

## 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
Societe des Produits Nestle S.A.		05/01/2013	Societe Anonyme: SWITZERLAND
RECEIVING PARTY DATA			
Name:	Pearson Candy Company		
Street Address:	2140 W. Seventh Street		
City:	St. Paul		
State/Country:	MINNESOTA		
Postal Code:	55164		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0201022	BIT-O-HONEY	
Registration Number:	2112401		
CORRESPONDENCE DATA			
Fax Number:	2122776501		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	(212)277-6500		
Email:	goodwillj@dicksteinshapiro.com		
Correspondent Name:	Clark W. Lackert		
Address Line 1:	Dickstein Shapiro LLP		
Address Line 2:	1633 Broadway		
Address Line 4:	New York, NEW YORK 10019-6708		
ATTORNEY DOCKET NUMBER:	P3401.0000		
NAME OF SUBMITTER:	Clark W. Lackert		

Signature:	/Clark W. Lackert/
Date:	05/10/2013
Total Attachments: 4 source=TM Assignment#page1.tif source=TM Assignment#page2.tif source=TM Assignment#page3.tif source=TM Assignment#page4.tif	

## ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

WHEREAS, Nestlé USA, Inc., a Delaware corporation ("Nestlé"), and Pearson Candy Company, a Minnesota corporation ("Buyer"), have entered into that certain Asset Purchase Agreement, dated as of May 1, 2013 (the "Asset Purchase Agreement"), pursuant to which Nestlé has agreed to sell, and Buyer has agreed to buy, certain assets; and

WHEREAS, SOCIÉTÉ DES PRODUITS NESTLÉ S.A., a société anonyme organized under the laws of Switzerland ("SPN"), NESTEC LTD., a corporation organized under the laws of Switzerland ("Nestec" and, together with SPN, "Seller"), and Buyer have entered into that certain Intellectual Property Purchase and License Agreement, dated as of May 1, 2013 (the "Intellectual Property Purchase Agreement"), pursuant to which Seller has agreed to sell to Buyer, and Buyer has agreed to buy from Seller, certain intellectual property.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller hereby assigns and transfers to Buyer all of its right, title and interest in and to the Transferred Intellectual Property (as defined in the Intellectual Property Purchase Agreement); *provided, however*, that such assignment and transfer to Buyer does not include, and Seller expressly retains, Seller's right, title and interest in and to any and all Excluded Intellectual Property (as defined in the Intellectual Property Purchase Agreement) owned or possessed by Seller.

Seller further agrees to execute, at Buyer's expense, such further documents as may be required to record Buyer as the owner of the Transferred Intellectual Property.

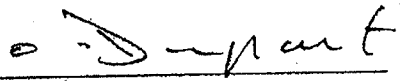
*[Signature Page Follows]*

IN WITNESS WHEREOF, this Assignment of Intellectual Property Rights has been signed as of the date set forth above.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By:   
Name: ~~Sandrine Feyer~~ Nathalie Denel  
Title: ~~Authorized Signatory~~ Authorized Signatory

NESTEC LTD.

By:   
Name: O. DUPONT  
Title: GENERAL COUNSEL R&D

## **SCHEDULE A**


### **EXCLUDED INTELLECTUAL PROPERTY**

- (1) The trademark NESTLÉ and any and all marks, names, slogans, logos, internet domain names and proprietary designations containing, comprising or confusingly similar to "Nestlé" or the Nestlé "Nest" (also known as the Nestlé Seal of Quality) and including all copyrights relating thereto, all trademark applications and registrations containing the foregoing, in each case including any goodwill associated therewith.

**SCHEDULE B**

**TRADEMARKS**

**U.S. TRADEMARK REGISTRATIONS:**

<b>TRADEMARK</b>	<b>REG. NO.</b>	<b>ISSUE DATE</b>	<b>CLASS AND GOODS</b>	<b>NEXT RENEWAL</b>	<b>OWNER</b>
BIT-O-HONEY	201,022	Jul 14 1925	30: Candy	Jul 14 2015	SPN
BEE CHARACTER 	2,112,401	Nov 11 1997	30: Candy	Nov 11 2017	SPN