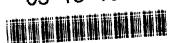
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03-11-1999 U.S. Patent & TMOfc/TM Mail Ropt Dt. #47

03-19-1999



HEET

U.S. DEPARTMENT OF COMMERCE Peterit and Trademark Office

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|---|---------------|---|---|
| ▼ | \mathcal{M} | ▼ | • |

| Tab settings □□□▼ 10098 | 38064 <u> </u> |
|--|--|
| To the Honorable Commissioner of Pater with Facemarks: | Please record the attached original documents or copy thereof. |
| . Name of conveying party(ies): | 2. Name and address of receiving party(ies) |
| Wind 1 and a state of | Name Hinckley & Schmitt, Inc. |
| Hinckley & Schmitt, Inc. | Internal Address: |
| Individual(s) Association | |
| General Partnership | Street Address: 6055 South Harlem Avenu |
| Corporation-State - Illinois | Chicago State: IL ZIP 6063 |
| Other | ☐ Individual(s) citizenship |
| iditional name(s) of conveying party(les) attached? Yes 2 No. | - Association |
| Nature of conveyance: | General Partnership Limited Partnership |
| □ Assignment □ Merger | XX Corporation-State_Delaware |
| Security Agreement Change of Name **Cother_See attached brief* | O Other |
| | If assignee is not demissized in the United States, a demostic representative designs to estached: D Yes D No (Designations must be a separate designant from experiment) |
| March 29, 1996 | (Designations must be a soperate destinant from expignment) Additional name(s) & addresse(ss) attached? (2) Yes its No |
| Application number(s) or patent number(s): | |
| A Traciomedi Application No. (a) | 1 B Tatan to B . Laure At A. |
| A. Trademark Application No.(s) | B. Trademark Registration No.(s) |
| | 868,229 |
| | 1 |
| Additional numbers a | attached? If Yes D No |
| Name and address of party to whom correspondence | 6. Total number of applications and recistrations involved: |
| concerning document should be mailed: | registrations involved: |
| Name: Suntory Water Group | nuovi aug lu no |
| Internal Address: Attn: Kevin Tucker | 7. Total fee (37 CFR 3.41)spreviously pa |
| | □ Enclosed |
| | |
| | Authorized to be charged to deposit account |
| Street Address: 2141 Powers Ferry Road | } |
| | 8. Deposit account number: |
| Marietta GA ZIP: 30067 | · |
| Chy: Marietta State: GA ZIP: 30067 | (Attach duplicate copy of this page if paying by disposit account) |
| DO NOT U | SE THIS SPACE |
| | |
| Statement and signature. To the best of my impulation and heliaf the invention information. | mation is true and correct and any attached copy is a true copy |
| the original document. | mason a see and contact and all amounted copy to a see copy |
| Jessica L. Tyeryar | LTyerran March 11, 1999 |
| Name of Person Signing | Signature Date |

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

REEL: 1870 FRAME: 0057

Continuation of Item 3:

Re-record to correct conveying party's name previously recorded at Reel 1462 Frame 0783.

Continuation of Item 4B:

890,568

1,063,470

1,464,793

1,525,495

1,527,257

1,590,183

1,908,697

1,947,502

1,961,140

1,983,110

2,016,926

SERVICE MARK AND TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Hinckley and Schmitt, Inc., an Illinois corporation and Sierra Spring Water Company, a Delaware corporation (each an "Assignor" and together "Assignors") hereby sell, assign and transfer to Hinckley & Schmitt, Inc., a Delaware corporation ("Assignee"), and Assignee hereby accepts, the entire right, title and interest in and to the service marks and trademarks of each Assignor and to the respective registrations and applications therefor set forth separately for each Assignor on Schedules A-1 and A-2, attached hereto and made a part hereof, including, without limitation, the goodwill of the business symbolized by each thereof, and, subject to Section 1.2(i) of the Asset Purchase Agreement dated as of December 29, 1995, by and among Assignors, Anjou International Company, Suntory International Corp. and certain other parties, all right, title and interest in all benefits, claims, demands and rights of recovery for past, current and future infringements of said service marks and trademarks. Each Assignor further agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other acts Assignee may require in order to vest all such Assignor's right, title and interest in and to said service marks and trademarks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of such Assignor.

With respect to any respective applications still pending as of the date hereof, the Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to Assignee

IN WITNESS WHEREOF, the parties have caused this Service Mark and Trademark Assignment to be duly executed as of the 29 May of Mail 4, 1996.

