

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 8/30/2005)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

15906/121

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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Farley's & Sathers Candy Company, Inc.

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **First Amendment to Trademark Security Agreement**
- Merger
- Change of Name

Execution Date: **September 26, 2003**

2. Name and address of receiving party(ies):

Name: **Congress Financial Corporation (New England)**

Internal Address:

Street Address: **One Post Office Square**

City: **Boston** State: **MA** ZIP: **02109**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Massachusetts**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached

Additional numbers

Yes No

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

Name: **Mark S. Leonardo, Esq.**

Internal Address: **Brown Rudnick Berlack Israels LLP**

Street Address: **One Financial Center**

City: **Boston** State: **MA** ZIP: **02111**

6. Total number of applications and registrations involved:.....

23

7. Total fee (37 CFR 3.41):.....\$ **\$590.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500369

DO NOT USE THIS SPACE

9. 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.

Mark S. Leonardo, Esq. (Reg. No. 41,433)

Name of Person Signing

Signature

October 10, 2003

Date

Total number of pages including cover sheet, attachments, and

40

Mail documents to be recorded with required cover sheet information to:

Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

700047817

REEL: 002730 FRAME: 0843

C/H \$590.00 500369 0504862

SCHEDULE A

U.S. Trademarks

Registration No.
504862
882574
968775
1541777
2089885
2399062
1242236
1300843
786497
1184034
1029501
2338757
1843096
1031639
1840725
2048110
1758561
1883077
2066650
1837440
785717
1819137
1911624

#1233519 v1 - 15906/121

FIRST AMENDMENT TO
TRADEMARK SECURITY AGREEMENT

FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT, dated as of September 26, 2003 ("Amendment"), by and between Farley's & Sathers Candy Company, Inc., a Delaware corporation ("Borrower") and Congress Financial Corporation (New England), a Massachusetts corporation ("Congress"), as agent for itself and certain other lenders.

WHEREAS, Borrower and Congress entered into a Loan and Security Agreement, dated as of February 19, 2002 (as amended and modified, the "Original Loan Agreement"), pursuant to which Congress made loans to and extended credit on behalf of Borrower;

WHEREAS, pursuant to the Original Loan Agreement, Borrower and Congress entered into that certain Trademark Security Agreement, dated as of February 19, 2002 ("Trademark Security Agreement"), submitted for recordation with the United States Patent and Trademark Office ("PTO") and duly recorded on March 26, 2002 at Reel 002475, Frame 0886; which Trademark Security Agreement has been supplemented and re-recorded with the PTO on August 5, 2002, at Reel 002559, Frame 0025, and again on January 6, 2003, at Reel 002644, Frame 0486, in connection with the execution of certain additional asset purchase agreements.

WHEREAS, Congress, as agent for itself and certain other lenders ("Agent"), and Borrower entered into an Amended and Restated Loan and Security Agreement, dated as of September 26, 2003 ("Loan Agreement"), that amends and restates the Original Loan Agreement;

WHEREAS, under the Loan Agreement, all Financing Agreements under the Original Loan Agreement remain in effect in favor of Agent, for the benefit of itself and certain other lenders; and

WHEREAS, pursuant to the Loan Agreement, Borrower and Agent wish to amend the Trademark Security Agreement to reflect certain new Trademarks (as herein defined) and change in status of Congress from Lender to Agent.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Trademark Security Agreement as follows:

1. Definitions.

a. All capitalized terms used and not otherwise defined herein shall have the meanings given such terms in the Trademark Security Agreement.

b. "Agent" shall mean Congress Financial Corporation (New England) and its successors and assigns, as agent for certain other lenders under the Loan Agreement.

2. Amendment of Trademark Security Agreement. Borrower and Agent hereby agree that (a) all references to Secured Party in the Trademark Security Agreement are hereby changed to "Agent" and (b) the Trademarks listed on Schedule 1 attached hereto shall be and become part of the Trademark Collateral referred to in the Trademark Security Agreement and Schedule A attached thereto and shall secure all Obligations.

3. Continued Effect of Trademark Security Agreement. Borrower hereby: (a) reaffirms all prior grants of security interests in all of Borrower's right, title, and interest in, to, and under the Trademark Collateral identified on Schedule A to the Trademark Security Agreement in favor of Agent; (b) grants, assigns, transfers, and conveys to Agent continuing security interests in all of Borrower's right, title, and interest in, to, and under the Trademarks identified on Schedule 1 attached hereto and all Trademark Collateral, including without limitation all goodwill, relating to or arising out of such Trademarks; (c) represents and warrants that the representations and warranties in the Trademark Security Agreement, as amended by the Amendment, are true and correct in all respects on and as of the date hereof, as though made on such date (except to the extent that any such representations or warranties relate solely to an earlier date); and (d) agrees that the Trademark Security Agreement as amended hereby is and shall remain in full force and effect.

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FIRST SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT

IN WITNESS WHEREOF, Borrower has caused this Security Agreement to be executed by its duly authorized officer as of the date first written above.

WITNESS: FARLEY'S & SATHERS CANDY COMPANY, INC.

[Signature]

By: [Signature]
Name: Donald C. Stannecis
Title: CFO

STATE: _____
COUNTY: _____ September 25, 2003

Then personally appeared the above-named Donald C. Stannecis and stated that he is a duly authorized CFO, of Farley & Sathers Candy Company, Inc. (the "Corporation") and acknowledged the foregoing instrument to be his free act and deed, and the free act and deed of said Corporation, before me,

[Signature]
Notary Public
My Commission Expires:

PATRICIA PETERSON
Notary Public, State of New York
No. 01PE4978514
Qualified In New York County
Commission Expires March 4, 2007

Signature Page to Amendment to Trademark Agreement

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective duly authorized officers as of the date first written above.

WITNESS: FARLEY'S & SATHERS CANDY COMPANY, INC.

By: _____ Name: _____ Title: _____

CONGRESS FINANCIAL CORPORATION (NEW ENGLAND)

John Hasson By: _____ Name: John Hasson Title: S.O.P.

STATE: _____ COUNTY: _____ September ____, 2003

Then personally appeared the above-named _____ and stated that he is a duly authorized _____ of Farley's & Sathers Candy Company, Inc. (the "Corporation") and acknowledged the foregoing instrument to be his free act and deed, and the free act and deed of said Corporation, before me,

Notary Public My Commission Expires: _____

STATE: Massachusetts COUNTY: Suffolk September 26, 2003

Then personally appeared the above-named John Hasson and stated that he is a duly authorized S.O.P. of Congress Financial Corporation (New England) (the "Agent") and acknowledged the foregoing instrument to be his free act and deed, and the free act and deed of said Agent, before me,

Constance M. Richard Notary Public My Commission Expires: 10/26/08

SCHEDULE A
TO AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT

Trademarks1. Owned

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>
Please see attached.			

<u>Trademark Application</u>	<u>Application/Serial Number</u>	<u>Application Date</u>
Please see attached.		

