

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM332504

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the State of Organization from Illinois to Delaware previously recorded on Reel 003470 Frame 0883. Assignor(s) hereby confirms the Assigns The Entire Interest and the Goodwill.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tootsie Roll Industries, Inc.		01/19/2007	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Tootsie Roll Industries, LLC
Street Address:	7401 South Cicero Avenue
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60629
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 93

Property Type	Number	Word Mark
Registration Number:	2569629	
Registration Number:	3126485	BUNCH POPS
Registration Number:	2569635	
Registration Number:	2463119	
Registration Number:	2339841	CARAMEL APPLE POPS
Registration Number:	2131633	CARAMEL APPLE POPS
Registration Number:	1468553	CHILD'S PLAY
Registration Number:	1963079	CHILD'S PLAYTIME CANDY
Registration Number:	1065901	CROWS
Registration Number:	1098933	DOTS
Registration Number:	1002967	FLAVOR ROLLS
Registration Number:	2321763	MIDGEE
Serial Number:	78759975	MOVIETIME MINI BOXES
Registration Number:	1469254	
Registration Number:	1490388	
Serial Number:	78750398	
Registration Number:	1531069	
Registration Number:	1532233	

OP \$2340.00 2569629

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1516573	
Registration Number:	1529906	POPS
Registration Number:	1449095	POPS
Registration Number:	1725793	TENDER TOOTSIES
Registration Number:	1080381	TOOTSIE
Registration Number:	2536259	TOOTSIE
Registration Number:	1434879	TOOTSIE
Registration Number:	0075218	TOOTSIE
Registration Number:	1342996	TOOTSIE
Registration Number:	1551157	TOOTSIE BUNCH POPS
Registration Number:	1324905	TOOTSIE
Registration Number:	0292927	TOOTSIE POPS
Registration Number:	1369332	TOOTSIE ROLL
Registration Number:	1988251	TOOTSIE ROLL
Registration Number:	0963446	TOOTSIE ROLL
Registration Number:	1302714	TOOTSIE ROLL
Registration Number:	0623182	TOOTSIE ROLL
Registration Number:	0949937	TOOTSIE ROLL MIDGEE
Registration Number:	1850472	
Registration Number:	1459412	
Registration Number:	1482554	TOOTSIE ROLL POP
Registration Number:	1635634	TOOTSIE ROLL POPS
Registration Number:	1219331	TOOTSIE ROLL SUPER POP
Registration Number:	1468554	TOOTSIE ROLL
Registration Number:	0949931	TOOTSIE ROLLS
Registration Number:	2402373	TOOTSIE TARTS
Registration Number:	0849537	TOOTSIE TREATS
Serial Number:	78707192	TT
Registration Number:	0866520	TUTSI
Serial Number:	78707188	TUTSI BOTA
Registration Number:	0810495	ANDES
Registration Number:	2858058	ANDES
Registration Number:	1341203	ANDES
Registration Number:	2638806	
Registration Number:	2871673	ANDES CREME DE MENTHE INDULGENCE
Registration Number:	2939606	
Registration Number:	1925684	BLACK CHERRY
Registration Number:	2670186	BLACK ICE

Property Type	Number	Word Mark
Registration Number:	1317216	BLOW POP
Registration Number:	1798781	BLOW POP
Registration Number:	1786920	BLUE RAZZ
Registration Number:	1953920	BLUE RAZZ
Registration Number:	0928401	CHARLESTON CHEW
Registration Number:	0771180	CHARLESTON CHEW
Registration Number:	2611976	CHARMS
Registration Number:	0552241	CHARMS
Registration Number:	0130669	CHARMS
Registration Number:	3000625	EXTREME
Registration Number:	2208264	EXTREME LEMONADE
Registration Number:	1833960	
Registration Number:	1860481	FLUFFY STUFF
Registration Number:	2229127	
Registration Number:	2229129	
Registration Number:	2869460	FLUFFY STUFF COTTON CANDY POPS
Registration Number:	0035662	JUNIOR
Registration Number:	1532240	POPS GALORE
Registration Number:	2664052	SPIDER WEB
Registration Number:	0670698	SUGAR BABIES
Registration Number:	2147822	SUGAR DADDY
Registration Number:	0544252	SUGAR DADDY
Registration Number:	2202653	SUPER BLOW POP
Registration Number:	2433949	WAY 2 SOUR
Registration Number:	1953111	WHAT A MELON
Registration Number:	2945985	CHARMS BLOW POP
Serial Number:	78384574	FLAVOR ZONE
Registration Number:	2884327	JUNIOR MINTS
Registration Number:	2945984	JUNIOR MINTS
Serial Number:	78747400	KIDZ PIK
Registration Number:	2970076	SUGAR DADDY
Serial Number:	78707142	SUGAR MAMA
Serial Number:	78304766	TOOTSIE FRUIT ROLLS
Registration Number:	3026576	TOOTSIE ROLL POP
Registration Number:	0952200	CELLA'S
Registration Number:	0534558	CELLA'S
Registration Number:	1848676	

