

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

The Procter & Gamble Company

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

Citizenship (see guidelines) _____

Execution Date(s) 08/01/2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Beverages Holdings, LLC

Internal

Address: Winton Hill Business Center

Street Address: 6083 Center Hill Avenue

City: Cincinnati

State: Ohio

Country: USA Zip: 45224

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other LLC Citizenship Delaware

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

78/403,016

B. Trademark Registration No.(s)

1,283,561; 1,376,684

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Linda A.O. Lamberson

Internal Address: McDermott Will & Emery LLP

Street Address: 227 W. Monroe Street
Suite 4400

City: Chicago

State: IL Zip: 60606

Phone Number: 312-984-3277

Fax Number: 312-984-7700

Email Address: LLAMBERSON@mwe.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

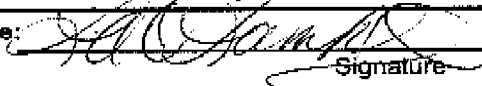
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 13-0206

Authorized User Name McDermott Will & Emery LLP

9. Signature:



Signature

Linda A.O. Lamberson

Name of Person Signing

8/13/04
Date

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$90.00 130206 78403016

TRADEMARK ASSIGNMENT

WHEREAS pursuant to the terms and conditions of the STOCK AND ASSET SALE AND PURCHASE AGREEMENT (the "Agreement"), dated March 30, 2004, as amended, among The Procter & Gamble Company, an Ohio corporation ("P&G"), and certain Affiliates of P&G to be identified by P&G to take part in this transaction, and Beverages Holdings, LLC, a Delaware limited liability company; The Procter & Gamble Company and Detergents Products AG, (collectively "Sellers") are assigning on this 1st day of August, 2004, effective as of the Effective Time, to Beverages Holdings, LLC, a Delaware limited liability company, with offices in Boston, Massachusetts ("Beverages Holdings, LLC"), all of Sellers' right, title and interest in and to the trademarks, tradenames and service marks, and all applications and registrations therefor, listed on the attached Schedule A (collectively "Trademarks");

All capitalized words and terms used herein and not defined herein shall have the respective meanings ascribed to them in the Agreement.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the amounts set forth in the Agreement, and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, effective as of the Effective Time, Sellers have sold, assigned and transferred, and by these presents do sell, assign and transfer to the Beverages Holdings, LLC, the entire right, title and interest, including the goodwill of the business appurtenant thereto, in the Trademarks, including all claims for damages by reason of infringement of the same.

AND, Sellers hereby request the Director of the United States Patent and Trademark Office (the "Director"), as well as his or her foreign counterparts in the foreign jurisdictions which exercise authority over any of the Trademarks to record this Trademark Assignment. Sellers hereby further request the Director and his or her foreign counterparts to issue any and all registrations resulting from applications among the Trademarks to the Beverages Holdings, LLC as assignee of the entire interest.

This Trademark Assignment shall be binding upon and shall inure to the benefit of the respective successors and assigns of the Sellers and the Beverages Holdings, LLC. This Trademark Assignment shall not confer any rights or remedies upon any person other than the parties hereto, and their respective successors and assigns.

IN TESTIMONY WHEREOF, Sellers have caused this Assignment to be executed by its duly authorized representative on July 30, 2004.

The Procter & Gamble Company:

By: *Chris B. Walther*
Name: Chris B. Walther
Title Attorney-in-Fact

CERTIFICATE OF ACKNOWLEDGEMENT

I, LINDA D. ROHRER Notary Public in and for the State of Ohio do hereby certify that C.B. WALTH personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the identified corporation, _____, with authority to do so.

30 day of July, 2004.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this

Linda D. Rohrer
Notary Public
Commission Expires: 6-2-05

LINDA D. ROHRER
Notary Public, State of Ohio
My Commission Expires June 2, 2005

(SEAL)

The Procter & Gamble Company

Detergents Products AG:

By: *Chris B. Walther*
Name: Chris B. Walther
Title Attorney-in-Fact

CERTIFICATE OF ACKNOWLEDGEMENT

I, LINDA D. ROHRER Notary Public in and for the State of Ohio do hereby certify that C.B. WALTH personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the identified corporation, _____, with authority to do so.

30 day of July, 2004.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this

Linda D. Rohrer
Notary Public
Commission Expires: 6-2-05

LINDA D. ROHRER
Notary Public, State of Ohio
My Commission Expires June 2, 2005

(SEAL)

Detergents Products AG

Beverages Holdings, LLC:

By: J. W. CHILDS EQUITY PARTNERS III, L.P.
Its Manager

By: J. W. CHILDS ADVISORS III, L.P.
Its General Partner

By: J. W. CHILDS ASSOCIATES, L.P.
Its General Partner

By: J. W. CHILDS ASSOCIATES, INC.
Its General Partner

By: [Signature]
Name: Jeffrey Teschke
Title: Vice President

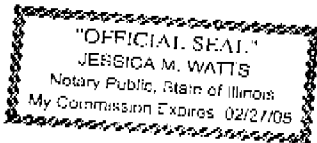
CERTIFICATE OF ACKNOWLEDGEMENT

I, Jessica M. Watts, a Notary Public in and for Illinois do hereby certify that Jeffrey Teschke personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the identified corporation, Beverages Holdings, LLC with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 1 day of August, 2004.