2. Licensed

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>	<u>Licensor</u>
USA	Blockheads	2345673	04/25/00	04/25/10	Gerrit J. Verburg Co.
USA	Chuckles	515075	09/13/49	09/13/19	Huhtamaki Finance B.V.
USA	Clear Fruit	2253722	06/15/99	06/15/09	Everfresh Beverages, Inc.
USA	Even the name says fun (Common Law mark)	N/A	N/A	N/A	Huhtamaki Finance B.V.
USA	Flavor Rolls	1002967	01/28/75	Renewed	Tootsie Roll Industries, Inc.
U.S.	FARLEY'S (Licensed to Kraft thru 2/15/05)	1044334	7/20/76	2006	Kraft
U.S.	FARLEY'S (Stylized) (Licensed to Kraft thru 2/15/05)	2220492	1/26/99	2009	Kraft
U.S.	FARLEY'S (Stylized) (Licensed to Kraft thru 2/15/05)	2255145	6/22/99	2009	Kraft

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>	<u>Licensor</u>
U.S.	FARLEY'S FRUIT SNACS (Licensed to Kraft thru 2/15/02)	1903690	7/4/95	2009	Kraft
U.S.	FARLEY'S SCARY FRUIT SNACKS (Licensed to Kraft thru 2/15/05)	1710259	8/25/92	Renewal	Kraft
USA	Sunmark's respective trademarks for all goods purchased by Sathers from Sunmark	N/A	N/A	N/A	Sunmark, Inc.
USA	Tootsie	2536259	02/05/02	02/05/12	Tootsie Roll Industries, Inc.
USA	Tootsie Pops	0292927	03/29/32	Renewed	Tootsie Roll Industries, Inc.
USA	Tootsie Roll	1988251	07/23/96	07/23/06	Tootsie Roll Industries, Inc.
USA	Tootsie Roll Industries, Inc.'s other respective trademarks for all goods purchased by the Company	N/A	N/A	N/A	Tootsie Roll Industries, Inc.
USA	Tootsie Roll Midgee	0949937	01/02/73	Renewed	Tootsie Roll Industries, Inc.
Africa	Chuckles	38157	07/24/97	07/24/07	Huhtamaki Finance B.V.
Argentina	FARLEY (Licensed to Kraft thru 2/15/05)	1396129	5/29/92		Kraft
Argentina	FARLEY'S (Device) (Licensed to Kraft thru 2/15/02)	1396130	5/29/92		Kraft
Australia	Chuckles	246581	03/04/71	03/04/06	Huhtamaki Finance B.V.
Australia	FARLEY (Licensed to Kraft thru 2/15/05)	B591179	11/25/92	2009	Kraft

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>	<u>Licensor</u>
Bahrain	FARLEY (Licensed to Kraft thru 2/15/05)	TM15594	11/14/96	2012	Kraft
Benelux	Chuckles	602309	12/30/96	12/30/06	Huhtamaki Finance B.V.
Belgium	Chuckles	602309			Huhtamaki Finance B.V.
Brazil	FARLEY (Licensed to Kraft thru 2/15/05)	816215375	4/27/93	Renewal	Kraft
Canada	Chuckle	039240	01/28/26	01/28/06	Huhtamaki Finance B.V.
Canada	Chuckles	038130	07/18/50	07/18/10	Huhtamaki Finance B.V.
Canada	Chuckles	164092	07/18/69	07/18/14	Huhtamaki Finance B.V.
Canada	Chuckles Canadian Jells	157169	06/07/68	06/07/13	Huhtamaki Finance B.V.
Canada	FARLEY'S SCARY FRUIT SNACK & Design (Licensed to Kraft thru 2/15/05)	425233	3/18/94	2009	Kraft
Canada	FRUIT SNACK FARLEY (Licensed to Kraft thru 2/15/02)	472868	3/18/97	2012	Kraft
Chile	FARLEY'S (Licensed to Kraft thru 2/15/05)	394429	10/14/92	Renewal	Kraft
Columbia	FARLEY'S (Licensed to Kraft thru 2/15/05)	171219	1/30/95	2005	Kraft
Costa Rica	FARLEY'S (Licensed to Kraft thru 2/15/05)	96435	8/20/96	2006	Kraft
Ctm	FARLEY'S (Licensed to Kraft thru 2/15/05)	146563	4/1/96	2006	Kraft
Ecuador	FARLEY'S (Licensed to Kraft thru 2/15/05)	63099	8/15/97	2007	Kraft
El Salvador	Chuckles	222 Book 57	07/01/97	07/01/07	Huhtamaki Finance

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>	<u>Licensor</u>
					B.V.
El Salvador	FARLEY'S (Licensed to Kraft thru 2/15/05)	*0023	5/20/99	2009	Kraft
Guatemala	FARLEY'S (Licensed to Kraft thru 2/15/05)	90326	3/30/98	2008	Kraft
Honduras	FARLEY'S (Licensed to Kraft thru 2/15/05)	63016	9/20/95	2005	Kraft
Honduras	FARLEY'S (Licensed to Kraft thru 2/15/05)	63008	9/20/95	2005	Kraft
Hong Kong	Chuckles	1726/1998	04/14/97	03/14/04	Huhtamaki Finance B.V.
International -Belarus -Bulgaria -China -Czech Rep. -Egypt -Hungary -Poland -Romania -Russian Fed. -Slovakia -Switzerland -Ukraine -Vietnam	Chuckles	676026	06/12/97	06/12/07	Huhtamaki Finance B.V.
Israel	Chuckles	110848	04/05/98	03/04/04	Huhtamaki Finance B.V.
Israel	FARLEY'S (Licensed to Kraft thru 2/15/05)	95158	7/1/96	2015	Kraft
Jamaica	FARLEY'S (Licensed to Kraft thru 2/15/05)	30340	7/2/96	2003	Kraft
Japan	FARLEY'S (Licensed to Kraft thru 2/15/05)	2511748	3/31/93	2003	Kraft
Jordan	FARLEY'S (Licensed to Kraft thru 2/15/05)	21355	10/12/92	2013	Kraft

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>	<u>Licensor</u>
Korea	FARLEY'S (Licensed to Kraft thru 2/15/05)	220125	8/23/91	Renewal	Kraft
Korea	FARLEY'S (Licensed to Kraft thru 2/15/05)	283433	1/20/94	2004	Kraft
Kuwait	FARLEY'S (Licensed to Kraft thru 2/15/05)	24194	12/12/93	Renewal	Kraft
Lebanon	FARLEY'S (Licensed to Kraft thru 2/15/05)	58938	9/25/92	2007	Kraft
Lithuania	FARLEY'S (Licensed to Kraft thru 2/15/05)	26287	12/29/97	2004	Kraft
Mexico	Chuckles	443047	08/24/92	08/24/02	Huhtamaki Finance B.V.
Luxembourg	Chuckles	602309			Huhtamaki Finance B.V.
Mexico	FARLEY'S (Licensed to Kraft thru 2/15/05)	421710	8/9/91		Kraft
Mexico	FARLEY'S SCARY FRUIT SNACKS & Design (Licensed to Kraft thru 2/15/05)	437968	7/23/93		Kraft
Netherlands	Chuckles	602309			Huhtamaki Finance B.V.
New Zealand	Chuckles	010371	03/01/71	03/01/06	Huhtamaki Finance B.V.
New Zealand	FARLEY'S (Licensed to Kraft thru 2/15/05)	B201776	7/6/96	2011	Kraft
Norway	Chuckles	187466	12/18/97	12/18/07	Huhtamaki Finance B.V.
Oman	FARLEY'S (Licensed to Kraft thru 2/15/05)	7619	8/5/01	2011	Kraft
Panama	FARLEY'S (Licensed to Kraft thru 2/15/05)	61324	1/25/94	2004	Kraft

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>	<u>Licensor</u>
Philippines	FARLEY'S (Licensed to Kraft thru 2/15/05)	64159	3/4/97	2017	Kraft
Poland	FARLEY'S (Licensed to Kraft thru 2/15/05)	116758	1/3/00	2006	Kraft
Qatar	FARLEY'S (Licensed to Kraft thru 2/15/05)	10159	8/25/97	2012	Kraft
Romania	FARLEY'S (Licensed to Kraft thru 2/15/05)	30334	7/23/96	2006	Kraft
Saudi Arabia	Chuckles	435/82	05/23/98	12/04/06	Huhtamaki Finance B.V.
Singapore	Chuckles	T97/045591	04/17/97	04/17/07	Huhtamaki Finance B.V.
Taiwan	Chuckles	789797	12/16/97	12/16/07	Huhtamaki Finance B.V.
Taiwan	FARLEY'S (Licensed to Kraft thru 2/15/05)	956879	8/16/01	2011	Kraft
Taiwan	FARLEY'S (Licensed to Kraft thru 2/15/05)	958947	9/1/01	2011	Kraft
Thailand	Chuckles	72687	04/09/97	04/09/07	Huhtamaki Finance B.V.
Turkey	Chuckles	184372	04/30/97	04/30/07	Huhtamaki Finance B.V.
UAE	Chuckles	18776	03/31/97	03/31/07	Huhtamaki Finance B.V.
United Arab Emirates	FARLEY'S (Licensed to Kraft thru 2/15/05)	5863	7/20/96	2004	Kraft
Uruguay	FARLEY'S (Licensed to Kraft thru 2/15/05)	237710	3/15/91	2011	Kraft
USA	Chuckles	515075	09/13/49	09/13/19	Huhtamaki Finance B.V.
Venezuela	Chuckles	72170-F	02/09/73	02/09/03	Huhtamaki Finance B.V.