CORRESPONDENCE DATA**Fax Number:** 6176468646

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 617-646-8000**Email:** drwtrademarks@wolfgreenfield.com**Correspondent Name:** Douglas R. Wolf**Address Line 1:** 600 Atlantic Avenue**Address Line 2:** Wolf Greenfield & Sacks, P.C.**Address Line 4:** Boston, MASSACHUSETTS 02210**ATTORNEY DOCKET NUMBER:** T0033.40000US00**NAME OF SUBMITTER:** Douglas R. Wolf**SIGNATURE:** /drw/**DATE SIGNED:** 02/18/2015**Total Attachments: 19**

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TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tootsie Roll Industries, Inc.		01/19/2007	CORPORATION: VIRGINIA

RECEIVING PARTY DATA	
Name:	Tootsie Roll Industries, LLC
Street Address:	7401 South Cicero Avenue
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60629
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS

PROPERTY NUMBERS Total: 116

Property Type	Number	Word Mark
Serial Number:	76156486	
Serial Number:	78694654	BUNCH POPS
Serial Number:	76157598	
Serial Number:	75483957	
Serial Number:	75480500	CARAMEL APPLE POPS
Serial Number:	74735134	CARAMEL APPLE POPS
Serial Number:	73656111	CHILD'S PLAY
Serial Number:	74633991	CHILD'S PLAYTIME CANDY
Serial Number:	73102210	CROWS
Serial Number:	73137827	DOTS
Serial Number:	73004260	FLAVOR ROLLS
Serial Number:	76192209	HOT CHOCOLATE POPS
Serial Number:	75565044	
Serial Number:	73102209	MASON

CH \$2915.00 76156486

Serial Number:	75666987	MIDGEE
Serial Number:	78759975	MOVIETIME MINI BOXES
Serial Number:	73611415	
Serial Number:	73610547	
Serial Number:	78750398	
Serial Number:	73687845	
Serial Number:	73696768	
Serial Number:	73687928	
Serial Number:	73717267	POPS
Serial Number:	73614175	POPS
Serial Number:	78621076	ROLLERS
Serial Number:	74086061	TENDER TOOTSIES
Serial Number:	73121953	TOOTSIE
Serial Number:	76201627	TOOTSIE
Serial Number:	73614176	TOOTSIE
Serial Number:	73598026	TOOTSIE
Serial Number:	71042103	TOOTSIE
Serial Number:	73432647	TOOTSIE
Serial Number:	73715865	TOOTSIE BUNCH POPS
Serial Number:	73360025	TOOTSIE FROOTIES
Serial Number:	78653156	TOOTSIE FUN FORMER
Serial Number:	73492054	TOOTSIE
Serial Number:	71321698	TOOTSIE POPS
Serial Number:	73493055	TOOTSIE ROLL
Serial Number:	73616015	TOOTSIE ROLL
Serial Number:	74661278	TOOTSIE ROLL
Serial Number:	72431465	TOOTSIE ROLL
Serial Number:	73410574	TOOTSIE ROLL
Serial Number:	71673487	TOOTSIE ROLL
Serial Number:	72405422	TOOTSIE ROLL MIDGEE
Serial Number:	74444183	
Serial Number:	73578687	
Serial Number:	73614011	TOOTSIE ROLL POPS
Serial Number:	74044922	TOOTSIE ROLL POPS
Serial Number:	73254108	TOOTSIE ROLL SUPER POP

