

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tri-Village Pennysaver, Inc.		08/03/2006	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	G-3-II L.P.		
Street Address:	149 Penn Avenue		
City:	Scranton		
State/Country:	PENNSYLVANIA		
Postal Code:	18503		
Entity Type:	LIMITED PARTNERSHIP: PENNSYLVANIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3028818	ITHACA PENNYSAVER	
Registration Number:	3049944	TRI-VILLAGE PENNYSAVER	
CORRESPONDENCE DATA			
Fax Number:	(215)655-2317		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.994.2317		
Email:	hal.borden@dechert.com		
Correspondent Name:	Hal E. Borden, Dechert LLP		
Address Line 1:	Cira Centre, 2929 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19104-2808		
NAME OF SUBMITTER:	Hal E. Borden		
Signature:	/Hal Borden/		
Date:	11/10/2006		

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Total Attachments: 2

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**TRADEMARK
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ASSIGNMENT OF TRADEMARKS

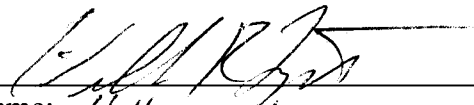
WHEREAS Tri-Village Pennysaver, Inc. ("Assignor"), a New York corporation with offices at P.O. Box 416, Interlaken, New York 14877-0416, has adopted, used and is using the trademarks shown in Schedule A hereto (collectively, the "Marks") in its business;

AND WHEREAS G-3-II L.P. ("Assignee"), a Pennsylvania limited partnership with offices at 149 Penn Avenue, Scranton, Pennsylvania 18503, is desirous of acquiring the Marks, the registrations of the Marks shown in Schedule A, and the goodwill of the business symbolized by the Marks.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the registrations of the Marks shown in Schedule A, and the goodwill of the business symbolized by the Marks, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made.

Effective as of August 3, 2006.

TRI-VILLAGE PENNYSAVER, INC.

By 
Name: William R. Lynet
Title: Vice President

SCHEDULE A

<u>Mark</u>	<u>U.S. Registration No.</u>	<u>Registration Date</u>
ITHACA PENNYSAYER	3,028,818	December 13, 2005
TRI-VILLAGE PENNYSAYER	3,049,944	January 24, 2006