> HINCKLEY & SCHMITT, INC., an Illinois corporation

Title: UtCe President

SIERRA SPRING WATER COMPANY

Title: Vice President

120323

TRADEMARK REEL: 1462 FRAME: 0788

6

Accepted as of the date written above:

HINCKLEY & SCHMITT, INC., a Delaware corporation

120323

- 2 -

TRADEMARK REIEL: 1462 FRAIME: 0789

7

| STATE OF New York |) |
|-------------------------|------------|
| CITY/COUNTY OF New York |)ss.:) |

I, the undersigned Notary Public in and for the aforesaid State and City/County, do hereby certify that Listian 6. Farmathas personally appeared before me in said City/County and acknowledged himself to be the <u>Vice President</u> of each of Hinckley & Schmitt, Inc., an Illinois corporation and Sierra Spring Water Company, and that he, as such officer, being authorized so to do, has acknowledged the within instrument to be the act and deed of said corporations.

Given under my hand and seal this 29th day of March, 1996.

KETH MIKELL Notary Public, Stats of New York No. 01M15052484 Qualified in New York County Commission Expires Nov. 27, 1997

My Commission Expires:

120323

- 3 -

TRADEMARK REFT: 1462 FRAME: 0790

STATE OF New York CITY/COUNTY OF Hew York

I, the undersigned Notary Public in and for the aforesaid State and City/County, do hereby certify that Vasubic Fuku vame has personally appeared before me in said City/County and acknowledged himself to be the 1000 of Hinckley & Schmitt, Inc., a Delaware corporation, and that he, as such officer, being authorized so to do, has acknowledged the within instrument to be the act and deed of said corporation.

Given under my hand and seal this 24th day of March, 1996.

KEITH MIKELL Notary Public, State of New York No. 01MI5052484 Qualified in New York County Commission Expires Nov. 27, 1997

Notary Public

My Commission Expires:

Suntory Schedule/W465/Mar96

SCHEDULE A-1

Marks assigned to assignee by Hinckley & Schmitt, Inc., an Illinois Corporation

| Jurisdiction | Mark Serial " | Sn" or Registration "Rn" Number |
|--------------|--------------------------------|-----------------------------------|
| US | AQUABEV (29,30,32 Int) | Sn 535,847-74 |
| Japan | COLORADO CRYSTAL (32 Int) | \$n 3,753-94 |
| US | COLORADO CRYSTAL (32 Int) | Sn 506,260-74 |
| US | COLORADO CRYSTAL (32 Int) | Rn 1,464,793 |
| US | COLORADO GOLD (32 Int) | Not Filed |
| US-CA | Design (Drop with Wave) (45 N) | Rn 88,418 |
| US | Design (Droplet) (39 Int) | Rn 1,590,183 |
| US | Design (Wave & Dot) (32 Int) | Rn 1,063,470 |
| US | H&S (32 Int) | Rn 890,568 |
| Japan | H&S (42 Int) | Ro 107,666 |
| US-IL | H&\$ (45 N) | Rn 35,328 |
| US | HI-PURE (32 Int) | Rn 1,368,244 |
| Japan | HINCKLEY & SCHMITT (29 N) | Rn 2,646,536 |
| Mexico | HINCKLEY & SCHMITT (32 Int) | Rn 451,449 |
| Mexico | HINCKLEY & SCHMITT (39 Int) | Rn 449,045 |
| Japan | HINCKLEY & SCHMITT (42 Int) | Sn 107,667-92 |
| US | HINCKLEY & SCHMITT (5,32 Int) | Rn 868,229 |
| US-IL | HINCKLEY & SCHMITT FRIDGE PA | NK (45 N) Rn 59,348 |
| US-IL | HINCKLEY & SCHMITT FRIDGE SI | ZE (45 N) Ra 58,512 |
| US | HOOSIER (32 Int) | Rn 1,908,697 |
| US | HOOSIER BOTTLED WATER CO. (3 | 9, 42 Int) Rn 1,961,140 |
| US | NURSERY (32 Int) | Rn 1,527,257 |
| Korea South | Nursery [English] (32 Int) | \$n 41,883-95 |
| Korea South | Nursery [Korean] (32 Int) | Sn 41,884-95 |
| UK | THE CLEAN DRINK (39 Int) | Rn 1,412,263 |
| UŞ | THE PURE WATER PEOPLE (11,32, | |
| US | THE PURE WATER PEOPLE SINCE | . 1888 (11,32,39,42)Sn 643,379-74 |

