

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Brach's Confections, Inc.		11/14/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Farley's & Sathers Candy Company, Inc.		
<b>Street Address:</b>	One Sather Plaza, P.O. Box 28		
<b>City:</b>	Round Lake		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	56167		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76607640		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(612)332-9081		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	612-332-5300		
<b>Email:</b>	kanderson@merchantgould.com		
<b>Correspondent Name:</b>	Andrew S. Ehard		
<b>Address Line 1:</b>	P.O. Box 2910		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402-0910		
<b>ATTORNEY DOCKET NUMBER:</b>	15854.00000001		
<b>NAME OF SUBMITTER:</b>	Andrew S. Ehard		
<b>Signature:</b>	/Andrew S. Ehard/		
<b>Date:</b>	05/07/2008		

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**Total Attachments: 13**

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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, effective as of November 14, 2007, is by and between Brach's Confections, Inc., a Delaware corporation with its address at 19111 N. Dallas Parkway, Suite 200, Dallas, Texas 75287 ("Assignor") and Farley's & Sathers Candy Company, Inc., a Delaware corporation with its address at P.O. Box 28, One Sather Plaza, Round Lake, Minnesota 56167 ("Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks and trademark applications and registrations listed in the attached Schedule A (the "Trademarks").

WHEREAS, Assignee is desirous of acquiring the entire right, title and interest in, and to and under the Trademarks.

WHEREAS, Assignor hereby covenants and agrees that the Assignor has full right to convey the entire interest herein assigned, and that the Assignor has not executed, and will not execute, any agreement in conflict herewith.

NOW, THEREFORE, for good and valuable consideration, receipt and adequacy of which is hereby acknowledged, the Assignor does hereby assign, sell, transfer and set over to Assignee its entire right, title and interest in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks and all income, royalties and damages now and hereafter due and/or payable to Assignor, along with the right to sue for past, present and future infringements, in and to all the Trademarks, and the applications and registrations thereof, set forth on the attached Schedule A.

IN TESTIMONY WHEREOF, Assignor has caused this Trademark Assignment to be duly executed by its duly authorized officers on the date set forth below.

BRACH'S CONFECTIONS, INC.

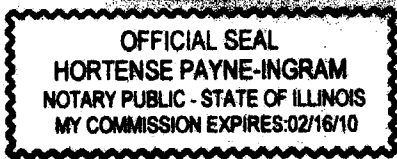
By James G. Hagedorn  
Name: JAMES G. HAGEDORN  
Title: CEO  
Date: November 2, 2007

STATE OF ILLINOIS )  
COUNTY OF COOK )ss:

On this 2<sup>nd</sup> day of NOV, 2007, before me the undersigned, a Notary Public of the County of COOK, personally appeared James G. Hagedorn, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Hortense Payne-Ingram  
Signature of Notary



FARLEY'S & SATHERS CANDY COMPANY, INC.

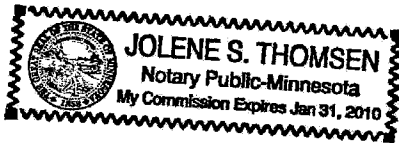
By Tamara A. Koller  
Name: Tamara A. Koller  
Title: Chief Financial Officer  
Date: November 9, 2007

STATE OF Minnesota )  
 )ss:  
COUNTY OF Nobles )

On this 9 day of Nov., 2007, before me the undersigned, a Notary Public of the County of Nobles, personally appeared Tamara A. Koller, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Jolene S. Thomsen  
Signature of Notary



**SCHEDULE A-1**

**Trademark Registrations**

Country/State	Trademark	Registration Number	Registration Date
Argentina	BRACH'S	1856864	07-Jan-2002
Argentina	PICK-A-MIX	1517801	29-Apr-1994
Australia	BRACH'S	643599	26-Mar-1996
Australia	BRACH'S	299746	11-Jan-1979
Austria	BRACH'S	110999	28-Nov-1985
Bahamas	BRACH'S	10953	28-Sep-1983
Bahamas	FRUIT BEAR FACTORY	21130	23-Nov-1998
Bahamas	FRUIT BEAR FACTORY & Design	21126	23-Nov-1998
Belize	BRACH'S	6576	30-Mar-1992
Benelux	BRACH'S	375848	19-Mar-2001
Bermuda	BRACH'S	21717	03-Feb-1993
Bolivia	BRACH'S	47688	26-Oct-1982
Brazil	BRACH'S	6581072	10-Jul-1977
Brazil	BRACH'S and Design	7107714	25-Mar-1980
Brazil	PICK-A-MIX	817443290	25-Apr-1995
Bulgaria	BRACH'S	20598	10-Jun-1993
Canada	ABRA CABUBBLE	TMA541383	20-Feb-2001
Canada	ASSORTED FRUIT DINOSAURS FRUIT SNACKS	TMA541278	16-Feb-2001
Canada	BLUE CHOMPERS	TMA541279	16-Feb-2001
Canada	BRACH'S	UCA030502	24-Jun-1948

