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Expires 08/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

100971878

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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
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

02/26/1999 DCUTES 00000012 1784026

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01 FC:481
02 FC:482

40.00 DP
25.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 1844 FRAME: 0648

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,784,026"/>	<input type="text" value="1,794,846"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Barbara H. Loewenthal
Name of Person Signing


Signature

2/23/99
Date Signed

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Registration of
Assignee: SUNTORY WATER GROUP, INC.
 Reg. No.: 1,784,026
 Issued: July 27, 1993
 Mark: **MOUNTAIN FRESH AIR and Design**

 Assistant Commissioner for Trademarks
POST REG - NO FEE
 2900 Crystal Drive
 Arlington, VA 22202-3513

SUBSTITUTE POWER OF ATTORNEY

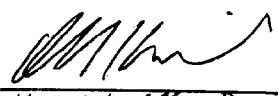
S I R:

In the matter of the above-identified registration, Registrant hereby appoints George Gottlieb, Michael I. Rackman, James Reisman, Barry A. Cooper, David S. Kashman, Allen I. Rubenstein, Jeffrey M. Kaden, Amy B. Goldsmith, Tiberiu Weisz, Donna L. Mirman and Maria A. Savio, of the Law Offices of GOTTLIEB, RACKMAN & REISMAN, P.C., 270 Madison Avenue, New York, New York 10016-0601, Tele. No. (212) 684-3900, with full power of substitution and revocation, to transact all business in the U.S. Patent and Trademark Office in connection therewith, simultaneously revoking all previous powers and appointments. GOTTLIEB, RACKMAN & REISMAN, P.C., 270 Madison Avenue, New York, New York 10016-0601, is hereby designated registrant's representatives upon whom notices of process in proceedings affecting the mark may be served. Please address all correspondence to the attention of:

Maria A. Savio, Esq.
 GOTTLIEB RACKMAN & REISMAN, P.C.
 270 Madison Avenue
 New York, New York 10016-0601.

SUNTORY WATER GROUP, INC.

11/6/98
 [Dated]

By: 
 Name : David Krishock
 Title: CEO Chief Executive Officer

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICEASSIGNMENT NUNC PRO TUNC

WHEREAS, MOUNTAIN FRESH DRINKING WATER SYSTEMS, INC., a corporation organized and existing under the laws of the State of California, and doing business at: 25020 Avenue Stanford #10, Valencia, California, (hereinafter called the "Assignor"), is the owner of record of marks which are the subject of a registration in the U.S. Patent and Trademark Office, as follows:

Reg. No. : 1,784,026
 Mark : MOUNTAIN FRESH AIR and Design
 Issued : July 27, 1993; and

Reg. No. : 1,794,846
 Mark : MOUNTAIN AIR and Design
 Issued : September 28, 1993.

AND WHEREAS, SUNTORY WATER GROUP, INC., a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business at: 2141 Powers Ferry Road, Marietta, Georgia 30067, (hereinafter called the "Assignee"), purchased the business and all of the assets of said Assignor, including the subject trademarks, registrations therefor, and the goodwill underlying said trademarks by virtue of an agreement dated December 1, 1997 ;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all of its rights, title and interest

in and to the said marks, together with the goodwill of the business symbolized by the marks, and the registrations therefor as of December 1, 1997 ;

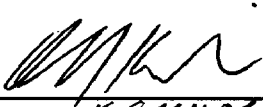
THAT the undersigned, DAVID KRISHOCK is the Chief Executive Officer of the Assignor corporation and was aware of the particulars of the agreement as set forth above;

THAT this Assignment is being executed now in order to clarify the ownership of the aforementioned registrations, and to confirm that said Assignor did assign unto said Assignee all rights, title and interest in and to the said marks, together with the good will associated by the marks, and the registrations thereof, namely, Reg. Nos. 1,784,026 and 1,794,846.

MOUNTAIN FRESH WATER DRINKING SYSTEMS, INC.

11/6/98

[Dated]

By: 
Name : KRISHOCK
Title: CEO

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