

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
R&R Operating Partnership, L.P.		06/12/2006	LIMITED PARTNERSHIP: PENNSYLVANIA

**RECEIVING PARTY DATA**

<b>Name:</b>	ACG-Candy, LLC
<b>Street Address:</b>	c/o Atlantic Capital Group, 23 Walker Avenue
<b>City:</b>	Baltimore
<b>State/Country:</b>	MARYLAND
<b>Postal Code:</b>	21208
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MARYLAND

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	2014633	ALMOND KISSES
Registration Number:	0690644	AMERICANA
Registration Number:	1844601	BARTONETTES
Registration Number:	0669032	BARTON'S
Registration Number:	1937678	BARTONS BONBONNIERE
Registration Number:	2923935	BARTONS DESSERT CLASSICS
Registration Number:	2971944	BARTONS GEM CLASSICS
Registration Number:	2921299	BARTONS TOPPERS
Registration Number:	2195935	BONBONNIERE
Registration Number:	2952677	DESSERT CLASSICS
Registration Number:	2921300	GEM CLASSICS
Registration Number:	0625961	LOLLYCONES
Registration Number:	2971212	NEW YORKER

OP \$340.00 2014633

CORRESPONDENCE DATA

Fax Number: (202)223-2085  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-861-3900  
Email: dctrademarks@dlapiper.com  
Correspondent Name: Ryan C. Compton, Esq. - DLA PIPER et al  
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Address Line 4: Washington, DISTRICT OF COLUMBIA 20036-2412

ATTORNEY DOCKET NUMBER:	360482-3
NAME OF SUBMITTER:	Ryan C. Compton, Esq.
Signature:	/Ryan C. Compton/
Date:	06/12/2006

Total Attachments: 3  
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## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement") is between R&R OPERATING PARTNERSHIP, L.P., a Pennsylvania limited partnership, having a mailing address at 1035 Mill Road, Allentown, Pennsylvania 18106 ("Grantor"), for the benefit and security of ACG-CANDY, LLC, a Maryland limited liability company, having a mailing address at c/o Atlantic Capital Group, 23 Walker Avenue, Baltimore, Maryland 21208 ("Secured Party").

A. The Grantor and the Secured Party are parties to that certain Security Agreement dated as of June 12, 2006 (as amended, restated, or otherwise modified, the "Security Agreement").

B. Pursuant to the terms of the Security Agreement, the Grantor has granted to the Secured Party a first lien and security interest in certain collateral, including without limitation, Intellectual Property (as defined in the Security Agreement) of the Grantor, including, without limitation, all of the Grantor's right, title, and interest in, to, and under all now owned and hereafter acquired trademarks that are used in connection with the Bartons Business (as defined in the Security Agreement) to secure the payment of the Obligations (as defined in the Security Agreement).

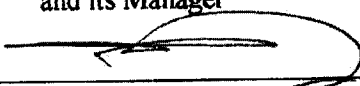
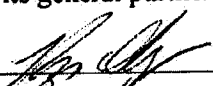
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants and assigns to the Secured Party a continuing security interest, lien, and collateral assignment in all of the Grantor's right, title, and interest in, to, and under the following, whether presently existing or hereafter created or acquired: all trademarks, trade names and service marks, trade dress, logos, and internet domain names relating to the Bartons Business and all applications, registrations, renewals and all goodwill associated with each of the foregoing, including, without limitation, the trademark registrations set forth on Schedule 1 (the "Trademark Collateral").

The lien and security interest contained in this Agreement is granted in conjunction with the liens and security interests granted to the Secured Party pursuant to the Security Agreement.

The Grantor hereby acknowledges and affirms that the rights and remedies of the Secured Party with respect to the liens and security interests in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Appear on the Following Page]

IN WITNESS WHEREOF, each of the parties have caused this Agreement to be duly executed by its duly authorized officer as of June 12, 2006.

<p>Secured Party:</p> <p>ACG-CANDY, LLC, a Maryland limited liability company</p> <p>By: ACG Partners, LLC a Maryland limited liability company and its Manager</p> <p>By:  (SEAL) Name: Steven B. Fader Title: Member</p>	<p>Grantor:</p> <p>R&amp;R OPERATING PARTNERSHIP, L.P., a Pennsylvania limited partnership</p> <p>By: R&amp;R Operating Corp., a Pennsylvania corporation and its general partner</p> <p>By:  (SEAL) Name: Ross Christy Title: CO-PROP.</p>
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Schedule 1  
to  
Trademark Security Agreement

<b>Mark</b>	<b>U.S. Application No. or U.S. Registration No.</b>
ALMOND KISSES	2,014,633
AMERICANA	690,644
BARTONETTES	1,844,601
BARTON'S (Stylized)	669,032
BARTONS BONBONNIERE	1,937,678
BARTONS DESSERT CLASSICS	2,923,935
BARTONS GEM CLASSICS	2,971,944
BARTONS TOPPERS	2,921,299
BONBONNIERE	2,195,935
DESERT CLASSICS	2,952,677
GEM CLASSICS	2,921,300
LOLLYCONES	625,961
NEW YORKER	2,971,212