10

TRADEMARK REEL: 1462 FRAME: 0792 Suntory Schedule/W465/Mar96

SCHEDULE A-2

Marks assigned to Assignee by Sierra Spring Water Company

| Jurisdiction | Mark | Serial or Registration Number | Class |
|--------------|--|---------------------------------|-------------|
| us | AIRIS (32 Int) | R | n 1,183,178 |
| US-TX | AIRIS (32 Int) | | Rn 46,375 |
| US-CA | ALL WAYS IN GOOD TAS | STE (101 N) | Rn 19,967 |
| ÜS | ALPINE (1,32 Int) | | n 1,468,708 |
| US-LA | ALPINE (32 Int) | | , , |
| US-AL | ALPINE (45 N) | | Rn 102,837 |
| US-MS | ALPINE (45 N) | | |
| US-NM | ALPINE (none) | Rn TK | 86,030,701 |
| US-TX | ALPINE & Design (Snow-to | opped Mt.) (32 Int) | Rn 37,437 |
| US-LA | ALPINE & Design (Snow-t | opped Mt.) (32 Int) | |
| Mexico | AMBROSIA (32 Int) | | Sp 216,189 |
| Mexico | AMBROSIA (32,42 Int) | | Sn 216,188 |
| US-TX | AMPURE (32 Int) | | Rn 46,419 |
| US-NV | DIAMOND (45 N) | | Rn 21,519 |
| ŬS-NV | DIAMOND SPRINGS WA | TER CO. (101 N) | Rn 21,520 |
| us | FEATHER RIVER CANYO | N & Design (feather) (32 Int) R | n 1.311.340 |
| ÜS | HIGH SIERRA (32,39,42) | int) Sn | 576,582 -74 |
| US | ISLAND (1Int) | | n 1,633,617 |
| US-TX | OUACHITA (32 Int) | | Rn 46,574 |
| US-AR | OUACHITA (45 N) | | Sn 177-86 |
| US-OK | OUACHITA (45 N) | | 20,800 aR |
| Canada | SIERRA | | Rn 733,184 |
| US | SIERRA (1,32 Int) | R | n 1,428,913 |
| HongKong | SIERRA (32 Int) | | Not Filed |
| Japan | SIERRA (32 Int) | | 102,750 -95 |
| US | SIERRA (39 Int) | Sn | 538,280 -74 |
| US-AZ | STERRA (45 N) | | Rn 24,216 |
| US-CA | SIERRA (45 N) | | Rn 82,674 |
| us-co | SIERRA (45 N) | | Rn 30,433 |
| US-HI | SIERRA (none) | | Rn 84,710 |
| US-WY | SIERRA (45 N) | | Rn 234,041 |
| ŲS | SIERRA & Design (Drople | | 538,034 -74 |
| US | SIERRA & Design (Water | Propiet) (32,29 Int) R | n 1,659,998 |
| Japan US | SIERRA GOLD (32 Int) SILVER SEAL (Stylized) (| 32 Tmt) | Not Filed |
| US | THE WAY NATURE ME | | Rn 809,626 |
| ~~ | THE WAT HATOKE MEN | | n 1,641,567 |

TRADEMARK

REEL; 1462 FRAME; 0793

RECORDED: 04/05/1996

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| 04-15-1998 | BE SHEET HE DEPARTMENT OF COLMERCE TRADETHARK FEE PRUCES PART AND TRADETHARK OFFICE RECEIVED |
| U.S. Patent & TMOfc/TM Mail Ropt Dt. #47 | the acceptance of the same of copy thereof. |
| Name of occiverying party(less): | 2. Neme and address of receiving party(iss) |
| Hinckley & Schmitt, Inc., an Illinois Corporation | Nama Hinckley & Sommet, Inc., a Delaware Corporation Internal Address: |
| individual(s) © Association General Partnership © Limited Partnership Corporation-State | Street Address 6055 South Harlem Avenue City Chicago State: IL ZIP 60638 |
| Other | individual(s) citizanahip |
| Nature of conveyence: | Association General Parmership. |
| Assignment | Corporation-State Cither |
| Corrective assignment trout who was Dame: March 29, 1996 (350 RECO | If easignes is not completed in the United States, a complete representive designation of year of No Confessions must be a second designant from appropriate Assessment according to the Assessment of Year of No |
| A. Tradamark Application No.(s) Acceptable No.(s) Acceptable No.(s) | 868,229 |
| Name and address of party to whom correspondence concerning document should be mailed: | 6. Total number of applications and registrations involved: |
| Name: Suntory Water Group | 7 Table (97 CER 2.44) # 315.00 |
| Internal Action: Attn: Kevin Tucker | 7. Total fee (37 CFR 3.41) |
| | Authorized to be charged to deposit account |
| Street Address: 2141 Powers Ferry Road | 8. Deposit account number: |
| Ctv: Marietta State: GA ZIP:30067 | (Attach duplicate capy of this page if paying by disposit ecound |
| | SE THE SPACE |
| Statement and alignature. To the best of my inculacipe and belief, the foregoing information original document. | mation is true and correct and any attached copy is a true copy or |
| Debra L. Farmer | 1/22/98 |
| Name of Person Signing Total number of pages including | Signature grover sheet, stackmarks, and document |
| Missi documents to be recorded with | required poversheet information to: |

