

110
3.13.0

04-20-2000



To The Honorable Commissioner of Patents and Trademarks

101326532

Send original documents or copy thereof.

1. Name of conveying party(ies):

Medford, 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: **March 1, 2000**

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)

2,011,208

Additional numbers attached? YES NO

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

Name: **Laura Genovese Miller, Esq.**

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:

1

7. Total fee (37 CFR 3.41):.....\$40.00

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)

04/19/2000 JSHADAZZ 00000192 2011208

01 FC:481 40.00 DP

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.

Laura Genovese Miller, Esq.

March 7, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 1

Do not detach this portion

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

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

TRADEMARK ASSIGNMENT

WHEREAS Medford, Inc., a Pennsylvania corporation with a place of business at 18 West Second Street, Chester, Pennsylvania 19013 ("Medford") is the owner of the mark **PHILLY'S FAVORITE** which is registered in the United States Patent and Trademark Office as Registration No. 2,011,208, issued October 22, 1996; and

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

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Medford does hereby assign to HQM, Ltd. all right, title, and interest in and to the **PHILLY'S FAVORITE** mark, all choses in action (including the right to bring suit for past infringement of the mark), together with the good will of the business symbolized by the mark, and the above identified registration thereof.

Date: 3/1/2000

By: Kenneth M. Lennon
Title: President