

02-27-2002

Form PTO-1594



OMB No. 0651-0027 (exp. 5/31/2002)

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101994197

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Earl Realty, Inc.

*2-8-02*

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Wonderland Amusement Management

Internal LLC

Address: \_\_\_\_\_

Street Address: 2249 Route 30 East

City: Lancaster State: PA Zip: 17602

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State PA
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 13, 2001

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

A. Trademark Application No.(s) 76/299982

76/299983

B. Trademark Registration No.(s) 1,899,268

1,907,715 1,967,484

Additional number(s) attached  Yes  No

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

Name: Franklin A. Miles, Jr., Esq.

Internal Address: \_\_\_\_\_

Street Address: 300 Park Boulevard

City: Hershey State: PA Zip: 17033

6. Total number of applications and registrations involved: \_\_\_\_\_

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

F 3 - 8 0000

DO NOT USE THIS SPACE

9. Signature.

Edna L. Jenkins

Name of Person Signing

*Edna L. Jenkins*

Signature

January 21, 2002

Date

10

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

02/27/2002 LMJELLER 00000073 76299982

01 FC:481  
02 FC:482

40.00 OP  
100.00 OP

TRADEMARK  
REEL: 002449 FRAME: 0825

## ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS made as of the 13<sup>th</sup> day of November, 2001, by EARL REALTY, INC., a Pennsylvania corporation (the "Assignor"), to WONDERLAND AMUSEMENT MANAGEMENT LLC, a Pennsylvania limited liability company (the "Assignee").

### BACKGROUND

WHEREAS, Assignor is the owner of certain trademarks as registered or as applied for with the United States Patent and Trademark Office, all as more fully described on Exhibit A attached hereto (the "Trademarks"); and

WHEREAS, Assignor, Hershey Entertainment & Resorts Company ("HE&R"), and Murl E. Clark and E. Bradley Clark are parties to that certain Asset Purchase Agreement dated as of October 16, 2001 (the "Asset Purchase Agreement"); and

WHEREAS, HE&R assigned its rights and obligations under the Asset Purchase Agreement to Assignee by Assignment dated even date herewith; and

WHEREAS, Assignor is assigning the Trademarks to Assignee pursuant to the Asset Purchase Agreement.

### AGREEMENT

NOW, THEREFORE, in partial consideration of the Purchase Price (as defined in the Asset Purchase Agreement) paid by Assignee to Assignor pursuant to the Asset Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, intending to be legally bound, hereby agrees as follows:

1. Assignment. Assignor hereby assigns, transfers, conveys and sets over unto the Assignee Assignor's entire right, title and interest in, to and under the Trademarks, together with all of the goodwill of the business associated with the use thereof and symbolized thereby, and all of Assignor's copyrights (including any common law and statutory rights and copyrights which Assignor may have with respect to any photographs, drawings, processes, know-how, and the like that Assignor uses in connection with the Trademarks), registrations, applications, amendments, applications for amendments, designs, trade dress and claims and causes of action (including, without limitation, claims and causes of action for past infringements) relating thereto, licenses and sublicenses granted and obtained with respect thereto, and the right to sue and collect damages for any and all past infringement thereof, and any of Assignor's other rights relating thereto (collectively, the "Rights").

2. Further Actions. From time to time after the date hereof, and without further consideration, except for reimbursement for reasonably incurred out-of-pocket expenses pre-approved by Assignee, Assignor shall promptly take such actions and execute and deliver such documents and instruments as the Assignee or its counsel may reasonably request in order to (a) assist Assignee in its efforts to perfect and record Assignee's ownership rights of the Rights and/or (b) prosecute any infringements thereof.

3. Counterparts. Each copy of this Assignment which Assignor signs to facilitate recording of the Assignee's interest in the Rights shall be deemed an original.

4. Successors and Assigns. This Assignment and all of the terms, covenants and provisions hereof shall inure to the benefit of the Assignee and its successors and assigns and shall be binding upon Assignor and its successors and assigns; provided, however, that Assignor may not assign this Assignment or its obligations hereunder without the prior written consent of the Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of the day and year first above written.

EARL REALTY, INC.