Serial Number:	73656212	TOOTSIE ROLL
Serial Number:	72404895	TOOTSIE ROLLS
Serial Number:	75376796	TOOTSIE TARTS
Serial Number:	72270977	TOOTSIE TREATS
Serial Number:	78707192	TT
Serial Number:	72292516	TUTSI
Serial Number:	78707188	TUTSI BOTA
Serial Number:	72196092	ANDES
Serial Number:	78269091	ANDES
Serial Number:	73423055	ANDES
Serial Number:	76262004	
Serial Number:	78262341	ANDES CREME DE MENTHE INDULGENCE
Serial Number:	78191719	
Serial Number:	74525642	BLACK CHERRY
Serial Number:	76308752	BLACK ICE
Serial Number:	73481004	BLOW POP
Serial Number:	74268868	BLOW POP
Serial Number:	78259335	BLOW POP SWIRLZ
Serial Number:	74299559	BLUE RAZZ
Serial Number:	74339942	BLUE RAZZ
Serial Number:	72253952	BUBBLE CANDY CANDY'N GUM
Serial Number:	72393997	CHARLESTON CHEW
Serial Number:	72017750	CHARLESTON CHEW
Serial Number:	76191747	CHARMS
Serial Number:	73450660	CHARMALADES
Serial Number:	71119469	CHARMS
Serial Number:	78221374	EXTREME
Serial Number:	75288338	EXTREME LEMONADE
Serial Number:	74478333	FAMILY FUN
Serial Number:	74338249	
Serial Number:	74350170	FLUFFY STUFF
Serial Number:	75503117	
Serial Number:	75503415	
Serial Number:	78250017	FLUFFY STUFF COTTON CANDY POPS
Serial Number:	73828671	HALF SWEET HALF SOUR BLOW POP

Serial Number:	70035662	JUNIOR
Serial Number:	76300781	MOUTH FACTORY
Serial Number:	71568767	POM POMS
Serial Number:	73719403	POPS GALORE
Serial Number:	78912283	SCREW-UPS
Serial Number:	76096198	SPIDER WEB
Serial Number:	72039561	SUGAR BABIES
Serial Number:	75291413	SUGAR DADDY
Serial Number:	71565391	SUGAR DADDY
Serial Number:	75296535	SUPER BLOW POP
Serial Number:	75550587	WAY 2 SOUR
Serial Number:	74634616	WHAT A MELON
Serial Number:	78903671	WHAT A MELON
Serial Number:	78327526	CHARMS BLOW POP
Serial Number:	78327530	DOTS
Serial Number:	78274302	FLAVOR EXPLOSION
Serial Number:	78384574	FLAVOR ZONE
Serial Number:	78287993	JUNIOR MINTS
Serial Number:	78327498	JUNIOR MINTS
Serial Number:	78747400	KIDZ PIK
Serial Number:	78702445	PARADE COTTON CANDY
Serial Number:	78327521	SUGAR DADDY
Serial Number:	78707142	SUGAR MAMA
Serial Number:	78304766	TOOTSIE FRUIT ROLLS
Serial Number:	78483431	TOOTSIE POPS TROPICAL SPINNERS
Serial Number:	78329840	TOOTSIE ROLL POP
Serial Number:	78534522	TOOTSIE SCROLLS
Serial Number:	78301521	ZIP-A-DEE DOO-DA POPS
Serial Number:	72384667	CELLA'S
Serial Number:	71546460	CELLA'S
Serial Number:	73172945	CELLA'S 100% LIQUID CENTERS
Serial Number:	74400113	

CORRESPONDENCE DATA

Fax Number: (617)646-8646

TRADEMARK
REEL: 005461 FRAME: 0890

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-646-8000
Email: drwtrademarks@wolfgreenfield.com
Correspondent Name: Douglas R. Wolf
Address Line 1: 600
Address Line 4: Boston, MASSACHUSETTS 02210-2206

ATTORNEY DOCKET NUMBER:	T0033.40212US00
NAME OF SUBMITTER:	Douglas R. Wolf
Signature:	/drw/
Date:	01/30/2007

Total Attachments: 11

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CONFIRMATORY ASSIGNMENT

WHEREAS, Tootsie Roll Industries, Inc., a corporation of Virginia, 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 K of trademark applications and registrations and rights at common law and otherwise ("Marks").

Delaware

1/18/07

WHEREAS, Tootsie Roll Industries, LLC, a limited liability company of ~~Illinois~~, 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, Tootsie Roll Industries, Inc. assigned on January 5, 2006 to Tootsie Roll Industries, LLC all its rights, title and interest in and to the Marks together therewith the business associated with and the goodwill of the business symbolized by the Marks, including all rights to sue and recover for past infringement of the Marks.



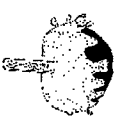

Tootsie Roll Industries, Inc.

1-19-07
Date

By: [Signature]
Name: BARRY BOWEN
Title: TREASURER


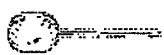



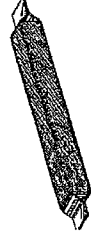
SCHEDULE K

Trademark Applications and Registrations in the name of TOOTSIE ROLL INDUSTRIES, INC.

