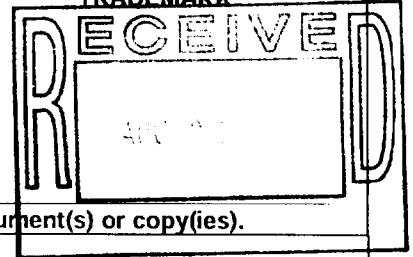


08-25-1999



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Submission Type 8-23-99

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other _____

Conveying Party Mark if additional names of conveying parties attached

Name Kids USA, Inc. Execution Date
Month Day Year
080599

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached

Name R&R Operating Partnership, L.P.

DBA/AKA/TA Cherrydale Farms

Composed of _____

Address (line 1) 1035 Mill Road

Address (line 2) _____

Address (line 3) Allentown Pennsylvania 18106
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Pennsylvania

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/24/1999 MTHAI1 00000271 2048629

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(215) 972-7840

Name

Gary A. Rosen

Address (line 1)

Saul, Ewing, Remick & Saul LLP

Address (line 2)

1500 Market Street

Address (line 3)

38th Floor

Address (line 4)

Philadelphia, PA 19102

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

2048629	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Gary A. Rosen

Name of Person Signing



Signature

August 20, 1999

Date Signed

SCHEDULE A

Registered Trademark to be Assigned to R&R Operating Partnership

<u>NAME</u>	<u>S/N</u>	<u>GOODS</u>
Kids USA	Reg. #2,048,629 (Kids USA)	Consult in F/R with distribution of promo items