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>	<u>Licensor</u>
Venezuela	FARLEY'S (Licensed to Kraft thru 2/15/05)	171104	10/7/94	2004	Kraft
Venezuela	FARLEY'S (Licensed to Kraft thru 2/15/05)	171103	10/7/94	2004	Kraft
Venezuela	FARLEY'S (Licensed to Kraft thru 2/15/05)	171102	10/7/94	2004	Kraft
Vietnam	FARLEY'S (Licensed to Kraft thru 2/15/05)	20861	5/30/96	2005	Kraft

License Agreements

<u>Name of Document</u>	<u>Date</u>	<u>Licensor's Name</u>	<u>Term</u>	<u>IP Licensed</u>
Software License Agreement	3/29/90	Control Software Inc.	perpetual	"Maintenance Control and Management System"
Software Product License Agreement	4/3/90	Data 21	perpetual	"CICS.Help for MVS"

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UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	AMAZIN' FRUIT	1493380	6/21/1988	Registered	Farley's and Salthers Candy Company, Inc.		None
USA	BASKET BUNCH	2163563	6/9/1998	Registered	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	BAT EYES	2082280	7/22/1997	Abandoned	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	BLACK RADBERRY	1883077	3/7/1995	Renewed	Farley's and Salthers Candy Company, Inc.		
USA	BLUE RADBERRY	2066650	6/3/1997	Renewed	Farley's and Salthers Candy Company, Inc.		
USA	BUNTE (AND DESIGN)	0811444	7/19/1996	Registered - Not In Use	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	BUNTE (STYLIZED)	1041428	6/15/1976	Registered - Not In Use	Farley's and Salthers Candy Company, Inc.	Renewed	None
USA	BUNTE CHOP STIX (STYLIZED)	0829872	6/6/1967	Registered - Not In Use	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CANDY CARNIVAL	1978189	6/4/1996	Abandoned	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CANDY KID	0761029	12/3/1963	Abandoned	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CATCH OF THE DAY	2145204	3/17/1998	Registered - Not In Use	Farley's and Salthers Candy Company, Inc.	Registered in FL *	None
USA	CHAMPAGNE MIX	1918231	9/12/1995	Registered	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CHEWY MIX	2154355-SR	4/28/1998	Registered	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CHOC-O-BUTTONS	1323575	3/5/1985	Registered	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CHOC-O-PEANUTS	1353124	8/6/1985	Registered	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CHRISTMAS LIGHTS	2109740	10/28/1997	Registered	Farley's and Salthers Candy Company, Inc.	Not Registered	None
USA	CLOVER	787274	3/23/1965	Registered - Not In Use	Farley's and Salthers Candy Company, Inc.		None
USA	COLOR BUBBLES	2399062		Registered	Farley's and Salthers Candy Company, Inc.		None
USA	COLOR BUBBLES and DESIGN	124236		Registered	Farley's and Salthers Candy Company, Inc.		None

TRADEMARK

REEL: 002730 FRAME: 0857

UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	COOL GRAPE	1720539	9/29/1992	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	COUNTRY CREAMS	2122256	12/16/1997	Registered	Candy Company, Inc.	Not Registered	None
USA	CUPID'S TREATS	2148092	3/31/1998	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	DAE JULIE	1488734	5/17/1988	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	DARLIN MARLIN	2072775	6/17/1997	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	DEVICE (NOW & LATER RELATED)	1837440	5/24/1994	Registered	Farley's and Sathers Candy Company, Inc.		
USA	DEVICE (NOW & LATER RELATED)	785717	2/23/1996	Registered	Farley's and Sathers Candy Company, Inc.		
USA	DEVICE (NOW & LATER RELATED)	1819137	2/1/1994	Registered	Farley's and Sathers Candy Company, Inc.		
USA	EASY ACES	1388459	4/1/1986	In Use	Farley's and Sathers Candy Company, Inc.		None
USA	EGG-CELLENT BUBBLES	2248139	5/25/1999	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	FARLEYS	1044334	7/20/1976	Renewed - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.	Registered in NM*	None
USA	FARLEY'S (STYLIZED)	2220492	1/26/1999	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.	Registered in NM*	None
USA	FARLEY'S (STYLIZED)	2255145	6/22/1999	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.	Registered in NM*	None
USA	FARLEY'S FRUIT SNACKS	1903690	7/4/1995	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	FARLEY'S SCARY FRUIT SNACKS (AND DESIGN)	1710259	8/25/1992	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.	Not Registered	None

TRADEMARK

REEL: 002730 FRAME: 0858

UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	FRUIT STRIPE	1184034		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	FRUIT STRIPE ASSORTED GUM	1029501		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	FRUIT STRIPE PHOTO SAFARI	2338757		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	GLISTENS	1770848	5/11/1993	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	GOLD EDITION	1942778	12/19/1995	Abandoned	Farley's and Sathers Candy Company, Inc.	Registered in UT*	None
USA	GUMMALLOS	2127831	1/6/1998	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	GUMMI DUO HEARTS	2530824	1/15/2002	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	GUMMIJUJYS	1840760	6/21/1994	In Use	Farley's and Sathers Candy Company, Inc.		None
USA	GUMMY BEARS & FRIENDS	1896376	5/30/1995	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	GUMMY BEARS & HEARTS AND DESIGN	1997667	8/27/1996	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	GUMMY BEARS & SCARES!	1977189	5/28/1996	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	HARVEST MIX	2292903	11/16/1999	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	HAWAII HOTS	1707065	8/11/1992	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	HEADSTONES	2084754	7/29/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	HEARTS & DARTS	2339355 (SR)	4/4/2000	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	HEIDE AND DESIGN	293786	5/3/1932	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	HEIDE'S	243976	7/3/1928	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	HH AND DESIGN	58790	12/25/1906	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	HH AND DESIGN	32606	5/21/1899	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	HIDE & SEEK EGGS	2292855	11/16/1999	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None

TRADEMARK

REEL: 002730 FRAME: 0859

UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	HOLIDAY CREMES	2232362	3/16/1999	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	HOT DOGI	786497		Registered	Candy Company, Inc.		None
USA	HUMMING BIRD EGGS	689201	12/1/1959	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.		None
USA	IN YOUR FACE	2043943	3/11/1997	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.		None
USA	INTENSE FRUIT CHEWS	2,339,223	4/4/2000	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	TSY BITSY	1967803	4/16/1996	Registered	Farley's and Sathers Candy Company, Inc.	Registered In FL *	None
USA	JELLY WREATHS	2292281	11/16/1999	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	JENNIE LEE (STYLIZED)	0609223	7/19/1955	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	JEWELS & GEMS	2063909	5/20/1997	Abandoned	Candy Company, Inc.		
USA	JUJYFRUITS	1826529	3/15/1994	Registered - Refiled	Farley's and Sathers Candy Company, Inc.		None
USA	JUJYFRUITS (STYLIZED)	435900	1/13/1948	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	JUJYFRUITS AND FRIENDS	1679046	3/10/1992	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	JUM-BLO	1541777			Farley's and Sathers Candy Company, Inc.		None
USA	JUMPING KANGAROO DESIGN	2098139	9/16/1997	Abandoned	Farley's and Sathers Candy Company, Inc.	N/A	None
USA	KANGADUDE	2046503	3/18/1997	Abandoned	Candy Company, Inc.		None
USA	KOOKY SPOOKS	2134574	2/3/1998	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	LATER ALLIGATOR	2037776	2/11/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	LOTS' A POPS	2429414	2/20/2001	Registered	Candy Company, Inc.	Not Registered	None
USA	LOUD TROUT	2072776	6/17/1997	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None

