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To the Honorable Commissioner of

102095182

is attached original documents or copy thereof.

Name of conveying party(ies):
Societe Des Produits Nestle S.A.
5113.02

Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other _____

Additional name(s) of conveying party(ies) attached? Yes No

Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 8, 1999

2. Name and address of receiving party(ies)

Name: Archibald Candy (Canada) Corporation

Internal Address: _____

Street Address: 1137 W. Jackson

City: Chicago State: IL ZIP: 60607

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: CANADA
 Other _____

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

163,475

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn
33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
N/A

(Attach duplicate copy of this page if paying by deposit account)

OFFICE OF PUBLIC RECORDS
7002 MAY 13 AM 7:37
FINANCE SECTION

05/17/2002 6TON11 00000271 163475
01 FC:481 40.00 DP

DO NOT USE THIS SPACE

Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura Konrath *[Signature]* 5/2/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

ASSIGNMENT OF TRADEMARKS

WHEREAS:

- A. Société des Produits Nestlé S.A. ("SPN"), the full postal address of whose principal office or place of business is Ch-1800 Vevey, 55, av. Nestlé, Switzerland, is the owner in Canada of the Trademarks listed in Schedule 1, Part A hereto (the "Canadian Trademarks"); and
- B. Archibald Candy (Canada) Corporation (the "Purchaser"), the full postal address of whose principal office or place of business is c/o Fannie May Holdings, Inc., 1137 West Jackson Boulevard, Chicago, Illinois, 60607, is desirous of acquiring the rights to the Canadian Trademarks in Canada; and
- C. SPN and the Purchaser have entered into an agreement dated *June 8*, 1999 for the sale by SPN and the purchase by the Purchaser of the Trademarks, including the Canadian Trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SPN does hereby sell, assign and transfer to the Purchaser, all right, title and interest of SPN, in and to the Canadian Trademarks (including the registrations thereof and all common law rights therein), together with the goodwill attaching thereto and the right to recover for past infringement of the Canadian Trademarks.

IN WITNESS WHEREOF, SPN has caused these presents to be executed under the hands of its duly authorized officers, in the City of *Vevey*, as of *June 8*, 1999.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By: _____
 Name: **Charles Huguénin**
 Title: **Vice Président**

By: _____
 Name: _____
 Title: _____

SCHEDULE 1

REGISTERED TRADEMARKS

PART A. CANADA

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
LAURA SECORD	TMDA 18979
LAURA SECORD	TMA 291,898
LAURA SECORD	TMA 186,708
LAURA SECORD	TMA 209,560
LAURA SECORD slogan with Hockey Player	TMA 217,670
LAURA SECORD	TMA 308,270
Cameo Design	TMA 280,819
Rose Design (LAURA SECORD)	TMA 301,317
Woman's head in medallion Design (LAURA SECORD)	TMA 207,365
"KIDDY POPS"	UCA 39227
INDULGE	TMA 389,009
CAMEO CONE	TMA 415,221
MEDALLIONS	TMA 126,360
"OCCASIONS BY LAURA SECORD"	TMA 371,465

PART B. OTHER COUNTRIES

<u>TRADEMARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NO.</u>
LAURA SECORD	United Kingdom	977778
LAURA SECORD	United Kingdom	B 1243751
LAURA SECORD	Hong Kong	B 27351988
LAURA SECORD	Australia	A 402878
LAURA SECORD	France	1,675,679
LAURA SECORD	Greece	77408
LAURA SECORD	Ireland	110725
LAURA SECORD	Korea Republic of (South)	166260
		*Grace period expires July 11/99
LAURA SECORD	Kuwait	15712
LAURA SECORD	Macau	5812 M
LAURA SECORD	Saudi Arabia	13939
LAURA SECORD	Saudi Arabia	13940
LAURA SECORD	Saudi Arabia	13941
LAURA SECORD	Saudi Arabia	13942
LAURA SECORD	Singapore	51484
LAURA SECORD	South Africa	840270
LAURA SECORD	Switzerland	340,977
LAURA SECORD	United States	163,475

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