



Form PTO-1594
 OMB No. 0651-0027 (exp. 5/31/2002)
 Tab settings

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

101994343

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

1. Name of conveying party(ies):
 Wonderland Amusement Management LLC
2-8-02

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

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

2. Name and address of receiving party(ies)

Name: Hershey Entertainment & Resorts
Internal Company
 Address: _____

Street Address: 300 Park Boulevard
 City: Hershey State: PA Zip: 17033

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 14, 2001

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

A. Trademark Application No.(s) 76/299982
76/299983

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,899,268
1,907,715 1,967,484

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 _____

DO NOT USE THIS SPACE

9. Signature.

Edna L. Jenkins *Edna L. Jenkins* January 21, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: **9**

02/27/2002 LHWELLER 00000075 76299982
 01 FC:481 40.00 DP
 02 FC:482 100.00 DP

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

TRADEMARK ASSIGNMENT AND AGREEMENT

This Trademark Assignment and Agreement, effective as of the 14th day of November, 2001, is made by and between WONDERLAND AMUSEMENT MANAGEMENT LLC, a limited liability company, with its principal place of business at 2249 Route 30 East, Lancaster, Pennsylvania 17602, ("WAM") and HERSHEY ENTERTAINMENT & RESORTS COMPANY ("HE&R"), a Pennsylvania corporation with its principal place of business at 300 Park Boulevard, Hershey, Pennsylvania 17033.


WAM is the owner of the trademarks, trademark applications and trademark registrations listed on Exhibit "A" attached hereto (collectively, the "Marks"); and

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

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, including HE&R's assignment to WAM of the Asset Purchase Agreement dated October 16, 2001, between HE&R and Earl Realty Inc., Muri E. Clark, and E. Bradley Clark, and intending to be legally bound hereby, WAM hereby assigns and transfers unto HE&R 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 WAM 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.

WONDERLAND AMUSEMENT
MANAGEMENT LLC

By: 
Kenneth E. Patrick
Assistant Secretary

HERSHEY ENTERTAINMENT &
RESORTS COMPANY


By: 
Franklin A. Miles, Jr.
Vice President

EXHIBIT A

REGISTERED TRADEMARKS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
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

<u>NAME</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
Discovery LancasterCounty 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: I - 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.

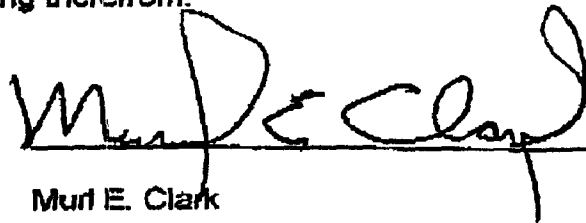
The mark was first used on or before January 1, 1967, was first used in association with the services in interstate commerce on or before January 1, 1967, and is now in use in such commerce.

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.

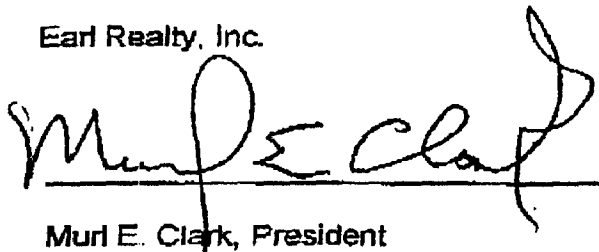
Date:


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: 1 - 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.

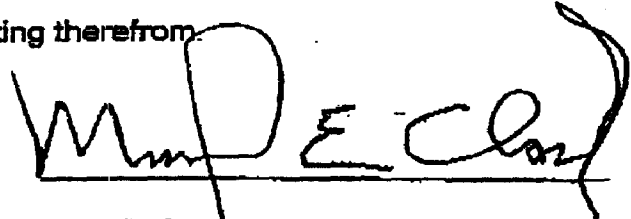
The mark is used by printing it in advertisements and brochures for the services, and one specimen showing the mark as actually used is presented herewith.

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:

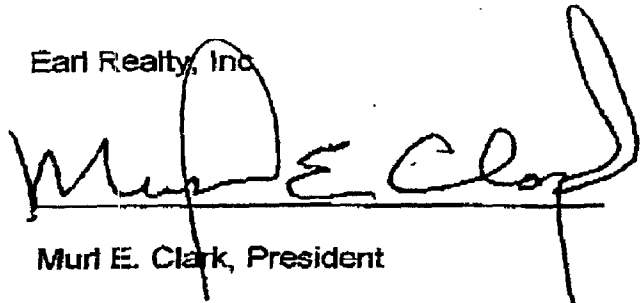
A handwritten signature in black ink, appearing to read "Murl E. Clark", written over a horizontal line.

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:

A handwritten signature in black ink, appearing to read "Murl E. Clark", written over a horizontal line.

Murl E. Clark, President

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