TRADEMARK

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UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	MARLIN CHARACTER	2431597	2/27/2001	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	MEXICAN HATS	740732	1/11/3/1962	Registered - Replied	Farley's and Sathers Candy Company, Inc.		None
USA	MIGHTY BITE	1,997,772	9/3/1996	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	MISC. DESIGN	785,717	2/23/1965	Renewed	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (ALLIGATOR)	2037821	2/11/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (BEAR)	1316007	1/22/1985	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (BEAR)	1522816	1/31/1989	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (CLOWN)	1300843		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (GUM)	1843096		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (KANGAROO)	2037822	2/11/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (ORANGUTAN)	2037823	2/11/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (ZEBRA)	1031639		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	MISCELLANEOUS DESIGN (ZEBRA)	1840725		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	NATURE'S TREASURE	1315951	1/22/1985	Registered - Not in Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	NOTHING NIBBLES NICER	0818060	11/1/1966	Registered - Not in Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	NOW & LATER	1,580,360	1/30/1990	Renewed	Farley's and Sathers Candy Company, Inc.		None
USA	NOW AND LATER	1,674,426	1/30/1990	Renewed	Farley's and Sathers Candy Company, Inc.		None
USA	ORANGUTAN MAN	2036160	2/4/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	OUTDOORSMAN'S FAVORITE	2089639	8/19/1997	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	PARROT POPS	2109741	10/28/1997	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None

TRADEMARK

REEL: 002730 FRAME: 0861

UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	PARTY TIME MIX			? (The mark "Partytime Mix" was abandoned by Favorite Brands)	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	PEACH SMASH	2048110		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	PEACHY PENGUINS	2219813	1/19/1999	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	RADBERRY	1911624	8/15/1995	Renewed	Farley's and Sathers Candy Company, Inc.		
USA	RED RADBERRY	2066642	6/3/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		
USA	RED RASPBERRY DOLLARS	2664623	12/17/2002	Registered	Farley's and Sathers Candy Company, Inc.		
USA	PIPPIN (STYLIZED)	0504892	12/21/1948	Renewed	Farley's and Sathers Candy Company, Inc.	Registered in AR and MO*	None
USA	RAD PACK	2089885		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	RAIN-BLO	0968775		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	REALLY NATURALS (AND DESIGN)	1342931	6/18/1985	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	REALLY NATURALS (STYLIZED)	1146263	1/20/1981	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	RED HOT DOLLARS	220367	11/9/1926	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	SANTA BUTTONS	2232433	3/16/1999	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	SANTA'S STOCKINGS	2109742	10/28/1997	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	SATHERS	0846765	3/26/1968	Renewed	Farley's and Sathers Candy Company, Inc.	Registered in MN	None
USA	SATHERS	1514739	11/29/1988	Registered	Farley's and Sathers Candy Company, Inc.	Registered in MN	None
USA	SATHERS	1522815	1/31/1989	Registered	Farley's and Sathers Candy Company, Inc.	Registered in MN	None
USA	SCHOOL COLORS	1943109	12/19/1995	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.		None

TRADEMARK

REEL: 002730 FRAME: 0862

UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	SHIMEREES	1438665	5/5/1987	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	SILLY SOURS	1708503	8/18/1992	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.		None
USA	SNIPPITS	1436590	4/14/1987	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	SO FRUITY YOU CAN HARDLY BEAR IT!	2042149	3/4/1997	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	SONIC BOOM	1874795	1/17/1995	Registered	Farley's and Sathers Candy Company, Inc.	Registered in IN*	None
USA	SONIC BOOM POPS	2134852	2/3/1998	Registered - Cancellation Proceeding Pending	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	SOUR DEVILS	1800208	10/19/1993	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	SOUR DUDES	2385294	9/12/2000	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	STOVE DESIGN	1199761	6/29/1982	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	SUPER BUBBLE	882574		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	SUPER BUBBLE (stylized)	504862		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	SWEET CHOICE	1608414	7/31/1990	Registered	Farley's and Sathers Candy Company, Inc.	Registered in CA*	None
USA	TARTINES	0847103	4/2/1968	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	TASTE T SWEET (AND DESIGN)	1299752	10/9/1984	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	TEAM BEANS	1774359	1/1/1993	Abandoned	Farley's and Sathers Candy Company, Inc.		None
USA	THE BEST AND DESIGN	52350	5/8/1906	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	THE GREAT AMERICAN BUBBLE GUM			Unregistered	Farley's and Sathers Candy Company, Inc.		None
USA	THE NATIONAL VALUE LINE	1840754	6/21/1994	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	THEY GOT THE MOVES			Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None

TRADEMARK

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UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER	STATE STATUS	SECURITY INTERESTS
USA	TONGUE TORCHERS	2077983	7/8/1997	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	TRADING HEARTS	1879296	2/14/1995	Registered	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	VAMPIRE TEETH	2098223	9/16/1997	Abandoned	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	WETEM & WEAREM	635303	10/2/1956	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.		None
USA	WHOLESOME PLEASURES	2155826	5/5/1998	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	WORLDS GREATEST GUMMIES	2039759	2/25/1997	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	WUNDER BEANS AND DESIGN	1722228	10/6/1992	Registered - Refiled	Farley's and Sathers Candy Company, Inc.		None
USA	WUNDER BEANS HEIDE GOURMET JELLY BEANS AND DESIGN	1956195	2/13/1996	Registered - Refiled	Farley's and Sathers Candy Company, Inc.		None
USA	WUNDERBEANS	1640701	4/9/1991	Registered	Farley's and Sathers Candy Company, Inc.		None
USA	YIPES	1758561		Registered	Farley's and Sathers Candy Company, Inc.		None
USA	YULETIDE MIX	2228919	3/2/1999	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	YUMMY GUMMIES	1861097	11/1/1994	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None
USA	ZESTIX	2175387	7/21/1998	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.	Not Registered	None

TRADEMARK

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CANADA TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER
CANADA	AMAZIN' FRUIT	359154	August 4, 1989	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	AMAZIN' FRUIT	540748	February 2, 2001	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	COUNTRY TRAIL	376869	December 7, 1990	Registered - Not In Use	Farley's and Sathers Candy Company, Inc.
				Registered - Not In Use	
CANADA	CUPID BRAND	NFLD 2218	February 12, 1937		Farley's and Sathers Candy Company, Inc.
CANADA	DAE JULIE	438175	January 20, 1995	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	FARLEY'S SCARY FRUIT SNACKS & DESIGN	425233	March 18, 1994	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
CANADA	FRUIT SNACK FARLEY	472858	March 18, 1997	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
CANADA	GUMMY BEARS & FRIENDS	459333	June 14, 1996	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	GUMMY BEARS & HEARTS AND DESIGN	478658	July 17, 1997	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	GUMMY BEARS & SCARES!	477342	June 9, 1997	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	HEIDE AND DESIGN	4915	March 25, 1935	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	HEIDE'S	NFLD 0456	May 10, 1913	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	HH AND DESIGN	15157	October 26, 1910	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	HH AND DIAMOND DESIGN	NFLD 0457	May 10, 1913	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	HOT DOG!	202058		Registered	Farley's and Sathers Candy Company, Inc.