[Signature]
Notary Public
Commission Expires: 2/27/05

(SEAL)



SCHEDULE A: NON-EUROPEAN SUNNY DELIGHT TRADEMARKS

Country	Trademark	Class	Owner	App'l'n No	App'l'n Date	Reg'n No	Reg'n Date	Next Renewal	Status	Punica or P&G?
Malaysia	SUNNY DELIGHT	32	PGCo	1999/6112	8-Jul-99	99006112	8-Jul-99	8-Jul-09	R	SD
Mongolia	SUNNY DELIGHT	29,32	PGCo	2772	16-Feb-99	2656	3-Jun-99	3-Jun-09	R	SD
Nicaragua	SUNNY DELIGHT	32	PGCo	1892-94	25-Jul-94	28552-CC	8-May-95	7-May-05	R	SD
Peru	SUNNY DELIGHT	32	PGCo	086140-1999	18-Jun-99	57356	8-Sep-99	8-Sep-09	R	SD
Qatar	SUNNY DELIGHT	32	PGCo	7844	8-Feb-90	7844	23-Nov-99	8-Feb-10	R	SD
Saudi Arabia	ECLIPSE	32	DPAG	49876	28-Jun-99	511/69	22-Dec-99	9-Mar-09	R	SD
Saudi Arabia	SUNNY DELIGHT (& Arabic)	32	DPAG	NA	20-Feb-90	226/49	23-Sep-90	16-Jul-09	R	SD
Singapore	ECLIPSE	32	PGCo	1999/6120	16-Jun-99	1999/6120	16-Jun-99	16-Jun-09	R	SD
South Africa	ECLIPSE	32	PGCo	99/11208	24-Jun-99	99/11208	7-Mar-03	24-Jun-09	R	SD
St. Kitts-Nevis	SUNNY DELIGHT	32	PGCo	4907	17-May-99	4907-1999	9-Jul-01	17-May-13	R	SD
St. Lucia	SUNNY DELIGHT	32	PGCo	215-1999	1-Jun-99	215-1999	5-Dec-00	1-Jun-13	R	SD
Suriname	SUNNY DELIGHT	32	PGCo	N/A	23-Mar-99	16207	23-Mar-99	23-Mar-09	R	SD
Taiwan	ECLIPSE	32	PGCo	88029268	15-Jun-99	890356	16-Apr-00	15-Apr-10	R	SD
Tanganyika	SUNNY DELIGHT	29	PGCo	27437	25-Nov-99	27437	25-Nov-99	25-Nov-06	R	SD
Tanganyika	SUNNY DELIGHT	32	PGCo	27436	25-Nov-99	27436	25-Nov-99	25-Nov-06	R	SD
U.A.E.	SUNNY DELIGHT	32	PGCo	13485	25-Oct-95	16854	16-Jul-98	25-Oct-05	R	SD
Uganda	SUNNY DELIGHT	29	PGCo	23086	6-Mar-00	23086	6-Mar-00	6-Mar-07	R	SD
Uganda	SUNNY DELIGHT	32	PGCo	23085	6-Mar-00	23085	6-Mar-00	6-Mar-07	R	SD
USA	REFUEL PLAY	29	PGCo	78403016	16-Apr-04				P	SD
USA	SUN SIP	32	PGCo	NA	27-Mar-85	1,376,684	31-Dec-85	31-Dec-05	R	SD
USA	SUNSHINE ORANGE	32	PGCo	366248	24-May-	1,283,561	26-Jun-84	26-Jun-04	R	SD

SCHEDULE A: NON-EUROPEAN SUNNY DELIGHT TRADEMARKS (continued)

Country	Trademark	Class	Owner	App'l'n No	App'l'n Date	Reg'n No	Reg'n Date	Next Renewal	Status	Punitive or P&G?
					82					
Vietnam	SUNNY DELIGHT	32	PGCo	14384	8-Jul-93	11956	8-Jul-93	8-Jul-13	R	SD
West Bank	SUNNY DELIGHT	32	PGCo	7323	26-Aug-99				P	SD
Yemen	SUNNY DELIGHT (& Arabic)	32	PGCo	4880	16-Feb-91	4249	23-May-95	16-Feb-11	R	SD
Zanzibar	SUNNY DELIGHT	29,32	PGCo	35/2000	24-Nov-99	20/2000	24-Nov-99	24-Nov-13	R	SD

CHI99-4305786-1.046068.0016