

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Concord Brands ULC		01/01/2010	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Tootsie Roll of Canada ULC
Street Address:	2900-10180 101 STREET
City:	EDMONTON ALBERTA
State/Country:	CANADA
Postal Code:	TVJ 3V
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 63

Property Type	Number	Word Mark
Registration Number:	1658380	DUBBLE BUBBLE
Registration Number:	2505036	ORIGINAL DUBBLE BUBBLE
Registration Number:	1947125	TONGUE SPLASHERS
Registration Number:	2095007	RAZZLES
Registration Number:	1763086	CRY BABY
Registration Number:	1740048	CRY BABY TEARS
Registration Number:	1740049	CRY BABY TEARS
Registration Number:	1727904	CONCORD
Registration Number:	2965618	NIK-L-NIP
Registration Number:	2056203	RASCALS
Registration Number:	1718447	TEAR JERKERS
Registration Number:	3045941	PUMPKIN SEEDLINGS
Registration Number:	2347915	AMERICA'S FAVORITE SOUR GUM
Registration Number:	1774351	BALL-DOZERS

OP \$1590.00 1658380

Registration Number:	0818812	BIG CHOICE
Registration Number:	1202237	BLEEP-BLIP'S
Registration Number:	2153179	BLOX
Registration Number:	2984842	BLOX
Registration Number:	0833025	BUBBLE GUM FUN
Registration Number:	0748252	BUBBLE POPS
Registration Number:	1004339	CHEWOLA
Registration Number:	2638407	COTTON CANDY
Registration Number:	2519792	CRY BABY
Registration Number:	1297920	DOGGIE MAN
Registration Number:	1719566	EGG HUNT FUN
Registration Number:	0633280	EL BUBBLE
Registration Number:	1593261	FRESH MOUTH
Registration Number:	0832622	FUN WITH GUM
Registration Number:	1868952	FUN ZONE
Registration Number:	1603944	KID GUMBALL
Registration Number:	3050087	MEGA-MOUTH
Registration Number:	1807806	OFFICE PLEASURES
Registration Number:	0629667	PINK OWL
Registration Number:	1946825	PUD
Registration Number:	1948105	PUD
Registration Number:	1483732	PUMPKIN FACE
Registration Number:	2096040	SEEDLINGS
Registration Number:	0629668	SWELL
Registration Number:	0835182	SWELL BRAND
Registration Number:	0961030	SUPERSTAR
Registration Number:	3788984	WACK-O-WAX
Registration Number:	2658232	TWINKLERS
Registration Number:	1849519	OH BABY
Registration Number:	0820866	RAZZLES
Registration Number:	3170720	BONZ
Registration Number:	3505147	PUCKER UPS
Registration Number:	3120419	DUBBLES
Registration Number:	3506972	AMERICA'S ORIGINAL DUBBLE BUBBLE
Registration Number:	3510511	AMERICA'S ORIGINAL DUBBLE BUBBLE

TRADEMARK

REEL: 004737 FRAME: 0575

	3383917	
Registration Number:	3578403	WAX LIPS
Registration Number:	3578409	WAX BOTTLES
Registration Number:	3578404	WAX FANGS
Registration Number:	3477644	RAZZLES DAZZLES
Registration Number:	3797331	GOLD ROCKS
Registration Number:	3505190	PAINTERZ
Registration Number:	3926007	MR. STACHE
Registration Number:	3768417	CRY BABY GUTS
Registration Number:	3714216	HOMERUN
Registration Number:	3650447	COUNT BLACULA
Serial Number:	85375996	
Serial Number:	85476487	MAD SCIENTIST
Serial Number:	85478697	CHEW LIKE THE PROS

**CORRESPONDENCE DATA**

Fax Number: (617)646-8646  
Phone: 617-646-8000  
Email: drwtrademarks@wolfgreenfield.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: Douglas R. Wolf  
Address Line 1: 600 Atlantic Ave.  
Address Line 2: Wolf Greenfield & Sacks, P.C.  
Address Line 4: Boston, MASSACHUSETTS 02210

ATTORNEY DOCKET NUMBER: C1185.40000CA00

**DOMESTIC REPRESENTATIVE**

Name: Douglas R. Wolf  
Address Line 1: 600 Atlantic Avenue  
Address Line 2: Wolf Greenfield & Sacks, P.C.  
Address Line 4: Boston, MASSACHUSETTS 02210

NAME OF SUBMITTER: Douglas R. Wolf

Signature: /drw/

Date: 03/16/2012

Total Attachments: 9  
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**TRADEMARK**  
**REEL: 004737 FRAME: 0576**

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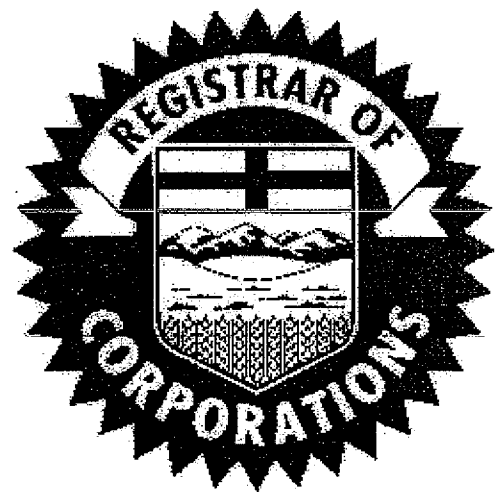
**CORPORATE ACCESS NUMBER: 2015085745**

