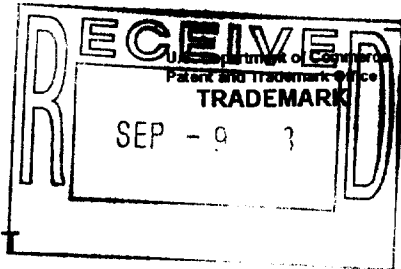


09-22-1998

FORM PTO-1618A  
Expires 08/30/99  
OMB 0651-0027



100835279



### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/21/1998 DNGUYEN 00000011 2105609

FOR OFFICE USE ONLY

01 FO:481  
02 FO:482

40.00 DP  
150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231  
TRADEMARK

REEL: 1789 FRAME: 0920

86-9-98  
MUR

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75099978"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2105609"/>	<input type="text" value="2122205"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2045751"/>	<input type="text" value="2021058"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2122204"/>	<input type="text" value="2057002"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Steven Plotkin

Name of Person Signing

Signature

9-4-98

Date Signed

**ASSIGNMENT OF TRADEMARKS NUNC PRO TUNC**

PREMIERE INNOVATIONS, INC. ("Assignor") hereby assigns and transfers to MICHAEL WOJCIECHOWSKI a United States citizen, trustee of THE M SQUARE TRUST, a California trust, whose address is 327 Swarthmore, Pacific Palisades, California 90272-0515 ("Assignee"), and Assignee hereby accepts from Assignor:

A. All right, title and interest held by Assignor in and to the trademarks, registrations of trademarks, and applications for such registration, more fully identified in Schedule A attached hereto and herein incorporated by this reference (hereinafter collectively and individually referred to as the "Trademarks");

B. The goodwill of the business connected with the use of and symbolized by the Trademarks, together with all assets that uniquely reflect the goodwill of the business of Assignor connected with the use of and symbolized by the Trademarks;

C. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement of said Trademarks or injury to said goodwill, together with the right to sue or recover the same in Assignor's name; and

D. All rights of Assignor as plaintiff, petitioner or opposer in any action, cancellation or opposition procedure brought by Assignor with respect to any of the Trademarks or based on potential infringement or a likelihood of confusion of a trademark or service mark of a third party with any of the Trademarks, including without limitation any actions, cancellations and oppositions more fully identified in Schedule B attached hereto and herein incorporated by this reference.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 26th day of June, 1998.

PREMIERE INNOVATIONS, INC.

By: Frank McEnulty  
Name: Frank McEnulty  
Title: President

Michael Wojciechowski  
MICHAEL WOJCIECHOWSKI, trustee of THE  
M SQUARE TRUST

**SCHEDULE A**

TRADEMARK	REG (APPL) NUMBER	REG (FILING) DATE
FIZZIES	2,105,609	10/14/97
BUZZ'N BERRY	2,045,751	3/18/97
CHUG'N CHERRY	2,122,204	12/16/97
GROOV'N GRAPE	(75/099,978)	(5/7/96)
OOZ'N ORANGE	2,122,205	12/16/97
POP'N PUNCH	2,021,058	12/3/96
ROCK'N ROOT BEER	2,057,002	4/29/97

**SCHEDULE B**

U.S. Opposition No. 106,609 against Chiquita Brands, Inc.'s Application Serial No. 75/050,593 for registration of GROOVIN' GRAPE

STATE OF CALIFORNIA )

COUNTY OF LOS ANGELES )

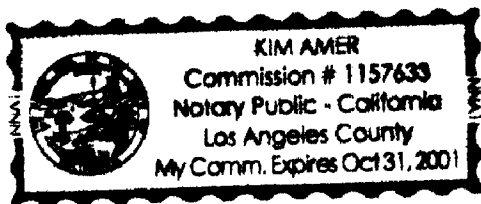
On JULY 31, 1998 before me, KIM AMER,  
personally appeared FRANK MCENULTY,

personally known to me

proved to me on the basis  
of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed the  
instrument.

WITNESS my hand and official seal.



Kim Amer  
Signature of Notary

STATE OF CALIFORNIA )

COUNTY OF LOS ANGELES )

On JULY 31, 1998 before me, KIM AMER, personally appeared MICHAEL WOJCIECHOWSKI,

personally known to me

[ ] proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Kim Amer  
Signature of Notary