By:   
Murl E. Clark, President

COMMONWEALTH OF PENNSYLVANIA :  
: ss.  
COUNTY OF LANCASTER :

On this 13th day of November, 2001, before me, a notary public, the undersigned officer, personally appeared MURL E. CLARK, who acknowledged himself to be the President of EARL REALTY, INC., a Pennsylvania corporation, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have herunto set my hand and official seal.

  
Notary Public

Notarial Seal  
Wendy Bratton Diem, Notary Public  
Harrisburg, Dauphin County  
My Commission Expires Jan. 3, 2002  
Member, Pennsylvania Association of Notaries

**EXHIBIT A**

**REGISTERED TRADEMARKS**

<b><u>TRADEMARK</u></b>	<b><u>REGISTRATION NO.</u></b>	<b><u>REGISTRATION DATE</u></b>
Dutch Wonderland	1,899,268 (federal)	6/13/95 Combined Sections 8 and 15 Filed 3/20/01 Notice of Acceptance of Affidavit by PTO mailed 6/14/01
Castle Gift Shop	1,907,715 (federal)	7/25/95 6/13/95 Combined Sections 8 and 15 Filed 3/20/01 Notice of Acceptance of Affidavit by PTO mailed 6/14/01
Wax Museum of Lancaster County History	1,967,484 (federal)	4/9/96

**APPLICATIONS FOR REGISTRATION OF TRADEMARKS**

Application for Service Mark Registration relating to the Old Mill Stream Camping Manor as referenced in the attached Application for Service Mark Registration.

Application for Service Mark Registration relating to Discover Lancaster County History Museum in the attached Application for Service Mark Registration.

**COMMON LAW MARKS**

Gift House at Kitchen  
Kettle Village

**REGISTERED FICTITIOUS NAME**

<b><u>NAME</u></b>	<b><u>REGISTRATION NO.</u></b>	<b><u>REGISTRATION DATE</u></b>
Discovery Lancaster County History Museum	Pennsylvania 2842187	10/22/98
Old Mill Stream Camping Manor	Pennsylvania 2945647	6/5/2000

APPLICATION FOR SERVICE MARK REGISTRATION

Mark: OLD MILL STREAM CAMPING MANOR

Class: 1 - 42

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

Earl Realty Inc., is incorporated in the State of Pennsylvania, and its business address and situs is 2249 Route 30 East, Lancaster, PA 17602.

The above identified applicant Corporation has adopted and is using the mark shown in the accompanying drawing for PROVIDING CAMPGROUND SERVICES in International Class 42 and requests that said mark be registered in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1948.

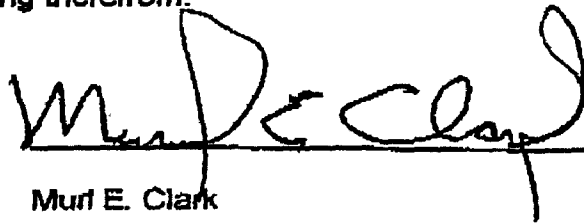
The mark was first used on or before January 1, 1967, was first used in association with the services in interstate commerce on or before January 1, 1967, and is now in use in such commerce.

The mark is used by printing it in advertisements and brochures for the services, and one specimen showing the mark as actually used is presented herewith.

The undersigned, Murl E. Clark, declares that he is the President of the applicant Corporation and is authorized to execute this Application and Declaration on behalf of said Corporation; that he believes said applicant Corporation to be the owner of the mark sought to be registered; that to the best of his knowledge and belief no other person, firm, corporation, or association has the right to use said mark in commerce, either in the identical form or in such near resemblance thereto as may be likely, when applied to the goods or services of such other person, to cause confusion, or to cause mistake, or to deceive; that all statements made herein of his own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so

made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or document or any registration resulting therefrom.