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	Tootsie Roll Industries, Inc.	76/156486	30-Oct-00	2569629	14-May-02	14-May-12
BUNCH POPS	BLOCK	U.S.A.	Registered	T0033.20527US00	Tootsie Roll Industries, Inc.	78/694654	17-Aug-05	3126485	8-Aug-06	8-Aug-16
BUNCH POPS 	Miscellaneous Design	U.S.A.	Registered	T0033.20504US00	Tootsie Roll Industries, Inc.	76/157598	1-Nov-00	2569635	14-May-02	14-May-12
CARAMEL APPLE 	Miscellaneous Design	U.S.A.	Registered	T0033.20479US00	Tootsie Roll Industries, Inc.	75/483957	12-May-98	2463119	26-Jun-01	26-Jun-11
CARAMEL APPLE POPS	BLOCK	U.S.A.	Registered	T0033.20478US00	Tootsie Roll Industries, Inc.	75/480500	6-May-98	2339841	11-Apr-00	11-Apr-10
CARAMEL APPLE POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20465US00	Tootsie Roll Industries, Inc.	74/735134	28-Sep-95	2131633	27-Jan-98	27-Jan-08
CHILD'S PLAY	BLOCK	U.S.A.	Registered	T0033.20359US00	Tootsie Roll Industries, Inc.	73/656111	20-Apr-87	1468553	8-Dec-87	8-Dec-07
CHILD'S PLAYTIME CANDY	BLOCK	U.S.A.	Registered	T0033.20460US00	Tootsie Roll Industries, Inc.	74/633991	14-Feb-95	1963079	19-Mar-96	19-Mar-16
CROWS	BLOCK	U.S.A.	Registered	T0033.20241US00	Tootsie Roll Industries, Inc.	73/102210	5-Oct-76	1065901	17-May-77	17-May-07
DOTS	BLOCK	U.S.A.	Registered	T0033.20245US00	Tootsie Roll Industries, Inc.	73/137827	17-Aug-77	1098933	8-Aug-78	8-Aug-08

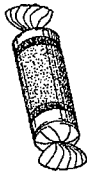





TRADEMARK

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Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
FLAVOR ROLLS	BLOCK	U.S.A.	Registered	T0033.20229US00	Tootsie Roll Industries, Inc.	73/004260	23-Oct-73	1002967	28-Jan-75	28-Jan-15
HOT CHOCOLATE POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20508US00	Tootsie Roll Industries, Inc.	76/192209	10-Jan-01	2648360	12-Nov-02	12-Nov-12
LARGE TOOTSIE POP SHAPE 	Miscellaneous Design	U.S.A.	Registered	T0033.20483US00	Tootsie Roll Industries, Inc.	75/565044	6-Oct-98	2380015	22-Aug-00	22-Aug-10
MASON	BLOCK	U.S.A.	Registered	T0033.20239US00	Tootsie Roll Industries, Inc.	73/102209	5-Oct-76	1092907	6-Jun-78	6-Jun-08
MIDGEE	BLOCK	U.S.A.	Registered	T0033.20488US00	Tootsie Roll Industries, Inc.	75/666987	24-Mar-99	2321763	22-Feb-00	22-Feb-10
MOVIE TIME MINI BOXES	BLOCK	U.S.A.	Published	T0033.20530US00	Tootsie Roll Industries, Inc.	78/759975	23-Nov-05			
ORANGE AND BROWN COLOR COMBINATION 	Miscellaneous Design	U.S.A.	Registered	T0033.20349US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	73/610547	21-Jul-86	1490388	31-May-88	31-May-08
OWL LOGO 	Miscellaneous Design	U.S.A.	Published	T0033.20296US01	Tootsie Roll Industries, Inc.	78/750398	9-Nov-05			
PACKAGE WITH PINCHED ENDS 	Miscellaneous Design	U.S.A.	Registered	T0033.20357US00	Tootsie Roll Industries, Inc.	73/687845	5-Oct-87	1531069	21-Mar-89	21-Mar-09