CANADA TRADEMARKS

CANADA	JUBEFRUITS	393630	January 31, 1992	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	JUJYFRUITS	139564	March 19, 1965	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	KIDDIE MIX	403106	September 25, 1992	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	NOW & LATER	TMA 195,675	November 23, 1973	Not in use	Farley's and Sathers Candy Company, Inc.
CANADA	MISC. DESIGN (BEAR)	445350	July 21, 1995	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	NOW & LATER (DESIGN)	TMA 196,850	January 18, 1974	Not in use	Farley's and Sathers Candy Company, Inc.
CANADA	RAD PACK	536097		Registered	Farley's and Sathers Candy Company, Inc.
CANADA	RAD PACK and DESIGN	536096		Registered	Farley's and Sathers Candy Company, Inc.
CANADA	RAIN-BLO	196385		Registered	Farley's and Sathers Candy Company, Inc.
CANADA	RED HOT METEORS	437534	December 30, 1994	Registered - Not in Use	Farley's and Sathers Candy Company, Inc.
CANADA	SATHERS	390991	November 29, 1991	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	SHIMEREES	387169	July 26, 1991	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	SNIPPITS	390942	November 29, 1991	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	SONIC BOOM	477663	September 15, 1995	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	SPHEROIDST	536236		Registered	Farley's and Sathers Candy Company, Inc.
CANADA	SUPERBUBBLE	249042		Registered	Farley's and Sathers Candy Company, Inc.
CANADA	TANG-A-ROOS	399355	June 19, 1992	Registered	Farley's and Sathers Candy Company, Inc.
CANADA	YUMMY GUMMIES	457707	May 25, 1996	Registered	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
COSTA RICA	AMAZIN' FRUIT	93395	October 6, 1995	Registered	Farley's and Sathers Candy Company, Inc.
DOMINICAN REPUBLIC	AMAZIN' FRUIT	78486	July 15, 1995	Registered	Farley's and Sathers Candy Company, Inc.
EL SALVADOR	AMAZIN' FRUIT	228 BOOK 59	August 22, 1997	Registered	Farley's and Sathers Candy Company, Inc.
KOREA	AMAZIN' FRUIT	268427	July 8, 1993	Abandoned	Farley's and Sathers Candy Company, Inc.
MEXICO	AMAZIN' FRUIT	438774	August 4, 1993	Abandoned	Farley's and Sathers Candy Company, Inc.
PANAMA	AMAZIN' FRUIT	75973	October 24, 1996	Registered	Farley's and Sathers Candy Company, Inc.
PERU	AMAZIN' FRUIT	25350	September 22, 1995	Registered	Farley's and Sathers Candy Company, Inc.
PHILIPPINES	AMAZIN' FRUIT	64630	May 14, 1997	Abandoned	Farley's and Sathers Candy Company, Inc.
RUSSIAN FEDERATION	AMAZIN' FRUIT	156550	March 24, 1998	Registered	Farley's and Sathers Candy Company, Inc.
SAUDI ARABIA	AMAZIN' FRUIT	347720	July 8, 1995	Registered	Farley's and Sathers Candy Company, Inc.
UNITED ARAB EMIRATES	AMAZIN' FRUIT	9650	July 23, 1995	Registered	Farley's and Sathers Candy Company, Inc.
VENEZUELA	AMAZIN' FRUIT	8,862/94	July 8, 1994	Registered	Farley's and Sathers Candy Company, Inc.
KOREA	CHOC-O-BUTTONS	283,433	January 20, 1994	Registered	Farley's and Sathers Candy Company, Inc.
MEXICO	CHOC-O-BUTTONS	431434	March 2, 1993 Expires May 18, 2002	Not is Use	Farley's and Sathers Candy Company, Inc.
TAIWAN	CHOC-O-BUTTONS	593,795	March 16, 1993	Not is Use	Farley's and Sathers Candy Company, Inc.
VENEZUELA	CHOC-O-BUTTONS	171,088	October 7, 1994	Not is Use	Farley's and Sathers Candy Company, Inc.
VENEZUELA	CHOC-O-BUTTONS	171,087	October 7, 1994	Not is Use	Farley's and Sathers Candy Company, Inc.
VENEZUELA	CHOC-O-BUTTONS	171,089	October 7, 1994	Not is Use	Farley's and Sathers Candy Company, Inc.
MEXICO	CHOC-O-PEANUTS	469734	August 16, 1994 Expires May 18, 2002	Not is Use	Farley's and Sathers Candy Company, Inc.
TAIWAN	CHOC-O-PEANUTS	611,934	September 16, 1993	Not is Use	Farley's and Sathers Candy Company, Inc.
MEXICO	COLORS	423775	October 16, 1992 Expires October 16, 2001 (Renewal Instructed)	Not is Use	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
ARGENTINA	FARLEY	1,396,129	May 29, 1992	Not in Use - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
MEXICO	FARLEY DYNAMIC MIX	465531	July 4, 1994 Expires September 30, 2002	Not in Use - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
AUSTRALIA	FARLEY'S	B591,179	November 25, 1992	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
BAHRAIN	FARLEY'S	TM15594	November 14, 1993	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
BRAZIL	FARLEY'S	816215375	April 27, 1993	Abandoned - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
CHILE	FARLEY'S	394,429	October 14, 1992	Abandoned - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
COLOMBIA	FARLEY'S	171,219	January 30, 1995	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
COSTA RICA	FARLEY'S	96435	August 20, 1996	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
CTM	FARLEY'S	146,563	April 1, 1996	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
EQUADOR	FARLEY'S	63099	August 15, 1997	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
EL SALVADOR	FARLEY'S	00223	May 20, 1999	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
GUATEMALA	FARLEY'S	90326	March 30, 1998; expires March 29, 2008	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
HONDURAS	FARLEY'S	63016**	September 20, 1995	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
HONDURAS	FARLEY'S	63008**	September 20, 1995	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
ISRAEL	FARLEY'S	95158	July 1, 1996	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
JAMAICA	FARLEY'S	30,340	July 2, 1996	Abandoned - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
JAPAN	FARLEY'S	2511748	March 31, 1993	Abandoned - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
JORDAN	FARLEY'S	31266	October 12, 1992	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
KOREA	FARLEY'S	220,125	August 23, 1991	Renewed - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
KUWAIT	FARLEY'S	24194****	December 12, 1993	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
LEBANON	FARLEY'S	58938	September 25, 1992	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
LITHUANIA	FARLEY'S	26287	December 29, 1997	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
MEXICO	FARLEYS	421710	September 11, 1992 Expires August 9, 2001 (Renewal instructed)	Abandoned - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
NEW ZEALAND	FARLEY'S	B201776	July 6, 1996	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
OMAN	FARLEY'S	7619	August 5, 2001	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
PANAMA	FARLEY'S	61324	January 25, 1994	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
POLAND	FARLEY'S	116758	October 22, 1996; renewed on January 3, 2000	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
QATAR	FARLEY'S	10159	August 25, 1997	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
ROMANIA	FARLEY'S	30334	July 23, 1996	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
TAIWAN	FARLEY'S	956879	August 16, 2001	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
UNITED ARAB EMIRATES	FARLEY'S	5863	July 20, 1996	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
VENEZUELA	FARLEY'S	171,104	October 7, 1994	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
VENEZUELA	FARLEY'S	171,103	October 7, 1994	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
VENEZUELA	FARLEY'S	171,102	October 7, 1994	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
VIETNAM	FARLEY'S	20,861	May 30, 1996	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
TAIWAN	FARLEY'S & DEVICE	958947	September 1, 2001	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
URUGUAY	FARLEY'S	237710****	March 15, 1991	Registered - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
ARGENTINA	FARLEY'S (DEVICE)	1,396,130	May 29, 1992	Not in Use	Farley's and Sathers Candy Company, Inc.
MEXICO	FARLEY'S CALIFORNIA MIX	455758	March 30, 1994 Expires September 30, 1992	Not in Use	Farley's and Sathers Candy Company, Inc.
MEXICO	FARLEY'S ENERGIZER MIX	465532	July 4, 1994 Expires September 30, 2002	Not in Use	Farley's and Sathers Candy Company, Inc.
MEXICO	FARLEY'S SCARY FRUIT SNACKS & DESIGN	437968	July 23, 1993 Expires November 22, 2001 (Renewal instructed)	Abandoned - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
PHILIPPINES	FARLEY'S STYLIZED	64159	March 4, 1997	Abandoned - Exclusively Licensed Back to Kraft	Farley's and Sathers Candy Company, Inc.
ALGERIA	FRUIT STRIPE	61121		Registered	Farley's and Sathers Candy Company, Inc.
AUSTRIA	FRUIT STRIPE	28042003		Unregistered	Farley's and Sathers Candy Company, Inc.
BAHRAIN	FRUIT STRIPE	15378		Registered	Farley's and Sathers Candy Company, Inc.
