-85	11-Jun-15
ANDES BAR 	Miscellaneous Design	U.S.A.	Registered	C0842.20506US00	Charms Marketing Co.	76/262004	24-May-01	2638806	22-Oct-02	22-Oct-12
ANDES CREME DE MENTHE INDULGENCE	BLOCK	U.S.A.	Registered	C0842.20178US00	Charms Marketing Co.	78/262341	13-Jun-03	2871673	10-Aug-04	10-Aug-14
ANDES PACKAGING 	Miscellaneous Design	U.S.A.	Registered	C0842.20507US00	Charms Marketing Co.	78/191719	5-Dec-02	2939606	12-Apr-05	12-Apr-15
BLACK CHERRY DESIGN 	Design plus character(s)	U.S.A.	Registered	C0842.20140US00	Charms Marketing Co.	74/525642	17-May-94	1925684	10-Oct-95	10-Oct-15
BLACK ICE	BLOCK	U.S.A.	Registered	C0842.20172US00	Charms Marketing Co.	76/308752	4-Sep-01	2670186	31-Dec-02	31-Dec-12

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Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
BLOW POP	BLOCK	U.S.A.	Registered	C0842.20001US00	Charms Marketing Co.	73/481004	19-May-84	1317216	29-Jan-85	29-Jan-15
BLOW POP	BLOCK	U.S.A.	Registered	C0842.20128US00	Charms Marketing Co.	74/268868	24-Apr-92	1798781	12-Oct-93	12-Oct-13
BLOW POP SWIRLZ	BLOCK	U.S.A.	Registered	C0842.20510US00	Charms Marketing Co.	78/259335	6-Jun-03	2901641	9-Nov-04	9-Nov-14
BLUE RAZZ	BLOCK	U.S.A.	Registered	C0842.20134US00	Charms Marketing Co.	74/299559	30-Jul-92	1786920	10-Aug-93	10-Aug-13
BLUE RAZZ 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20135US00	Charms Marketing Co.	74/339942	14-Dec-92	1953920	6-Feb-96	6-Feb-16
BUBBLE CANDY CANDY'N GUM 	Design plus character(s)	U.S.A.	Registered	C0842.20002US00	Charms Marketing Co.	72/253952	7-Sep-66	843887	6-Feb-68	6-Feb-08
CHARLESTON CHEW	BLOCK	U.S.A.	Registered	C0842.20152US00	Charms Marketing Co.	72/393997	7-Jun-71	928401	1-Feb-72	1-Feb-12
CHARLESTON CHEW 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20153US00	Charms Marketing Co.	72/017750	18-Oct-56	0771180	9-Jun-64	9-Jun-14
CHARMS	BLOCK	U.S.A.	Registered	C0842.20504US00	Charms Marketing Co.	76/191747	9-Jan-01	2611976	27-Aug-02	27-Aug-12
CHARMS 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20004US00	Charms Marketing Co.	73/450660	6-Jun-50	552241	18-Dec-51	18-Dec-11
CHARMS 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20000US00	Charms Marketing Co.	71/119469	11-Jun-19	130669	4-May-20	4-May-10
EXTREME	BLOCK	U.S.A.	Registered	C0842.20509US00	Charms Marketing Co.	78/221374	4-Mar-03	3000625	27-Sep-05	27-Sep-15
EXTREME LEMONADE	BLOCK	U.S.A.	Registered	C0842.20145US00	Charms Marketing Co.	75/288338	8-May-97	2208264	8-Dec-98	8-Dec-08

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Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
FAMILY FUN	BLOCK	U.S.A.	Registered	C0842.20139US00	Charms Marketing Co.	74/478333	11-Jan-94	1944583	26-Dec-95	26-Dec-15
FLAME-LIKE DESIGN ON BLOW POP WRAPPER 	Miscellaneous Design	U.S.A.	Registered	C0842.20131US00	Charms Marketing Co.	74/338249	8-Dec-92	1833960	3-May-94	3-May-14
FLUFFY STUFF	BLOCK	U.S.A.	Registered	C0842.20163US00	Charms Marketing Co.	74/350170	21-Jan-93	1860481	25-Oct-94	25-Oct-14
FLUFFY STUFF CHARACTER I (FEMALE) 	Miscellaneous Design	U.S.A.	Registered	C0842.20164US00	Charms Marketing Co.	75/503117	16-Jun-98	2229127	2-Mar-99	2-Mar-09
FLUFFY STUFF CHARACTER II (SUNGLASSES) 	Miscellaneous Design	U.S.A.	Registered	C0842.20166US00	Charms Marketing Co.	75/503415	16-Jun-98	2229129	2-Mar-99	2-Mar-09
FLUFFY STUFF COTTON CANDY POPS	BLOCK	U.S.A.	Registered	C0842.20177US00	Charms Marketing Co.	78/250017	15-May-03	2869460	3-Aug-04	3-Aug-14
HALF SWEET HALF SOUR BLOW POP 	Design plus character(s)	U.S.A.	Registered	C0842.20013US00	Charms Marketing Co.	73/828671	2-Oct-89	1637712	12-Mar-91	12-Mar-11
JUNIOR <b>JUNIOR</b>	Word Mark (Stylized)	U.S.A.	Registered	C0842.20150US00	Charms Marketing Co.	70/035662	3-Nov-1900	0035662	25-Dec- 1900	25-Dec-10
MOUTH FACTORY	BLOCK	U.S.A.	Registered	C0842.20173US00	Charms Marketing Co.	76/300781	15-Aug-01	2948604	10-May-05	10-May-15
POM POMS <b>Pom Poms</b>	Word Mark (Stylized)	U.S.A.	Registered	C0842.20149US00	Charms Marketing Co.	71/568767	13-Nov-48	0522380	14-Mar-50	14-Mar-10

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Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
POPS GALORE	BLOCK	U.S.A.	Registered	C0842.20011US00	Charms Marketing Co.	73/719403	21-Mar-88	1532240	28-Mar-89	28-Mar-09
SCREW-UPS	BLOCK	U.S.A.	Pending	C0842.20174US01	Charms Marketing Co.	78/912283	20-Jun-06			
SPIDER WEB	BLOCK	U.S.A.	Registered	C0842.20168US00	Charms Marketing Co.	76/096198	25-Jul-00	2664052	17-Dec-02	17-Dec-12
SUGAR BABIES	BLOCK	U.S.A.	Registered	C0842.20148US00	Charms Marketing Co.	72/039561	25-Oct-57	0670698	2-Dec-58	2-Dec-08
SUGAR DADDY	BLOCK	U.S.A.	Registered	C0842.20147US00	Charms Marketing Co.	75/291413	13-May-97	2147822	31-Mar-98	31-Mar-08
SUGAR DADDY 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20151US00	Charms Marketing Co.	71/565391	17-Sep-48	544252	26-Jun-51	26-Jun-11
SUPER BLOW POP	BLOCK	U.S.A.	Registered	C0842.20154US00	Charms Marketing Co.	75/296535	22-May-97	2202653	10-Nov-98	10-Nov-08
WAY 2 SOUR	BLOCK	U.S.A.	Registered	C0842.20484US00	Charms Marketing Co.	75/550587	8-Sep-98	2433949	6-Mar-01	6-Mar-11
WHAT A MELON	BLOCK	U.S.A.	Registered	C0842.20143US00	Charms Marketing Co.	74/634616	15-Feb-95	1953111	30-Jan-96	30-Jan-16
WHAT A MELON	BLOCK	U.S.A.	Pending	C0842.20143US01	Charms Marketing Co.	78/903671	8-Jun-06			

RECORDED: 12/22/2010

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