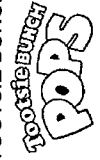


TRADEMARK

REEL: 005461 FRAME: 0894

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	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	73/687928	5-Oct-87	1516573	13-Dec-88	13-Dec-08
POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20293US00	Tootsie Roll Industries, Inc.	73/717267	14-Mar-88	1529906	14-Mar-89	14-Mar-09
POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20321US00	Tootsie Roll Industries, Inc.	73/614175	11-Aug-86	1449095	21-Jul-87	21-Jul-07
ROLLERS	BLOCK	U.S.A.	Allowed	T0033.20463US01	Tootsie Roll Industries, Inc.	78/621076	2-May-05			
TENDER TOOTSIES	BLOCK	U.S.A.	Registered	T0033.20427US00	Tootsie Roll Industries, Inc.	74/086061	8-Aug-90	1725793	20-Oct-92	20-Oct-12
TOOTSIE	BLOCK	U.S.A.	Registered	T0033.20243US00	Tootsie Roll Industries, Inc.	73/121953	7-Apr-77	1080381	27-Dec-77	27-Dec-07
TOOTSIE	BLOCK	U.S.A.	Registered	T0033.20510US00	Tootsie Roll Industries, Inc.	76/201627	30-Jan-01	2536259	5-Feb-02	5-Feb-12
TOOTSIE	BLOCK	U.S.A.	Registered	T0033.20317US00	Tootsie Roll Industries, Inc.	73/614176	11-Aug-86	1544686	20-Jun-89	20-Jun-09
TOOTSIE 	Design plus character(s)	U.S.A.	Registered	T0033.20324US00	Tootsie Roll Industries, Inc.	73/598026	12-May-86	1434879	31-Mar-87	31-Mar-17
TOOTSIE 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20392US00	Tootsie Roll Industries, Inc.	71/042103	28-Apr-09	0075218	14-Sep-09	14-Sep-09



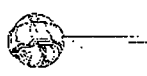


TRADEMARK

REEL: 005461 FRAME: 0895

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	Tootsie Roll Industries, Inc.	73/432647	30-Jun-83	1342996	18-Jun-85	18-Jun-15
TOOTSIE BUNCH POPS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20370US00	Tootsie Roll Industries, Inc.	73/715865	10-Mar-88	1551157	8-Aug-89	8-Aug-09
TOOTSIE FROOTIES 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20251US00	Tootsie Roll Industries, Inc.	73/360025	16-Apr-82	1255474	25-Oct-83	25-Oct-13
TOOTSIE FUN FORMER	BLOCK	U.S.A.	Pending	T0033.20525US00	Tootsie Roll Industries, Inc.	78/653156	17-Jun-05			
TOOTSIE LOGO LINED FOR COLOR 	Miscellaneous Design	U.S.A.	Registered	T0033.20285US00	Tootsie Roll Industries, Inc.	73/492054	27-Jul-84	1324905	12-Mar-85	12-Mar-15
TOOTSIE POPS	BLOCK	U.S.A.	Registered	T0033.20363US00	Tootsie Roll Industries, Inc.	71/321698	2-Dec-31	292927	29-Mar-32	29-Mar-12
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20286US00	Tootsie Roll Industries, Inc.	73/493055	2-Aug-84	1369332	5-Nov-85	5-Nov-15
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20318US00	Tootsie Roll Industries, Inc.	73/616015	11-Aug-86	1470825	29-Dec-87	29-Dec-07
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20461US00	Tootsie Roll Industries, Inc.	74/661278	14-Apr-95	1988251	23-Jul-96	23-Jul-16
TOOTSIE ROLL	BLOCK	U.S.A.	Registered	T0033.20133US00	Tootsie Roll Industries, Inc.	72/431465	2-Aug-72	963446	10-Jul-73	10-Jul-13






TRADEMARK

REEL: 005461 FRAME: 0896

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	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	71/673487	20-Sep-54	623182	13-Mar-56	13-Mar-16
TOOTSIE ROLL MIDGEE	BLOCK	U.S.A.	Registered	T0033.20029US00	Tootsie Roll Industries, Inc.	72/405422	18-Oct-71	949937	2-Jan-73	2-Jan-13
TOOTSIE ROLL POP CUTAWAY 	Miscellaneous Design	U.S.A.	Registered	T0033.20434US00	Tootsie Roll Industries, Inc.	74/444183	5-Oct-93	1850472	16-Aug-94	16-Aug-14
TOOTSIE ROLL POP DESIGN 	Miscellaneous Design	U.S.A.	Registered	T0033.20329US00	Tootsie Roll Industries, Inc.	73/578687	21-Jan-86	1459412	29-Sep-87	29-Sep-07
TOOTSIE ROLL POPS	BLOCK	U.S.A.	Registered	T0033.20319US00	Tootsie Roll Industries, Inc.	73/614011	11-Aug-86	1482554	29-Mar-88	29-Mar-08
TOOTSIE ROLL POPS	BLOCK	U.S.A.	Registered	T0033.20405US00	Tootsie Roll Industries, Inc.	74/044922	2-Apr-90	1635634	19-Feb-91	19-Feb-11
TOOTSIE ROLL SUPER POP	BLOCK	U.S.A.	Registered	T0033.20061US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	73/656212	20-Apr-87	1468554	8-Dec-87	8-Dec-07
TOOTSIE ROLLS	BLOCK	U.S.A.	Registered	T0033.20028US00	Tootsie Roll Industries, Inc.	72/404895	12-Oct-71	949931	2-Jan-73	2-Jan-13


