

01-05-1999

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FORM PTO-1594  
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17/24/98



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Hershey Entertainment & Resorts Company  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State - Pennsylvania  
 Other \_\_\_\_\_

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: 7/1/98

2. Name and address of receiving party(ies):  
Name: MSH South Inc.  
Internal Address: Suite 11  
Street Address: 2500 West Fourth Street  
City: Wilmington State: DE ZIP: 19899

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

4. Application number(s) or registration number(s):  
A. Trademark Application No. (s)  
75/340,234  
75/398,359  
Additional numbers attached?     Yes               No

B. Trademark registration No. (s)

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Sue Heberlig, Paralegal  
Internal Address: McNees, Wallace & Nurick  
\_\_\_\_\_  
Street Address: P.O. Box 1166  
\_\_\_\_\_  
City: Harrisburg State: PA ZIP: 17108

6. Total number of applications and registrations involved.....   
7. Total fee (37 CFR 3.41:..... \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
(Attach duplicate copy of this page if paying by deposit account)

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.*

Sue Heberlig  
Name of Person Signing

[Signature]  
Signature

7.1.98  
Date

01/04/1999 DMGUYEN 00000078 75340234

Total number of pages comprising cover sheet:

01 EC:481 40.00 DP  
02 EC:482 25.00 DP  
OMB No. 0651-0011 (exp. 4/94)

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12-24-1998

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TRADEMARK  
REEL: 1835 FRAME: 0222

SCHEDULE A

THE GREAT BEAR

Serial No. 75/340,234

GREAT BEAR Stylized and Design

Serial No. 75/398,359

TRADEMARK ASSIGNMENT

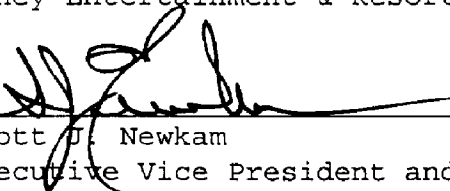
Hershey Entertainment & Resorts Company, a corporation organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 300 Park Blvd, Hershey, Pennsylvania 17033 ("HERCO") is the owner of the service mark applications listed on Schedule "A" attached hereto; and

MSH South Inc., a corporation organized under the laws of the State of Delaware, with its principal place of business located at 2500 West Fourth Street, Suite 11, P.O. Box 25330, Wilmington Delaware 19899 ("MSH") is desirous of acquiring said service marks.

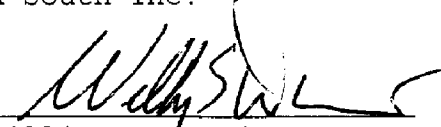
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, including MSH's agreement to grant HERCO an exclusive license to use the service marks assigned pursuant to this Agreement, and intending to be legally bound hereby, HERCO does hereby assign unto MSH, all right, title and interest in and to the said service marks listed on Schedule "A" attached hereto, including any and all rights in the trade dresses and packaging designs related thereto, and any and all other rights which HERCO may have acquired with respect thereto pursuant to common law or any other law or regulation or practice, together with the good will of the business symbolized thereby.

IN WITNESS WHEREOF, this Assignment, with an effective date of July 1, 1998, has been duly executed by the parties hereto.

Hershey Entertainment & Resorts Company

By   
\_\_\_\_\_  
Scott J. Newkam  
Executive Vice President and  
Chief Operating Officer

MSH South Inc.

By   
\_\_\_\_\_  
William E. Davies  
Vice President

AMENDMENT

This amendment dated as of July 1, 1998 to the License Agreement (the "License Agreement") dated as of January 3, 1996 between MSH South ("Licensor") and Hershey Entertainment & Resorts Company, successor to HERCO Inc. ("Licensee").


Licensor is the owner of the service mark applications listed on the attached Exhibit A; and

Licensor wishes to grant and Licensee wishes to receive a license to use the service marks listed on the attached Exhibit A.

NOW, THEREFORE, in consideration of their mutual agreements and intending to be legally bound, the parties agree that the License Agreement shall be amended as follows:

The definition of MSH Properties shall be amended to include the service marks listed on the attached Exhibit A.

IN WITNESS WHEREOF, this Amendment has been duly executed by the parties hereto.

Hershey Entertainment & Resorts Company  
By   
Scott J. Newkam  
Executive Vice President and  
Chief Operating Officer

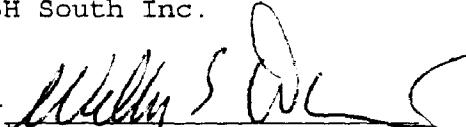
MSH South Inc.  
By   
William E. Davies  
Vice President

EXHIBIT A

THE GREAT BEAR

Serial No. 75/340,234

GREAT BEAR Stylized and Design

Serial No. 75/398,359