Country/State	Trademark	Registration Number	Registration Date
Canada	BRACH'S CANDY CORN	TMA541330	19-Feb-2001
Canada	BRACH'S CLUSTERS MILK CHOCOLATE COVERED PEANUTS	TMA541512	26-Feb-2001
Canada	BRACH'S FRENCH BURNT PEANUTS	TMA541276	16-Feb-2001
Canada	BRACH'S FRESH CANDY SHOPPE	TMA568139	27-Sep-2002
Canada	BRACH'S MALTS	TMA541384	20-Feb-2001
Canada	BRACH'S MINT PATTIES	TMA541277	16-Feb-2001
Canada	BRACH'S ORANGE SLICES	TMA541203	15-Feb-2001
Canada	BRACH'S PEANUT CARAMEL CLUSTERS	TMA541204	15-Feb-2001
Canada	BRACH'S ROYALS	TMA513601	29-Jul-1999
Canada	BRACH'S STAR BRITES	TMA524777	13-Mar-2000
Canada	BRACHO	TMA181760	10-Mar-1972
Canada	BULLIES	TMA318202	5-Sept-1986
Canada	CINNAMON IMPERIALS	TMA575220	06-Feb-2003
Canada	DEEP SEA SOUR FISH	TMA541260	16-Feb-2001
Canada	DOUBLE DIPPERS	TMA541328	19-Feb-2001
Canada	FRUITY BEAR FACTORY & Design	TMA543300	2-Apr-2001
Canada	FRUITY BEAR FACTORY	TMA543301	2-Apr-2001
Canada	FRUIT BUNCH	TMA479486	04-Aug-1997
Canada	JOTS	TMA329019	19-Jun-1987
Canada	MORNINGSIDE	TMA205712	07-Mar-1975
Canada	PARADISE HAZELNUT CRISPS	TMA541534	26-Feb-2001
Canada	PERKYS	TMA244293	02-May-1980
Canada	PICK-A-MIX	TMA420333	03-Dec-1993

Country/State	Trademark	Registration Number	Registration Date
Canada	PINA COLADA TROPICO	TMA541536	26-Feb-2001
Canada	SPECIAL TREASURES	TMA481223	21-Aug-1997
Canada	SPICE DROPS	TMA541537	26-Feb-2001
Canada	SUNDAES NEAPOLITAN COCONUT	TMA541532	26-Feb-2001
Canada	TANGY FRUIT RINGOS	TMA541259	16-Feb-2001
Canada	VILLA	TMA430620	22-Jul-1994
Canada	WILD 'N FRUITY TINY GUMMI BEARS	TMA541256	16-Feb-2001
Canada	WILD'N FRUITY	TMA541332	19-Feb-2001
Canada	WILD'N FRUITY GUMMI BEARS	TMA541258	16-Feb-2001
Canada	WILD'N FRUITY SUGAR FREE GUMMI BEARS	TMA541257	16-Feb-2001
Cayman Islands	BRACH'S	B929663	10-Dec-1992
Chile	BRACH'S	548536	23-Sep-1999
Chile	PICK-A-MIX	691350	31-Mar-1994
China	BRACH'S	99478	29-Nov-1979
Colombia	BRACH'S	238346	10-Jul-2001
Costa Rica	BRACH'S	61568	14-Dec-1982
Czech Republic	BRACH'S	177607	20-Jun-1994
Dominican Republic	BRACH'S	16667	04-Jul-1968
Ecuador	BRACH'S	144669	27-Apr-1992
Ecuador	PICK-A-MIX	2205/95	12-Jul-1995
El Salvador	BRACH'S	116 book 28	10-Oct-1995
Estonia	BRACH'S	19462	26-Apr-1996
European Community	STAR BRITES	002982791	26-July-2006