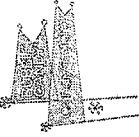


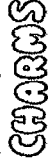




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REEL: 005461 FRAME: 0897

Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
TOOTSIE TARTS	BLOCK	U.S.A.	Registered	T0033.20477US00	Tootsie Roll Industries, Inc.	75/376796	21-Oct-97	2402373	7-Nov-00	7-Nov-10
TOOTSIE TREATS 	Word Mark (Stylized)	U.S.A.	Registered	T0033.20014US00	Tootsie Roll Industries, Inc.	72/270977	6-May-67	0849537	21-May-68	21-May-08
TT	BLOCK	U.S.A.	Allowed	T0033.20529US00	Tootsie Roll Industries, Inc.	78/707192	6-Sep-05			
TUTSI	BLOCK	U.S.A.	Registered	T0033.20004US00	Tootsie Roll Industries, Inc.	72/292516	5-Mar-68	0866520	11-Mar-69	11-Mar-09
TUTSI BOTA	BLOCK	U.S.A.	Pending	T0033.20528US00	Tootsie Roll Industries, Inc.	78/707188	6-Sep-05			
ANDES	BLOCK	U.S.A.	Registered	C0842.20485US00	Tootsie Roll Industries, Inc.	72/196092	22-Jun-64	0810495	28-Jun-66	28-Jun-06
ANDES	BLOCK	U.S.A.	Registered	C0842.20512US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	73/423055	25-Apr-83	1341203	11-Jun-85	11-Jun-15
ANDES BAR 	Miscellaneous Design	U.S.A.	Registered	C0842.20506US00	Tootsie Roll Industries, Inc.	76/262004	24-May-01	2638806	22-Oct-02	22-Oct-12
ANDES CREME DE MENTHE INDULGENCE	BLOCK	U.S.A.	Registered	C0842.20178US00	Tootsie Roll Industries, Inc.	78/262341	13-Jun-03	2871673	10-Aug-04	10-Aug-14
ANDES PACKAGING 	Miscellaneous Design	U.S.A.	Registered	C0842.20507US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	74/525642	17-May-94	1925684	10-Oct-95	10-Oct-15
BLACK ICE	BLOCK	U.S.A.	Registered	C0842.20172US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	73/481004	19-May-84	1317216	29-Jan-85	29-Jan-15
BLOW POP	BLOCK	U.S.A.	Registered	C0842.20128US00	Tootsie Roll Industries, Inc.	74/268868	24-Apr-92	1798781	12-Oct-93	12-Oct-13
BLOW POP SWIRLZ	BLOCK	U.S.A.	Registered	C0842.20510US00	Tootsie Roll Industries, Inc.	78/259335	6-Jun-03	2901641	9-Nov-04	9-Nov-14
BLUE RAZZ	BLOCK	U.S.A.	Registered	C0842.20134US00	Tootsie Roll Industries, Inc.	74/299559	30-Jul-92	1786920	10-Aug-93	10-Aug-13
BLUE RAZZ 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20135US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	72/253952	7-Sep-66	843887	6-Feb-68	6-Feb-08
CHARLESTON CHEW 	BLOCK	U.S.A.	Registered	C0842.20152US00	Tootsie Roll Industries, Inc.	72/393997	7-Jun-71	928401	1-Feb-72	1-Feb-12
CHARLESTON CHEW 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20153US00	Tootsie Roll Industries, Inc.	72/017750	18-Oct-56	0771180	9-Jun-64	9-Jun-14
CHARMS 	BLOCK	U.S.A.	Registered	C0842.20504US00	Tootsie Roll Industries, Inc.	76/191747	9-Jan-01	2611976	27-Aug-02	27-Aug-12
CHARMS 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20004US00	Tootsie Roll Industries, Inc.	73/450660	6-Jun-50	552241	18-Dec-51	18-Dec-11
CHARMS 	Word Mark (Stylized)	U.S.A.	Registered	C0842.20000US00	Tootsie Roll Industries, Inc.	71/119469	11-Jun-19	130669	4-May-20	4-May-10
EXTREME 	BLOCK	U.S.A.	Registered	C0842.20509US00	Tootsie Roll Industries, Inc.	78/221374	4-Mar-03	3000625	27-Sep-05	27-Sep-15
