

10-19-2004

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp.5/31/2002)

RE 7



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

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Societe Des Produits Nestle S.A.

- Individuals, Association, General Partnership, Limited Partnership, Corporation-State, Other - Swiss societe anonyme

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: July 16, 1997

2. Name and address of receiving party(ies):

Name: Kern Beverages LLC

Internal Address: SEP 21 2004

Street Address: 4002 W. Westminster Avenue

City: Santa Ana State: California Zip: 92703

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other: a Delaware limited liability company

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

Handwritten date: 9/27/04

4. Application number(s) or registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

892,137 and 1,407,838

Additional number(s) attached Yes No

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

Name: Francie R. Gorowitz, Esq.

Internal Address: O'Melveny & Myers LLP 15th Floor

Street Address: 400 South Hope Street

City: Los Angeles State: CA Zip: 90071-2899

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:

500639

(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.

Francie R. Gorowitz Name of Person Signing

Signature

September 23, 2004 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office P.O. Box 1450, Alexandria, VA 22313-1450

10/18/2004 6TON11 00000060 500639 892137

01 FC:8521 40.00 DA 02 FC:8522 25.00 DA

LA1:1036680.3

TRADEMARK REEL: 003063 FRAME: 0230

ASSIGNMENT OF TRADEMARKS

WHEREAS, Société Des Produits Nestlé S.A., a société anonyme organized under the laws of Switzerland ("Seller"), is the owner of all right, title and interest in the trademarks identified in Attachment A (the "Trademarks") and the registrations and applications for such Trademarks shown in Attachment A; and

WHEREAS, Kerns Beverages, LLC, a Delaware limited liability company ("Buyer"), has on this date acquired from Seller's Affiliate certain assets and property used in the business to which the Trademarks relate and desires to acquire all right, title and interest in the Trademarks, the registrations of the Trademarks shown in Attachment A and the goodwill of the business associated therewith and symbolized thereby.

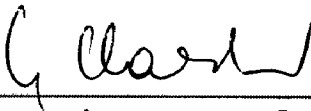
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, Seller hereby assigns and transfers to Buyer all of its right, title and interest in and to the Trademarks, together with the trademark registrations and applications shown in Attachment A, and all goodwill of the business associated therewith, free and clear of any Encumbrances.

(Signature Page Follows)

CONFIDENTIAL

IN WITNESS WHEREOF, this Assignment of Trademarks has been signed as of
this 7th day of July, 2004.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By: 
Name: Jean-Pierre Maeder
Title: Authorized Signatory

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Assignment of Trademarks

TRADEMARK
REEL: 003063 FRAME: 0232

ATTACHMENT A

UNITED STATES TRADEMARKS

REGISTRATIONS

TRADEMARK	REG. NO.	ISSUE DATE	OWNER
KERN'S	892,137	06/02/70	SPN
KERN'S	1,407,838	09/02/86	SPN

APPLICATIONS

TRADEMARK	SERIAL. NO.	DATE FILED	OWNER
NECTARCITOS KERNS	78-240457	04/22/03	SPN

COMMON LAW TRADEMARKS

EL SABOR GANADOR (TAGLINE)
HUMMINGBIRD DESIGN

Attachment A-1

LA\1278256.1

RECORDED: 09/27/2004

TRADEMARK
REEL: 003063 FRAME: 0233