BANGALDESH	FRUIT STRIPE	32942		Registered	Farley's and Sathers Candy Company, Inc.
BENELUX	FRUIT STRIPE	334709		Registered	Farley's and Sathers Candy Company, Inc.
BOLIVIA	FRUIT STRIPE	53701		Registered	Farley's and Sathers Candy Company, Inc.
BRAZIL	FRUIT STRIPE	818315202		Registered	Farley's and Sathers Candy Company, Inc.
BRUNEI DARUSSALAM	FRUIT STRIPE	18490		Registered	Farley's and Sathers Candy Company, Inc.
BULGARIA	FRUIT STRIPE	20464		Registered	Farley's and Sathers Candy Company, Inc.
CHILE	FRUIT STRIPE	398,081		Registered	Farley's and Sathers Candy Company, Inc.
COLOMBIA	FRUIT STRIPE			Registered	Farley's and Sathers Candy Company, Inc.
CROATIA	FRUIT STRIPE	Z920939		Registered	Farley's and Sathers Candy Company, Inc.
CYPRUS	FRUIT STRIPE	34,657		Registered	Farley's and Sathers Candy Company, Inc.
DENMARK	FRUIT STRIPE	01846-1977		Registered	Farley's and Sathers Candy Company, Inc.
DOMINICAN REPUBLIC	FRUIT STRIPE	58,293		Registered	Farley's and Sathers Candy Company, Inc.
EGYPT	FRUIT STRIPE	80107		Registered	Farley's and Sathers Candy Company, Inc.
EL SALVADOR	FRUIT STRIPE	0025		Unregistered	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
ESTONIA	FRUIT STRIPE	12976		Registered	Farley's and Sathers Candy Company, Inc.
EUROPEAN COMMUNITY	FRUIT STRIPE	129445		Registered	Farley's and Sathers Candy Company, Inc.
FINLAND	FRUIT STRIPE	75508		Registered	Farley's and Sathers Candy Company, Inc.
GEORGIA	FRUIT STRIPE	02791		Registered	Farley's and Sathers Candy Company, Inc.
GREECE	FRUIT STRIPE	104514		Registered	Farley's and Sathers Candy Company, Inc.
GUATEMALA	FRUIT STRIPE	68543393148		Registered	Farley's and Sathers Candy Company, Inc.
HONG KONG	FRUIT STRIPE	B00617		Registered	Farley's and Sathers Candy Company, Inc.
HUNGARY	FRUIT STRIPE	133877		Registered	Farley's and Sathers Candy Company, Inc.
ICELAND	FRUIT STRIPE	982/1991		Registered	Farley's and Sathers Candy Company, Inc.
IRAN	FRUIT STRIPE	67822		Registered	Farley's and Sathers Candy Company, Inc.
IRELAND	FRUIT STRIPE	145016		Registered	Farley's and Sathers Candy Company, Inc.
ISRAEL	FRUIT STRIPE	80698		Registered	Farley's and Sathers Candy Company, Inc.
ITALY	FRUIT STRIPE	728913		Registered	Farley's and Sathers Candy Company, Inc.
JORDAN	FRUIT STRIPE	29282		Registered	Farley's and Sathers Candy Company, Inc.
LEBANON	FRUIT STRIPE	56476		Registered	Farley's and Sathers Candy Company, Inc.
LITHUANIA	FRUIT STRIPE	26104		Registered	Farley's and Sathers Candy Company, Inc.
MALAYSIA	FRUIT STRIPE	MA/3502/91		Unregistered	Farley's and Sathers Candy Company, Inc.
MEXICO	FRUIT STRIPE	543070		Unregistered	Farley's and Sathers Candy Company, Inc.
MOROCCO	FRUIT STRIPE	46984		Registered	Farley's and Sathers Candy Company, Inc.
MYANMAR	FRUIT STRIPE	91002/19		Registered	Farley's and Sathers Candy Company, Inc.
NEW ZEALAND	FRUIT STRIPE	211079		Registered	Farley's and Sathers Candy Company, Inc.
NICARAGUA	FRUIT STRIPE	23909		Registered	Farley's and Sathers Candy Company, Inc.
NIGERIA	FRUIT STRIPE	56432		Registered	Farley's and Sathers Candy Company, Inc.
NORWAY	FRUIT STRIPE	156215		Registered	Farley's and Sathers Candy Company, Inc.
PAKISTAN	FRUIT STRIPE	111770		Unregistered	Farley's and Sathers Candy Company, Inc.
PANAMA	FRUIT STRIPE	58425		Registered	Farley's and Sathers Candy Company, Inc.
PAPAU NEW GUINEA	FRUIT STRIPE	A51524		Registered	Farley's and Sathers Candy Company, Inc.
PARAGUAY	FRUIT STRIPE	240641		Registered	Farley's and Sathers Candy Company, Inc.
PERU	FRUIT STRIPE	93169		Registered	Farley's and Sathers Candy Company, Inc.
PHILIPPINES	FRUIT STRIPE	5584		Unregistered	Farley's and Sathers Candy Company, Inc.
PORTUGAL	FRUIT STRIPE	274874		Registered	Farley's and Sathers Candy Company, Inc.
PUERTO RICO	FRUIT STRIPE	22807		Registered	Farley's and Sathers Candy Company, Inc.
QATAR	FRUIT STRIPE	9015		Registered	Farley's and Sathers Candy Company, Inc.
ROMANIA	FRUIT STRIPE	22450		Registered	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
RUSSIAN FEDERATION	FRUIT STRIPE	82675		Registered	Farley's and Sathers Candy Company, Inc.
SAUDI ARABIA	FRUIT STRIPE	246/66		Registered	Farley's and Sathers Candy Company, Inc.
SRI LANKA	FRUIT STRIPE	61900		Registered	Farley's and Sathers Candy Company, Inc.
THAILAND	FRUIT STRIPE	158148		Registered	Farley's and Sathers Candy Company, Inc.
TRINIDAD AND TOBAGO	FRUIT STRIPE	20054		Registered	Farley's and Sathers Candy Company, Inc.
TUNISIA	FRUIT STRIPE	EE 91 0690		Registered	Farley's and Sathers Candy Company, Inc.
TURKEY	FRUIT STRIPE	134089		Registered	Farley's and Sathers Candy Company, Inc.
TURKEY	FRUIT STRIPE	5263		Registered	Farley's and Sathers Candy Company, Inc.
U.K.	FRUIT STRIPE	2019668		Registered	Farley's and Sathers Candy Company, Inc.
UKRAINE	FRUIT STRIPE	5263		Registered	Farley's and Sathers Candy Company, Inc.
UNITED ARAB EMIRATES	FRUIT STRIPE				Farley's and Sathers Candy Company, Inc.
URUGUAY	FRUIT STRIPE	255,079		Registered	Farley's and Sathers Candy Company, Inc.
VENEZUELA	FRUIT STRIPE	F165986		Registered	Farley's and Sathers Candy Company, Inc.
YUGOSLAVIA	FRUIT STRIPE	38,445		Registered	Farley's and Sathers Candy Company, Inc.
AUSTRIA	FRUIT STRIPE and DESIGN	143596		Registered	Farley's and Sathers Candy Company, Inc.
SWEDEN	FRUIT STRIPE and DEVICE	165566		Registered	Farley's and Sathers Candy Company, Inc.
PHILIPPINES	FRUIT STRIPE	36042		Registered	Farley's and Sathers Candy Company, Inc.
SWITZERLAND	ASSORTED GUM				Farley's and Sathers Candy Company, Inc.
RUSSIAN FEDERATION	FRUIT STRIPE	285671		Registered	Farley's and Sathers Candy Company, Inc.
U.K.	FRUIT STRIPE in RUSSIAN Label	144252		Registered	Farley's and Sathers Candy Company, Inc.
AUSTRALIA	FRUIT STRIPE	B1050575		Registered	Farley's and Sathers Candy Company, Inc.
COLUMBIA	HEIDE AND DESIGN	A111389	September 30, 1958	Registered	Farley's and Sathers Candy Company, Inc.
MEXICO	HEIDE AND DESIGN	117931	August 31, 1987	Registered	Farley's and Sathers Candy Company, Inc.
NEW ZEALAND	HEIDE AND DESIGN	502455	August 30, 1995	Registered	Farley's and Sathers Candy Company, Inc.
	HEIDE AND DESIGN	247023	March 22, 1997	Registered	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
UNITED KINGDOM	HEIDE AND DESIGN	647642	May 10, 1946	Registered	Farley's and Sathers Candy Company, Inc.
UNITED KINGDOM	HEIDES (STYLIZED)	716536	April 8, 1953	Registered	Farley's and Sathers Candy Company, Inc.
JAPAN	HERSHEY'S AMAZIN' FRUIT	4031577	July 18, 1997	Registered	Farley's and Sathers Candy Company, Inc.
SINGAPORE	HERSHEY'S AMAZIN' FRUIT	B4117/95	May 9, 1995	Registered	Farley's and Sathers Candy Company, Inc.
UNITED KINGDOM	JULYFRUITS	794696	August 21, 1959	Registered	Farley's and Sathers Candy Company, Inc.
GERMANY	NOW & LATER	964,531	November 11, 1977	Valid until 11/30/06	Farley's and Sathers Candy Company, Inc.
MEXICO	NOW & LATER	441,314	June 16, 1993	Registered	Farley's and Sathers Candy Company, Inc.
ARGENTINA	RAIN BLO	1,584,482		Registered	Farley's and Sathers Candy Company, Inc.
BOLIVIA	RAIN BLO	62572-C		Registered	Farley's and Sathers Candy Company, Inc.
BRAZIL	RAIN BLO and DESIGN	818763965		Registered	Farley's and Sathers Candy Company, Inc.
CHILE	RAIN-BLO	463,349		Registered	Farley's and Sathers Candy Company, Inc.
COSTA RICA	RAIN-BLO	98506		Registered	Farley's and Sathers Candy Company, Inc.
ECUADOR	RAIN-BLO	1550-97		Registered	Farley's and Sathers Candy Company, Inc.
EL SALVADOR	RAIN-BLO	0021		Registered	Farley's and Sathers Candy Company, Inc.
HAITI	RAIN-BLO	71566		Registered	Farley's and Sathers Candy Company, Inc.
HONDURAS	RAIN-BLO	71566		Registered	Farley's and Sathers Candy Company, Inc.
MEXICO	RAIN-BLO	575895		Registered	Farley's and Sathers Candy Company, Inc.
PANAMA	RAIN-BLO	88966		Registered	Farley's and Sathers Candy Company, Inc.
TRINIDAD AND TOBAGO	RAIN-BLO	25128		Registered	Farley's and Sathers Candy Company, Inc.
URUGUAY	RAIN-BLO	285,506		Registered	Farley's and Sathers Candy Company, Inc.
VENEZUELA	RAIN-BLO	8741-95		Registered	Farley's and Sathers Candy Company, Inc.
MEXICO	RED HOT METEORS	455750	March 30, 1994 Expires November 22, 2001 (Renewal Instructed)	Not in Use	Farley's and Sathers Candy Company, Inc.
MEXICO	SATHERS	436612	June 30, 1993 Expires September 2, 2001	Abandoned	Farley's and Sathers Candy Company, Inc.
MEXICO	SATHERS	436611	June 30, 1993 Expires September 2, 2001	Abandoned	Farley's and Sathers Candy Company, Inc.
MEXICO	SNIPPITS	386378	November 13, 1990 Expires August 2, 2005	Not in Use	Farley's and Sathers Candy Company, Inc.

