

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------------|----------|----------------|-----------------------------------|
| R & R Operating Partnership, L.P. | | 09/18/2006 | LIMITED PARTNERSHIP: PENNSYLVANIA |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Cherrydale Fundraising, L.L.C. |
| Street Address: | 1035 Mill Road |
| City: | Allentown |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 18106 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 10

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------|
| Registration Number: | 3046686 | BEARFOOTE HOLLER |
| Registration Number: | 2858580 | C & D DISTRIBUTING |
| Registration Number: | 2846015 | CHEERLEADER USA |
| Registration Number: | 1408811 | CHERRYDALE FARMS |
| Registration Number: | 1791779 | CHERRYDALE FARMS |
| Registration Number: | 2415883 | EWES VIEW |
| Registration Number: | 1627455 | FIREFIGHTER'S |
| Serial Number: | 76627958 | LOST COW |
| Serial Number: | 78695810 | PAMPERED SPA |
| Serial Number: | 78933846 | ARK·E·OLOGY |

CORRESPONDENCE DATA

Fax Number: (973)624-7070
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Phone: 973-622-4444
Email: rsmith@mccarter.com
Correspondent Name: Robert W. Smith, Esq.
Address Line 1: Four Gateway Center,
Address Line 2: 100 Mulberry Street
Address Line 4: Newark, NEW JERSEY 07102-4056

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|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 113978/1(RWS-0406) |
| NAME OF SUBMITTER: | Robert W. Smith |
| Signature: | /robertwsmith/ |
| Date: | 09/22/2006 |

Total Attachments: 2
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ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the ~~18th~~ day of September, 2006, by and between R & R Operating Partnership, L.P., a limited partnership duly organized and existing under the laws of the State of Pennsylvania, with offices at 1035 Mill Road, Allentown, Pennsylvania 18106 ("Assignor") and Cherrydale Fundraising, L.L.C., a Delaware limited liability with offices at 1035 Mill Road, Allentown, PA 18106 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to the trademarks and United States trademark registrations and trademark registration applications listed and/or described on Appendix A attached hereto and made a part hereof (the "Marks"), and all common law rights to the Marks and all of the goodwill associated with the Marks; and


NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee all right, title and interest, including common law rights, in the Marks, and all issued registrations with respect to same, as well as the goodwill related to the Marks and the right to sue for past infringement of the Marks. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

ASSIGNOR

R & R OPERATING PARTNERSHIP, L.P.

By: R & R Operating Corp.,
a Pennsylvania corporation,
its general partner

By: 

Ross Cherry
Co-President

APPENDIX A**Registered Marks**

| MARK | REGISTRATION NO. | REGISTRATION DATE |
|--------------------------------|-------------------------|--------------------------|
| BEARFOOTE HOLLER (Stylized) | 3,046,686 | 1/17/06 |
| C & D DISTRIBUTING | 2,858,580 | 6/29/04 |
| CHEERLEADER USA | 2,846,015 | 5/25/04 |
| CHERRYDALE FARMS | 1,408,811 | 9/9/86 |
| CHERRYDALE FARMS (Stylized) | 1,791,779 | 9/7/93 |
| EWE'S VIEW & Design | 2,415,883 | 12/26/00 |
| FIREFIGHTER'S | 1,627,455 | 12/11/90 |

Trademark Applications

| MARK | APPLICATION NO. | FILING DATE |
|----------------------|------------------------|--------------------|
| LOST COW | 76/627,958 | 1/13/05 |
| PAMPERED SPA | 78/695,810 | 8/18/05 |
| ARK E OLOGY & Design | 78/933,846 | 7/20/06 |

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