EXTREME LEMONADE 	BLOCK	U.S.A.	Registered	C0842.20145US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	74/338249	8-Dec-92	1833960	3-May-94	3-May-14
FLUFFY STUFF	BLOCK	U.S.A.	Registered	C0842.20163US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	75/503415	16-Jun-98	2229129	2-Mar-99	2-Mar-09
FLUFFY STUFF COTTON CANDY POPS	BLOCK	U.S.A.	Registered	C0842.20177US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	73/828671	2-Oct-89	1637712	12-Mar-91	12-Mar-11
JUNIOR JUNIOR	Word Mark (Stylized)	U.S.A.	Registered	C0842.20150US00	Tootsie Roll Industries, Inc.	70/035662	3-Nov-1900	0035662	25-Dec- 1900	25-Dec-10
MOUTH FACTORY POM POMS Pom Poms	BLOCK	U.S.A.	Registered	C0842.20173US00	Tootsie Roll Industries, Inc.	76/300781	15-Aug-01	2948604	10-May-05	10-May-15
Word Mark (Stylized)	Word Mark (Stylized)	U.S.A.	Registered	C0842.20149US00	Tootsie Roll Industries, Inc.	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	Tootsie Roll Industries, Inc.	73/719403	21-Mar-88	1532240	28-Mar-89	28-Mar-09
SCREW-UPS	BLOCK	U.S.A.	Pending	C0842.20174US01	Tootsie Roll Industries, Inc.	78/912283	20-Jun-06			
SPIDER WEB	BLOCK	U.S.A.	Registered	C0842.20168US00	Tootsie Roll Industries, Inc.	76/096198	25-Jul-00	2664052	17-Dec-02	17-Dec-12
SUGAR BABIES	BLOCK	U.S.A.	Registered	C0842.20148US00	Tootsie Roll Industries, Inc.	72/039561	25-Oct-57	0670698	2-Dec-58	2-Dec-08
SUGAR DADDY	BLOCK	U.S.A.	Registered	C0842.20147US00	Tootsie Roll Industries, Inc.	75/291413	13-May-97	2147822	31-Mar-98	31-Mar-08
SUGAR DADDY	Word Mark (Stylized)	U.S.A.	Registered	C0842.20151US00	Tootsie Roll Industries, Inc.	71/565391	17-Sep-48	544252	26-Jun-51	26-Jun-11
SUGAR DADDY										
SUPER BLOW POP	BLOCK	U.S.A.	Registered	C0842.20154US00	Tootsie Roll Industries, Inc.	75/296535	22-May-97	2202653	10-Nov-98	10-Nov-08
WAY 2 SOUR	BLOCK	U.S.A.	Registered	C0842.20484US00	Tootsie Roll Industries, Inc.	75/550587	8-Sep-98	2433949	6-Mar-01	6-Mar-11
WHAT A MELON	BLOCK	U.S.A.	Registered	C0842.20143US00	Tootsie Roll Industries, Inc.	74/634616	15-Feb-95	1953111	30-Jan-96	30-Jan-16
WHAT A MELON	BLOCK	U.S.A.	Pending	C0842.20143US01	Tootsie Roll Industries, Inc.	78/903671	8-Jun-06			
CHARMS BLOW POP	BLOCK	U.S.A.	Registered	T0531.20002US00	Tootsie Roll Industries, Inc.	78/327526	13-Nov-03	2945985	3-May-05	3-May-15
DOTS	BLOCK	U.S.A.	Pending	T0531.20001US00	Tootsie Roll Industries, Inc.	78/327530	13-Nov-03			
FLAVOR EXPLOSION	BLOCK	U.S.A.	Registered	T0531.20000US00	Tootsie Roll Industries, Inc.	78/274302	15-Jul-03	2962620	14-Jun-05	14-Jun-15
FLAVOR ZONE	BLOCK	U.S.A.	Published	T0532.20007US00	Tootsie Roll Industries, Inc.	78/384574	15-Mar-04			
JUNIOR MINTS	BLOCK	U.S.A.	Registered	T0531.20005US00	Tootsie Roll Industries, Inc.	78/287993	15-Aug-03	2884327	14-Sep-04	14-Sep-14
JUNIOR MINTS	BLOCK	U.S.A.	Registered	T0531.20004US00	Tootsie Roll Industries, Inc.	78/327498	13-Nov-03	2945984	3-May-05	3-May-15
KIDZ PIK	BLOCK	U.S.A.	Published	T0532.20011US00	Tootsie Roll Industries, Inc.	78/747400	4-Nov-05			