INTERNATIONAL TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RESULTS	OWNER
MEXICO	SONIC BOOM	481824	December 7, 1994 Expires March 18, 2004	Registered	Farley's and Salthers Candy Company, Inc.
DOMINICAN REPUBLIC	SUPER BUBBLE	81,173		Registered	Farley's and Salthers Candy Company, Inc.
ECUADOR	SUPER BUBBLE	2025-99		Registered	Farley's and Salthers Candy Company, Inc.
GUATEMALA	SUPER BUBBLE	115131		Registered	Farley's and Salthers Candy Company, Inc.
HAITI	SUPER BUBBLE	112/108		Registered	Farley's and Salthers Candy Company, Inc.
MEXICO	SUPER BUBBLE	575893		Registered	Farley's and Salthers Candy Company, Inc.
PANAMA	SUPER BUBBLE	76889		Registered	Farley's and Salthers Candy Company, Inc.
PERU	SUPER BUBBLE	34014		Registered	Farley's and Salthers Candy Company, Inc.
TRINIDAD AND TOBAGO	SUPER BUBBLE	B25129		Registered	Farley's and Salthers Candy Company, Inc.
URUGUAY	SUPER BUBBLE	285,345		Registered	Farley's and Salthers Candy Company, Inc.
VENEZUELA	SUPER BUBBLE	17,575-95			Farley's and Salthers Candy Company, Inc.
MEXICO	SUPER TWIST	503564	September 14, 1995 Expires April 22, 2003	Not in Use	Farley's and Salthers Candy Company, Inc.
BOLIVIA	SUPERBUBBLE	62573-C		Registered	Farley's and Salthers Candy Company, Inc.
BRAZIL	SUPERBUBBLE	818778474		Registered	Farley's and Salthers Candy Company, Inc.
MEXICO	TANG-A-ROOS	386370	November 13, 1990 Expires July 26, 2005	Not in Use	Farley's and Salthers Candy Company, Inc.
AUSTRALIA	WUNDER BEANS AND DESIGN	656852	March 28, 1995	Registered	Farley's and Salthers Candy Company, Inc.
JAPAN	WUNDER BEANS AND DESIGN	4043006	August 15, 1997	Registered	Farley's and Salthers Candy Company, Inc.
MEXICO	WUNDER BEANS AND DESIGN	502456	August 30, 1995	Registered	Farley's and Salthers Candy Company, Inc.
UNITED KINGDOM	WUNDER BEANS AND DESIGN	1567381	October 31, 1994	Registered	Farley's and Salthers Candy Company, Inc.
UNITED KINGDOM	WUNDER BEANS AND DESIGN	1494977	October 31, 1994	Registered	Farley's and Salthers Candy Company, Inc.
NEW ZEALAND	WUNDER BEANS AND DESIGN	247022	April 7, 1997	Registered	Farley's and Salthers Candy Company, Inc.

SCHEDULE 1

**TO AMENDMENT NUMBER ONE TO
TRADEMARK SECURITY AGREEMENT**

<u>Trademark Name</u>	<u>Registration Number</u>	<u>Registration Date</u>
See Attached.	See Attached.	

