



07-13-2000

U.S. Patent & TMO's/TM Mail Rcpt Dt. #64

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101425719

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Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

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Name

Formerly

76040377

- Individual General Partnership Limited Partnership Corporation Association
- Other

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08/07/2000 NTHA11 00000149 76040377

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01 FC:481
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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" value="76/040,377"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76/040,383"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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.

Sue Heberlig

7.11.2000

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT AND AGREEMENT

This Trademark Assignment, effective as of the 1st day of January, 1999, is made by and between Hershey Entertainment & Resorts Company ("HE&R"), a Pennsylvania corporation with its principal place of business at 300 Park Boulevard, Hershey, Pennsylvania 17033, and MSH South Inc. ("MSH"), a Delaware corporation with its principal place of business at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803.

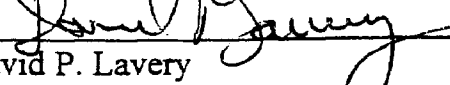
HE&R is the owner of the trademarks, trademark applications and trademark registrations listed on Schedule "A" attached hereto (collectively, the "Marks"); and

HE&R has elected to transfer all of its right, title and interest in and to the Marks to MSH.


NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, including MSH's agreement to enter into the License Agreement Amendment attached hereto as Schedule "B" contemporaneously with the execution of this Trademark Assignment and Agreement, thereby granting HE&R an exclusive license to the use the Marks, and intending to be legally bound hereby, HE&R hereby assigns and transfers unto MSH the entire right, title and interest in and to the Marks, including any and all rights in the trade dress and packaging designs related thereto, and any and all other rights which HE&R may have acquired with respect thereto pursuant to common law or any other law or regulation or practice, including but not limited to all claims for damages by reason of past infringement of said trademarks, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, together with the good will of the business symbolized thereby.

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment and Agreement to be duly executed and made effective as of the day and year first written above.

HERSHEY ENTERTAINMENT
& RESORTS COMPANY

By 
David P. Lavery
Vice President, Secretary and CFO

MSH SOUTH INC.

By 
Robert C. Campbell
Chief Operating Officer

SCHEDULE A - TRADEMARKS

COCOA BEANERY

GRINDER'S GOURMET

GRINDER'S GOURMET COFFEE SHOP

GRINDER'S GOURMET COFFEE SHOP AND DESIGN