Country/State	Trademark	Registration Number	Registration Date
Fiji	BRACH'S	17865	29-Aug-1986
France	BRACH'S	1572832	08-Sep-1988
Georgia (U.S.)	BROCK and Design	T-354	09-Jul-1948
Germany	BRACHS	862931	13-Nov-1969
Germany	BRACH'S	1185759	16-Sep-1992
Germany	BRACH'S	1024576	23-Oct-1981
Germany	PICKAMIX	1057559	22-Dec-1983
Germany	PICKAMIX	1143532	24-Jul-1989
Greece	BRACH*S	70012	01-Oct-1981
Guatemala	BRACH'S	126132	02-Oct-2003
Haiti	BRACH'S	321/138	16-Apr-2003
Honduras	BRACH'S	40931	13-Oct-1982
Hong Kong	BRACH'S	1972B1177	22-Aug-1972
Hong Kong	BRACH'S in Chinese (Mei Pik Tong - beautiful, Jade, sugar)	1992B05215	16-Dec-1992
Hungary	BRACH'S	135438	14-Jun-1993
Iceland	BRACH'S	665/1992	16-Jun-1992
Ireland	BRACH*S	93097B	18-May-1983
Israel	BRACH'S	94761	01-Mar-1996
Italy	BRACH'S	846049	29-Mar-1969
Japan	BRACHS	822841	20-Jun-1969
Korea	BRACH'S	207525	27-Dec-1990
Malaysia	BRACH'S	89/07143	19-May-1995
Mexico	BRACH'S	145321	10-Oct-1968

Country/State	Trademark	Registration Number	Registration Date
Mexico	BRACH'S FIESTA MIX	602872	08-Feb-1999
Mexico	BRACH'S ROYALS	949004	28-Aug-2006
Mexico	FRESH AND CLEAN	591341	28-Oct-1998
Mexico	GUMMI PLUS	943216	18-Jul-2006
Mexico	JOTS	319535	19-Feb-1986
Mexico	PICK-A-MIX	658802	07-Apr-2000
Mexico	STAR BRITES	920067	21-Feb-2006
Mexico	VERNELL'S	946232	28-Jul-2006
New Zealand	BRACH*S	116699	26-Sep-1978
Oman	BRACH'S	29957	29-Jun-2005
Panama	BRACH'S	29872	27-Oct-1982
Panama	BRACH'S & Design	42581	25-May-1988
Paraguay	BRACH'S	133733	03-Apr-1979
Peru	BRACH*S	45242	16-Aug-1982
Peru	PICK-A-MIX	9540	15-Aug-1994
Philippines	BRACH'S & Design (New)	4-2003-001927	16-Jul-2006
Poland	BRACH'S	75481	13-Jan-1994
Poland	PICK-A-MIX	84643	11-Apr-1995
Puerto Rico	BRACH'S	17037	10-Jun-1971
Puerto Rico	BRACH'S	21181	16-Dec-1977
Romania	BRACH'S	18877	25-Feb-1992
Saudi Arabia	BRACH*S	254/67	08-Mar-1992
Serbia	BRACH'S	40017	13-Mar-1992

Country/State	Trademark	Registration Number	Registration Date
Singapore	BRACHS	B7628/89	18-Nov-1989
Singapore	BRACHS AND AMERICAN BEAUTIFUL CR	B7630/89	18-Nov-1989
Slovakia	BRACH'S	175625	04-Sep-1995
South Africa	BRACH'S	B76/4300	17-Aug-1976
Spain	BRACH'S	573986M	24-Jul-1975
Switzerland	BRACH*S and Design	355445	20-Oct-1987
Tennessee (USA)	BROCK and Design		28-Jan-1998
Thailand	BRACH'S	Kor 107542	25-Apr-1991
Trinidad and Tobago	BRACH*S	13365	01-Mar-1985
United Kingdom	BRACH'S	929663	23-Oct-1970
United States	ABRA CABUBBLE	1806814	23-Nov-1993
United States	BEAR AND BERRIES DESIGN (FBF AND DESIGN)	2261652	13-Jul-1999
United States	BRACH*S and Design (3D Design)	2927740	22-Feb-2005
United States	BRACH'S	914107	08-Jun-1971
United States	BRACH'S and Diamond Design	1841450	21-Jun-1994
United States	BRACH'S KENTUCKY MINTS (Stylized)	522183	14-Mar-1950
United States	BRACH'S KIDS' TREATS	2803439	06-Jan-2004
United States	BRACH'S MALTS	2107280	21-Oct-1997
United States	BRACH'S PICK-A-MIX	740287	06-Nov-1962
United States	BRACH'S SPRINKLES & Design	2135201	10-Feb-1998
United States	BRACH'S stylized	516342	18-Oct-1949
United States	BUBBLE CHUNK	2890373	28-Sep-2004
United States	BUNNY BASKET EGGS	2719858	27-May-2003

