

MD 11/12/99

11-17-1999

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp.4/94)



101202367

U.S. DEPARTMENT OF COMMERCE

COVER SHEET
ONLY

Patent and Trademark Office

To The Honorable Comm

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Medford's Inc.

- 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: **November 1, 1999**

2. Name and address of receiving party(ies):

Name: **HQM, Ltd.**

Internal Address: **300 Delaware Avenue, 9th Floor**

Street Address: **300 Delaware Avenue, 9th Floor**

City: **Wilmington**

State: **Delaware**

ZIP: **19801**

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: **Delaware**
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designation must be a separate document from Assignment)

Additional name(s) & address attached? YES NO

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,406,951; 2,090,817; 2,066,927; 1,497,899;

1,366,882; 1,366,883; 1,952,777; and 1,922,269

Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning documents should be mailed:

Name: **Laura G. Miller**

Internal Address:

WOODCOCK WASHBURN KURTZ MACKIEWICZ &

NORRIS LLP

One Liberty Place - 46th Floor

Street Address: **1650 Market Street**

City: **Philadelphia** State: **Pennsylvania**

ZIP: **19103-7301**

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41):.....\$**215.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: **23-3050**

(Attach duplicate copy of this page if paying by deposit account)

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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.

Laura G. Miller

Laura G. Miller

November 10, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 2

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

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TRADEMARK

REEL: 001988 FRAME: 0918

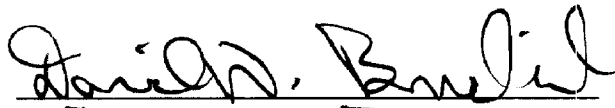
TRADEMARK ASSIGNMENT

WHEREAS, Medford's, Inc. a Pennsylvania corporation with an address of 18 West Second Street, Chester, Pennsylvania 19013, is the owner of the trademarks and registrations listed in Schedule A, attached hereto.

WHEREAS, HQM, Ltd., a Delaware corporation with a place of business at 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801, is desirous of acquiring said marks, the good will associated with the marks, and the registrations thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Medford's Inc. does hereby assign to HQM, Ltd. all right, title, and interest in and to the trademarks and trademark registrations listed in Schedule A, all choses in action (including the right to bring suit for past infringement of the marks), together with the good will of the business symbolized by the marks, and the above identified registrations therefor.

Date: 11-1-99


By: DAVID N. BUDNICK
Title: SEC/TREAS.

SCHEDULE A

Trademark

Registration No.

BRANDYWINE	1,406,951
CHESAPEAKE VALLEY AND DESIGN	2,090,817
CHESAPEAKE VALLEY FARMS	2,066,927
CHESAPEAKE VALLEY FARMS AND DESIGN	1,497,899
MEDFORD	1,366,882
MEDFORD AND DESIGN	1,366,883
OLDE PHILADELPHIA	1,952,777
TEM-T	1,922,269