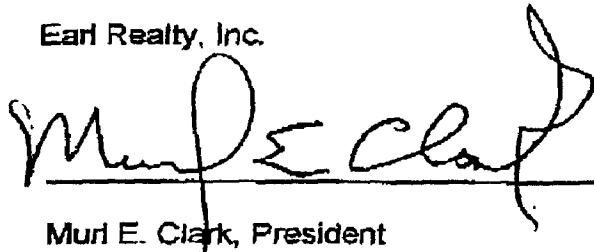
Date:

  
Murl E. Clark

Applicant hereby appoints Martin Fruitman, Patent Attorney, Registration No. 26,890, with offices at 419 N. George St. Millersville, PA 17551, to prosecute this application to register, to transact all business in connection therewith, and to receive the certificate of registration.

Earl Realty, Inc.

Date:

  
Murl E. Clark, President

**Applicant: Earl Realty Inc.**

**Address: 2249 Route 30 East, Lancaster, PA 17602**

**First Used: On or before January 1, 1967**

**First Used in Interstate Commerce: On or before January 1, 1967**

**Used on: Providing campground services**

**OLD MILL STREAM CAMPING MANOR**

**APPLICATION FOR SERVICE MARK REGISTRATION**

**Mark: DISCOVER LANCASTER COUNTY HISTORY MUSEUM**

**Class: I - 41**

**TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:**

Earl Realty Inc., is incorporated in the State of Pennsylvania, and its business address and situs is 2249 Route 30 East, Lancaster, PA 17602.

The above identified applicant Corporation has adopted and is using the mark shown in the accompanying drawing for PROVIDING THE SERVICES OF OPERATING A HISTORICAL MUSEUM in International Class 41 and requests that said mark be registered in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946.

The mark was first used on or before January 1, 1999, was first used in association with the services in interstate commerce on or before January 1, 1999, and is now in use in such commerce.

The mark is used by printing it in advertisements and brochures for the services, and one specimen showing the mark as actually used is presented herewith.

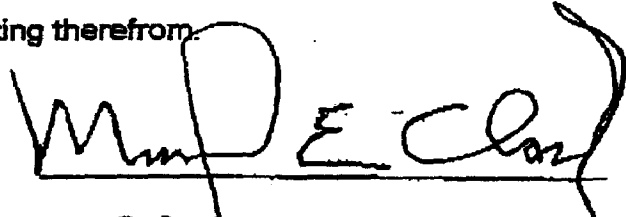
Applicant is also the owner of U. S. Registration No. 1,967,484.

The undersigned, Murl E. Clark, declares that he is the President of the applicant Corporation and is authorized to execute this Application and Declaration on behalf of said Corporation; that he believes said applicant Corporation to be the owner of the mark sought to be registered; that to the best of his knowledge and belief no other person, firm, corporation, or association has the right to use said mark in commerce, either in the identical form or in such near resemblance thereto as may be likely, when applied to the goods or services of such other person, to cause confusion, or to cause mistake, or to deceive; that all statements made herein of his own knowledge are true and that all



statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or document or any registration resulting therefrom.

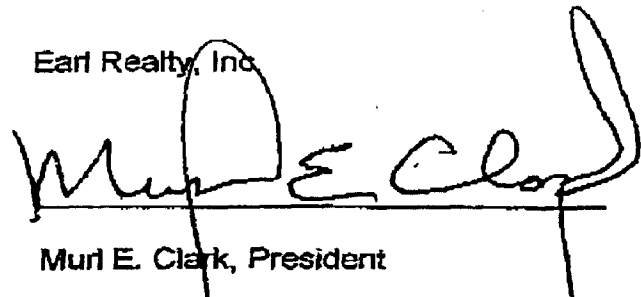
Date:



Murl E. Clark

Applicant hereby appoints Martin Fruitman, Patent Attorney, Registration No. 26,890, with offices at 419 N. George St. Millersville, PA 17551, to prosecute this application to register, to transact all business in connection therewith, and to receive the certificate of registration.

Earl Realty, Inc



Murl E. Clark, President

Date:

**Applicant: Earl Realty Inc.**

**Address: 2249 Route 30 East, Lancaster, PA 17602**

**First Used: On or before January 1, 1999**

**First Used in Interstate Commerce: On or before January 1, 1999**

**Used on: Providing the services of operating a historical museum**

**DISCOVER LANCASTER COUNTY HISTORICAL MUSEUM**