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Mark	Mark Style	Country	Status	File no.	Owner/ Applicant	App. No.	App. Date	Reg. No.	Reg. Date	Renewal Due
PARADE COTTON CANDY	BLOCK	U.S.A.	Allowed	T0531.20012US00	Tootsie Roll Industries, Inc.	78/702445	29-Aug-05			
SUGAR DADDY	BLOCK	U.S.A.	Registered	T0531.20003US00	Tootsie Roll Industries, Inc.	78/327521	13-Nov-03	2970076	19-Jul-05	19-Jul-15
SUGAR MAMA	BLOCK	U.S.A.	Pending	T0531.20013US00	Tootsie Roll Industries, Inc.	78/707142	6-Sep-05			
TOOTSIE FRUIT ROLLS	BLOCK	U.S.A.	Pending	T0532.20002US00	Tootsie Roll Industries, Inc.	78/304766	24-Sep-03			
TOOTSIE POPS TROPICAL SPINNERS	BLOCK	U.S.A.	Allowed	T0532.20008US00	Tootsie Roll Industries, Inc.	78/483431	14-Sep-04			
TOOTSIE ROLL POP	BLOCK	U.S.A.	Registered	T0532.20001US00	Tootsie Roll Industries, Inc.	78/329840	19-Nov-03	3026576	13-Dec-05	13-Dec-15
TOOTSIE SCROLLS	BLOCK	U.S.A.	Pending	T0532.20009US00	Tootsie Roll Industries, Inc.	78/534522	17-Dec-04			
ZIP-A-DEE DOO-DA POPS	BLOCK	U.S.A.	Registered	T0531.20006US00	Tootsie Roll Industries, Inc.	78/301521	17-Sep-03	2884373	14-Sep-04	14-Sep-14
CELLA'S	BLOCK	U.S.A.	Registered	C0528.20002US00	Tootsie Roll Industries, Inc.	72/384667	24-Feb-71	952200	30-Jan-73	30-Jan-13
CELLA'S 	Design plus character(s)	U.S.A.	Registered	C0528.20001US00	Tootsie Roll Industries, Inc.	71/546460	8-Jan-48	534558	12-Dec-50	12-Dec-10
CELLA'S 100% LIQUID CENTERS & DRIPPING CHERRY DESIGN 	Design plus character(s)	U.S.A.	Registered	C0528.20003US00	Tootsie Roll Industries, Inc.	73/172945	5-Jun-78	1124550	28-Aug-79	28-Aug-09
DRIPPING CHERRY DESIGN 	Miscellaneous Design	U.S.A.	Registered	C0528.20007US00	Tootsie Roll Industries, Inc.	74/400113	9-Jun-93	1848676	9-Aug-94	9-Aug-14

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The First State

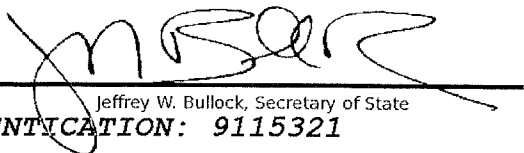
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TOOTSIE ROLL INDUSTRIES OF ILLINOIS, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TOOTSIE ROLL INDUSTRIES, LLC", THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 1 O'CLOCK P.M.

4074925 8320

111118827

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9115321

DATE: 10-25-11

TRADEMARK
REEL: 005461 FRAME: 0903

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TOOTSIE ROLL INDUSTRIES OF ILLINOIS, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF DECEMBER, A.D. 2005, AT 4:38 O'CLOCK P.M.

4074925 8100

111055097

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9074399

DATE: 10-05-11

TRADEMARK
REEL: 005461 FRAME: 0904

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:38 PM 12/09/2005
FILED 04:38 PM 12/09/2005
SRV 051006380 - 4074925 FILE

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

- **First:** The name of the limited liability company is TOOTSIE ROLL INDUSTRIES OF ILLINOIS, LLC
- **Second:** The address of its registered office in the State of Delaware is 1209 ORANGE STREET in the City of WILMINGTON. The name of its Registered agent at such address is THE CORPORATION TRUST COMPANY.
- **Third:** (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is PERPETUAL.")
- **Fourth:** (Insert any other matters the members determine to include herein.)
PURPOSE FOR WHICH THE LIMITED LIABILITY COMPANY IS ORGANIZED:
"THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH LIMITED LIABILITY COMPANIES MAY BE ORGANIZED UNDER THE DELAWARE LIMITED LIABILITY COMPANY ACT."

In Witness Whereof, the undersigned have executed this Certificate of Formation this 9TH day of DECEMBER, 2005.

By: 
Authorized Person(s)

Name: ROBERT N. SODIKOFF, ORGANIZER
Typed or Printed