

06-19-2003



To the Honorable Commissioner of Pa...

102477418

original documents or copy thereof.

1. Name of conveying party(ies):
Hershey Entertainment & Resorts Company

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: MSH South Inc.
Internal Address: _____
Street Address: 103 Foulk Road, Suite 202
City: Wilmington State: DE Zip: 19803

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DE
 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: 05/09/2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,511,169
2,511,170

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: 2

7. Total fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
502529

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

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.

Edna L. Jenkins *Edna L. Jenkins* 6/11/2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

06/17/2003 6TON11 00000160 502529 2511169

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

01 FC:0521 40.00 DA
02 FC:0522 25.00 DA

TRADEMARK ASSIGNMENT AND AGREEMENT

This Trademark assignment, effective as of the 9th day of May, 2000, 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 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 and CFO

MSH SOUTH INC.

By: _____

Robert C. Campbell
Chief Operating Officer

SCHEDULE A- TRADEMARKS

LIGHTNING RACER

USPTO Application Serial No. 75/899.196

LIGHTNING RACER

Stylized and Design

USPTO Application Serial No. 75/899.195