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SUPER BUBBLE FRANCHISE**Registered Marks**

Country	Trademark	Reg. No.
Bolivia	SUPER BUBBLE	62573-C
Brazil	SUPER BUBBLE (Stylized)	818778474
Canada	SUPER BUBBLE	249042
Dominican Republic	SUPER BUBBLE	81173
Ecuador	SUPER BUBBLE	2025-99
Guatemala	SUPER BUBBLE	115131
Haiti	SUPER BUBBLE	112/108
Panama	SUPER BUBBLE	76889
Peru	SUPER BUBBLE	034014
Trinidad and Tobago	SUPER BUBBLE	B25129
U.S.	SUPER BUBBLE (Stylized)	504862
U.S.	SUPER BUBBLE	882574
Uruguay	SUPER BUBBLE	285345

Applications to Register

Country	Trademark	App. No.
Honduras	SUPER BUBBLE	3136/96
Mexico	SUPER BUBBLE	575893
Venezuela	SUPER BUBBLE	17-575-95

Common Law

Country	Trademark	Status
U.S.	THE GREAT AMERICAN BUBBLE GUM	Unregistered

Domain

Domain Name	Reg. Date	Exp. Date
SUPERBUBBLE.COM	06-Sep-2001	06-Sep-2004

RAIN-BLO FRANCHISE

Registered Marks

Country	Trademark	Reg. No.
Argentina	RAIN BLO	1584482
Bolivia	RAIN BLO	62572-C
Brazil	RAIN-BLO and Design	818763965
Canada	RAIN-BLO	196385
Canada	RAD PACK	536097
Canada	RAD PACK and Design	536096
Canada	SPHEROIDS7	536236
Chile	RAIN-BLO	463349
Costa Rica	RAIN-BLO	98506
Ecuador	RAIN-BLO	1550-97
El Salvador	RAIN-BLO	2025/95
Haiti	RAIN-BLO	113/108
Honduras	RAIN-BLO	71566
Panama	RAIN-BLO	88966
Trinidad and Tobago	RAIN BLO	25128
U.S.	RAIN-BLO	968775
U.S.	JUM-BLO	1541777
U.S.	RAD PACK	2089885
Uruguay	RAIN-BLO	285506
U.S.	COLOR BUBBLES	2399062
U.S.	COLOR BUBBLES and Design	1242236
U.S.	Miscellaneous Design (Clown)	1300843
U.S.	HOT DOG!	786497
Canada	HOT DOG!	202058

Applications to Register

Country	Trademark	App. No.
Mexico	RAIN-BLO	575895
Venezuela	RAIN-BLO	8741-95

Domain

Domain Name	Reg. Date	Exp. Date
RAINBLO.CA	11-Sep-2000	01-Dec-2003*

FRUIT STRIPE FRANCHISE

Registered Marks

Country	Trademark	Reg. No.
Algeria	FRUIT STRIPE	61121
Austria	FRUIT STRIPE and Design	143596
Bahrain	FRUIT STRIPE	15378
Bangladesh	FRUIT STRIPE	32942
Benelux	FRUIT STRIPE	334709
Bolivia	FRUIT STRIPE	53701
Brazil	FRUIT STRIPE	818315202
Brunei Darussalam	FRUIT STRIPE	18490
Bulgaria	FRUIT STRIPE	20464
Canada	FRUIT STRIPE	233039
Canada	FRUIT STRIPE and Label Design	255518
Chile	FRUIT STRIPE	398081
Colombia	FRUIT STRIPE	166197
Croatia	FRUIT STRIPE	2920939
Cyprus	FRUIT STRIPE	34657
Denmark	FRUIT STRIPE	01846-1977
Dominican Republic	FRUIT STRIPE	58293
Egypt	FRUIT STRIPE	80107
Estonia	FRUIT STRIPE	12976
European Community	FRUIT STRIPE	129445
Finland	FRUIT STRIPE	75508
Georgia	FRUIT STRIPE	2791
Greece	FRUIT STRIPE	104514
Guatemala	FRUIT STRIPE	68543393148
Hong Kong	FRUIT STRIPE	B00617
Hungary	FRUIT STRIPE	133877
Iceland	FRUIT STRIPE	982/1991
Iran	FRUIT STRIPE	67822
Ireland	FRUIT STRIPE	145016
Israel	FRUIT STRIPE	80698
Italy	FRUIT STRIPE	728913
Jordan	FRUIT STRIPE	29282
Lebanon	FRUIT STRIPE	56476
Lithuania	FRUIT STRIPE	26104
Morocco	FRUIT STRIPE	46984
Myanmar	FRUIT STRIPE	91002119
New Zealand	FRUIT STRIPE	211079
Nicaragua	FRUIT STRIPE	23909
Nigeria	FRUIT STRIPE	56432
Norway	FRUIT STRIPE	156215
Panama	FRUIT STRIPE	058425
Papua New Guinea	FRUIT STRIPE	A51524

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Paraguay	FRUIT STRIPE	240641
Peru	FRUIT STRIPE	93169
Philippines	FRUIT STRIPE ASSORTED GUM	36042
Portugal	FRUIT STRIPE	274874
Puerto Rico	FRUIT STRIPE	22807
Qatar	FRUIT STRIPE	9015
Romania	FRUIT STRIPE	22450
Russian Federation	FRUIT STRIPE	82675
Russian Federation	FRUIT STRIPE in Russian	144252
Saudi Arabia	FRUIT STRIPE	246/66
Sri Lanka	FRUIT STRIPE	61900
Sweden	FRUIT STRIPE and Device	165566
Switzerland	FRUIT STRIPE ASSORTED GUM	285671
Thailand	FRUIT STRIPE	158148
Trinidad and Tobago	FRUIT STRIPE	20054
Tunisia	FRUIT STRIPE	EE 91 0690
Turkey	FRUIT STRIPE	134089
Turkey	FRUIT STRIPE	5263
Ukraine	FRUIT STRIPE	5263
UAE	FRUIT STRIPE	
U.K.	FRUIT STRIPE	2019668
U.K.	FRUIT STRIPE Label	B1050575
U.S.	FRUIT STRIPE	1184034
U.S.	FRUIT STRIPE ASSORTED GUM	1029501
U.S.	FRUIT STRIPE PHOTO SAFARI	2338757
U.S.	Miscellaneous Design (Gum)	1843096
U.S.	Miscellaneous Design (Zebra) -	1031639
U.S.	Miscellaneous Design (Zebra)	1840725
U.S.	PEACH SMASH	2048110
U.S.	YIPES	1758561
Uruguay	FRUIT STRIPE	255079
Venezuela	FRUIT STRIPE	F165986
Yugoslavia	FRUIT STRIPE	38445

Applications to Register

Trademark	Country	APP. NO.
Austria	FRUIT STRIPE	2804/2003
El Salvador	FRUIT STRIPE	2288/91
Malaysia	FRUIT STRIPE	MA/3502/91
Mexico	FRUIT STRIPE	543070
Pakistan	FRUIT STRIPE	111770
Philippines	FRUIT STRIPE	5584

Domain

NY12528:180512.8

UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	FEDERAL STATUS	OWNER
USA	BLACK RADBERRY	1883077	3/7/1995	Renewed	Farley's and Sathers Candy Company, Inc.
USA	BLUE RADBERRY	2066650	6/3/1997	Renewed	Farley's and Sathers Candy Company, Inc.
USA	DEVICE (NOW & LATER RELATED)	1837440	5/24/1994	Registered	Farley's and Sathers Candy Company, Inc.
USA	DEVICE (NOW & LATER RELATED)	785717	2/23/1996	Registered	Farley's and Sathers Candy Company, Inc.
USA	DEVICE (NOW & LATER RELATED)	1819137	2/1/1994	Registered	Farley's and Sathers Candy Company, Inc.
USA	RADBERRY	1911624	8/15/1995	Renewed	Farley's and Sathers Candy Company, Inc.