Country/State	Trademark	Registration Number	Registration Date
United States	CANDY CORN CRUNCH MIX	3257284	26-Jun-2007
United States	CHICKS & RABBITS	2584084	18-Jun-2002
United States	CHOCOLATE SELECTIONS	2196962	20-Oct-1998
United States	DEM BONES	1836318	10-May-1994
United States	FAST SNACKERS	2525590	01-Jan-2002
United States	FLAVOUR and Design	254766	02-Apr-1929
United States	FRESH-FLO	2548027	12-Mar-2002
United States	FRUIT BUNCH	1562430	24-Oct-1989
United States	FRUIT RIPPERS	2780490	04-Nov-2003
United States	FRUTIOS	1916674	05-Sep-1995
United States	GOOFY FRUITS	2918099	11-Jan-2005
United States	GUMMY SQUIRMS	1400575	08-Jul-1986
United States	HARRIET CLARK'S & Design	240188	20-Mar-1928
United States	HOLIDAY MIX	740111	30-Oct-1962
United States	HOT HITS	2727753	17-Jun-2003
United States	ICE BLUE MINT COOLERS	2564216	23-Apr-2002
United States	JOTS	784530	02-Feb-1965
United States	KENTUCKY	870550	03-Jun-1969
United States	MAKING SMILES SINCE 1904	2807318	20-Jan-2004
United States	MINT PEARLS	1254679	18-Oct-1983
United States	ORCHARD FRESH	3033140	20-Dec-2005
United States	ORCHARD FRUIT	3038459	03-Jan-2006
United States	PARTY MIX	737266	04-Sep-1962

Country/State	Trademark	Registration Number	Registration Date
United States	RICH & DREAMY	2293010	16-Nov-1999
United States	SASSY HEARTS	1207448	07-Sep-1982
United States	SCARY MIX	3113030	04-Jul-2006
United States	SERVE THE BEST TO YOUR GUESTS!	2659989	10-Dec-2002
United States	SNAPPYTARTS	1558324	26-Sep-1989
United States	SOUR BREAK-UPS	2116813	25-Nov-1997
United States	SOUR SQUIRMS	2245135	11-May-1999
United States	SPARKLES	1533478	04-Apr-1989
United States	SPECIAL TREASURES	1926622	10-Oct-1995
United States	SPORTS EDGE	3283913	21-Aug-2007
United States	STAR BRITES	2070135	10-Jun-1997
United States	TANGY-FRUIT RINGOS	2808886	27-Jan-2004
United States	TARGETS	849116	14-May-1968
United States	TONGUE PAINTERS	2846893	25-May-2004
United States	TRUSTED QUALITY, GREAT TASTE	3289276	04-Sep-2007
United States	VALEN TINY'S	1848301	02-Aug-1994
United States	WE TURN GOOD THINGS INTO GREAT CANDIES	2525945	01-Jan-2002
United States	WILD 'N FRUITY	1926615	10-Oct-1995
Uruguay	BRACH*S	346176	17-May-1983
Uruguay	PICK-A-MIX	368050	22-Mar-1996
Venezuela	BRACH'S	66503-F	06-Sep-1971
Vietnam	BRACH'S	19868	29-Jan-1996
Vietnam	PICK-A-MIX	20135	06-Mar-1996

Country/State	Trademark	Registration Number	Registration Date
Yemen	BRACH'S	17022	11-Aug-2003

**SCHEDULE A-2**

**Trademark Applications**

<b>Country</b>	<b>Trademark</b>	<b>Application Number</b>	<b>Application Date</b>
Canada	ROYAL MIX	1279848	17-Nov-2005
Canada	TRUSTED QUALITY, GREAT TASTE	1315228	01-Sep-2006
Mexico	TRUSTED QUALITY, GREAT TASTE	805438	08-Sep-2006
United States	GUMMI PLUS	78/895466	30-May-2006
United States	PARTY MIX	78/637643	26-May-2005
United States	SOUR FRUIT SQUISHERS	77/157399	16-Apr-2007
United States	Star/Heart Logo	76/607640	19-Aug-2004
United States	VERNEL'S	78/925411	10-Jul-2006