FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Conveying Party  Mark if additional names of conveying parties attached Execution Date
Month Day Year 080599
Name Cherrydale Farms, Inc.
Formerly
Individual General Partnership Limited Partnership Corporation Association
Other
X 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 Coneral Partnership V Limited Partnership If document to be recorded is an
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Name Gary A. Rosen		
Address (line 1) Saul, Ewing, R	emick & Saul LLP	
Address (line 2) 1500 Market Str	eet	
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Trademark Application	_	istration Number(s)
75563475 75501454	2197836	1627455
75645854 75377727	1791779	1408811
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Number of Properties Ente	er the total number of properties involved.	# 12
Fee Amount Fee	Amount for Properties Listed (37 CFR 3.4	1): \$ \$15.00
Method of Payment: Deposit Account	Enclosed X Deposit Account	
	unt or if additional fees can be charged to the account.)  Deposit Account Number:	#
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Statement and Signature		
	dge and belief, the foregoing information is true py of the original document. Charges to depos	
Gary A. Rosen		August 20, 1999
Name of Person Signing	Signature	Date Signed
	•	

#### ASSIGNMENT OF TRADEMARKS, TRADEMARK REGISTRATIONS & APPLICATIONS FOR TRADEMARK REGISTRATIONS

In consideration of the sum of One Dollar and other good and valuable executed consideration, and pursuant to an Order of the United States Bankruptcy Court for the District of Delaware (Bk. D. Del. No. 99-597 May 14, 1999), which authorized R&R Operating Partnership L.P. ("R&R") to purchase substantially all of the assets of Cherrydale Farms, Inc. ("CHERRYDALE"), including all trademark rights and the good will associated therewith, all of which is hereby acknowledged; and

intending to be legally bound hereby, CHERRYDALE by these presents hereby assigns, transfers and conveys unto R&R, all of its right, title and interest to the trademarks which have been registered on the Principal Register of the United States, as set forth in Schedule A hereto, and to the trademarks for which applications for registration on the Principal Register of the United States have been filed and are pending, as set forth in Schedule B hereto, together with all good will associated therewith. It is acknowledged that R&R has succeeded to the portion of CHERRYDALE's business to which the aforementioned trademarks pertain.

For the aforesaid consideration, CHERRYDALE hereby covenants, agrees and undertakes to execute, whenever requested by R&R, all trademark registration applications, lawful oaths and any other papers which R&R may deem necessary or desirable for securing to R&R or for maintaining for R&R all of the trademarks, trademark registrations and applications for trademark registrations hereby assigned, all without further compensation to CHERRYDALE.

CHERRYDALE hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

CHERRYDALE FARMS, INC.

melle Mille (INIENIM C-E.O.)

Dated: 8-5-99

**ACKNOWLEDGEMENT** 

STATE OF MASSACHUSH'S

COUNTY OF Nothing: ss.

Before me, a notary public in and for the State and County aforesaid, on this 5<sup>m</sup> day of huguest, 1999, personally appeared known, who being known personally to me, and who having first executed the foregoing instrument in my presence and have been by me first duly sworn, did acknowledge that he/she was authorized to execute the foregoing instrument as a free deed and act on behalf of Cherrydale Farms, Inc., sealed and delivered for the purpose therein stated and intending to be legally bound thereby and intending that said instrument be recorded.

Notary Public
My Commission Expires: 12/30/99

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## SCHEDULE A

# Registered Trademarks to be Assigned to R&R Operating Partnership

NAME	<u>S/N</u>	GOODS
Great Rewards	Reg. #2,197,836 (Cherrydale Farms)	Promote F/R through incentive award program
Cherrydale Farms	Reg. #1,791,779 (Cherrydale Farms)	Candies and cookies
Nobel Hall & Design	Reg. #1,671,746 (Cherrydale Farms)	Papergoods, wrapping paper, calendars and gift bags & boxes
Firefighters	Reg. #1,627,455 (Cherrydale Farms)	Candy
Cherrydale Farms	Reg. #1,408,811 (Cherrydale Farms)	Candies, glazed fruits and honey
Swirls	Reg. #1,478,882 (Cherrydale Farms)	Chocolate covered candy

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### **SCHEDULE B**

# Trademark Registration Applications to be Assigned to R&R Operating Partnership

NAME	<u>S/N</u>	GOODS
Choc-O-Gram	75/563475 (Cherrydale Farms)	Molded chocolate
Haddington Farms Confectioners	75/645854 (Cherrydale Farms)	Candy, nuts and stationary
America's Fundraising Company	75/547,531 (Cherrydale Farms)	Charitable F/R, consultations F/R
Copper Kettle Crunch	75/501,454 (Cherrydale Farms)	Candy coated nuts
Cause Related Rundralsing	75/501,227 (Cherrydale Farms)	Charitable & Comm. E/R
Baseball Player Candy Bar	75/377,727 (Cherrydale Farms)	Chocolate Bars
Nobel Hall	74/135,147 (Cherrydale Farms)	Giftware, figurines, Candle holders and Ornaments

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