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**TOOTSIE ROLL OF CANADA ULC  
IS THE RESULT OF AN AMALGAMATION FILED ON 2010/01/01.**



**Articles of Amalgamation  
For  
TOOTSIE ROLL OF CANADA ULC**

**Share Structure:** THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED  
NUMBER OF COMMON SHARES

**Share Transfers  
Restrictions:** SEE SCHEDULE ATTACHED

**Number of Directors:**

**Min Number of  
Directors:** 1

**Max Number of  
Directors:** 9

**Business Restricted To:** NONE

**Business Restricted  
From:** NONE

**Other Provisions:** SEE SCHEDULE ATTACHED

**Registration Authorized By: DANA M. BISSOONDATT  
SOLICITOR**

# Amalgamate Alberta Corporation - Registration Statement

**Alberta Registration Date: 2010/01/01**

**Corporate Access Number: 2015085745**

**Service Request Number:** 14075717  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** TOOTSIE ROLL OF CANADA ULC  
**French Equivalent Name:** TOOTSIE ROLL DU CANADA ULC  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## REGISTERED ADDRESS

**Street:** 2900, 10180 - 101 STREET  
**Legal Description:**  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5J 3V5

## RECORDS ADDRESS

**Street:** 2900, 10180 - 101 STREET  
**Legal Description:**  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5J 3V5

## ADDRESS FOR SERVICE BY MAIL

**Post Office Box:**  
**City:**  
**Province:**  
**Postal Code:**  
**Internet Mail ID:**

**Share Structure:** THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON SHARES

**Share Transfers Restrictions:** SEE SCHEDULE ATTACHED

**Number of Directors:**

**Min Number Of Directors:** 1  
**Max Number Of Directors:** 9  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE SCHEDULE ATTACHED

**Professional Endorsement  
Provided:**

**Future Dating Required:**

**Registration Date:** 2010/01/01

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**Director**

**Last Name:** GORDON  
**First Name:** ELLEN  
**Middle Name:** R.  
**Street/Box Number:** 7401 SOUTH CICERO AVENUE  
**City:** CHICAGO  
**Province:** ILLINOIS  
**Postal Code:** 60629  
**Country:**  
**Resident Canadian:**  
**Named On Stat Dec:**

**Last Name:** ANDERSON  
**First Name:** KEVIN  
**Middle Name:**  
**Street/Box Number:** 345 COURTLAND AVENUE  
**City:** CONCORD  
**Province:** ONTARIO  
**Postal Code:** L4K 5A6  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:** Y

**Last Name:** BOWEN  
**First Name:** BARRY  
**Middle Name:** P.  
**Street/Box Number:** 7401 SOUTH CICERO AVENUE  
**City:** CHICAGO  
**Province:** ILLINOIS



Postal Code: 60629  
 Country:  
 Resident Canadian:  
 Named On Stat Dec:

Last Name: EMBER, JR.  
 First Name: G.  
 Middle Name: HOWARD  
 Street/Box Number: 7401 SOUTH CICERO AVENUE  
 City: CHICAGO  
 Province: ILLINOIS  
 Postal Code: 60629  
 Country:  
 Resident Canadian:  
 Named On Stat Dec:

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#### Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2011423460	CONCORD BRANDS ULC
2012897431	TOOTSIE ROLL OF CANADA ULC

#### Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000107104097012	2010/01/01
Restrictions on Share Transfers	ELECTRONIC	2010/01/01
Other Rules or Provisions	ELECTRONIC	2010/01/01

Registration Authorized By: DANA M. BISSOONDATT  
 SOLICITOR

SHARE TRANSFER RESTRICTIONS

So long as the Corporation is a private issuer as defined in securities law, no securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of the directors, expressed by a resolution.

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## OTHER PROVISIONS

## 1. Unlimited Liability

The liability of each of the shareholders of the unlimited liability corporation for any liability, act or default of the unlimited liability corporation is unlimited in extent and joint and several in nature.

For greater certainty, the unlimited liability corporation referred to in the preceding paragraph is the unlimited liability corporation to whose articles this document is attached and is referred to elsewhere in these articles (including the attachments) as the "Corporation".

## 2. Lien On Shares

The Corporation shall have a first and paramount lien on a share registered in the name of a shareholder or his legal representative, whether registered solely or jointly with any other person, for a debt of that shareholder to the Corporation, including an amount unpaid in respect of a share issued by the Corporation on the date it was incorporated under the Business Corporations Act (Alberta), whether the period for payment, fulfilment or discharge of that debt shall have actually arrived or not. The lien shall extend to all dividends and distributions of capital declared or otherwise payable on such shares.

## 3. Appointment of Directors

The directors of the Corporation may, between annual general meetings, appoint one (1) or more additional directors of the Corporation to serve until the next annual general meeting, provided that the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

## 4. Borrowing

The directors of the Corporation may, on behalf of the Corporation,

- (a) borrow money on the credit of the Corporation,
- (b) issue, reissue, sell or pledge debt obligations of the Corporation,
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and

- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

5. Meetings of Shareholders

Meetings of shareholders of the Corporation may be held inside or outside the Province of Alberta.

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**CORPORATE ACCESS NUMBER: 2015085745**

# Alberta

**BUSINESS CORPORATIONS ACT**

## **CERTIFICATE**

**TOOTSIE ROLL OF CANADA ULC  
ADOPTED TOOTSIE ROLL DU CANADA ULC AS AN ADDITIONAL NAME ON  
2010/01/01.**