03-11-1999

| U.S. Patent & TMOfc/TM Mail Rept Dt. #47 (F. iv. 5-93) Ox18 No. 0651~011 (exc. 494) APR 0 6 1985 | 1. 16 10/11/4 |
|---|---|
| | W W 482/600 |
| To the Honorabte Commission Dr. 100171: | tached original documents or copy thereof. |
| 1. Name of conveying party(ies): MRD 4-5-96 | Name and address of receiving party(ies) |
| 7 1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | |
| Hinckley & Schmitt, Inc., an Illinois Corporation | Name: Hinckley & Schmitt, Inc., a Delaware Corporation |
| | Internal Address: |
| ☐ Individual(s) ☐ Association | Street Address: 6055 South Harlem Avenue |
| General Partnership Limited Partnership | |
| ☑ Corporation-State | City: Chicago State: IL ZIP: 60638 |
| Other | ☐ Individual(s) citizenship |
| | Association General Partnership |
| Nature of conveyance: | Limited Partnership |
| ✓ Assignment □ Merger | Corporation-State |
| ☐ Security Agreement ☐ Change of Name | Other |
| Other | If assignee is not domicited in the United States, a domastic representative designation is attached: Q Yes S No |
| Execution Date: March 29, 1996 | (Designations must be a separate document from assignment) Additional name(s) & accress(es) attached? © Yes © No |
| 4. Application number(s) or patent number(s): | |
| A. Trademark Application No.(s) | B. Trademark Registration No.(s) |
| | o. Hayeman haylenallon hou(s) |
| See Exhibit B. | See Exhibit C. |
| Additional numbers at | ached? Ves O No |
| Name and address of party to whom correspondence concerning document should be mailed: | 6. Total number of applications and registrations involved: |
| Name: Hinckley & Schmitt, Inc. | |
| Internal Address: Attn: William F. Holbrook | 7. Total fee (37 CFR 3.41) |
| Internal Address: Accu. William F. Holbrook | · 🖸 Enclosed |
| | |
| | Authorized to be charged to deposit account |
| Street Address: 6300 S. Syracuse Way, Suite | • |
| , | -8. Deposit account number: |
| 290 | |
| City: Englewood State: CO ZIP: 80111 | |
| AVA IS AVVACUAL EVERAGE BO NOT IS | (Attach duplicate copy of this page if paying by deposit account) |
| 060 JS 04/09/96 74535847 DO NOTUS | 40.00 CK |
| Statement and signature. To the best of my knowledge and belief, the foregoing inform the original document. | nation is true and correct and any attached copy is a true copy of |
| 060 JS 04/09/96 74535847 \\(\frac{7}{2}\); | 0 4627 77 600.00 CK |
| Jessica A. Heslop Name of Person Signing Total number of pages including | Signature April 4, 1996 Date Cover sheet attachments, and document: |
| Mail documents to be recorded with | required cover sheet information to: rademarks. Box Assignments A TOLEMA A TOLEMA |

Commissioner of Patents & Trademarks. Box Assignmmenを入口上M人RK Washington, D.C. 20231 R1:1:11:11462 FR/、M1:: 0783



03-11-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #47

CLEARY, GOTTLIEB, STEEN & HAMILTON

NEW YORK, N.Y. 10006

41, AVENUE DE FRIEDLAND 75008 PARIS

RUE DE LA LOI 23

CITY PLACE HOUSE 55 BASINGHALL STREET LONDON ECZV 5EH 2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1801

(202) 974-1500

FACSIMILE (202) 974-1999 ULMENSTRASSE 37-39 60325 FRANKFURT AM MAIN

PIAZZA DI SPAGNA 15 00187 ROME

39TH FLOOR, BANK OF CHINA TOWER ONE GARDEN ROAD HONG KONG

SHIN KASUMIGASEKI BUILDING 3-2, KASUMIGASEKI 3-CHOME CHIYODA-KU TOKYO 100-0013

March 11, 1998

Writer's Direct Dial: (202) 974-1881

IRAGEMARN FEE PROCESS

IRAGEMARN I A II: 01

IRAGEMARN I A II: 01

IRAGEMARN I A II: 01

BY HAND

Commissioner of Patents and Trademarks Box Assignments U.S. Patent & Trademark Office 2900 Crystal Drive Arlington, VA 22202-3513

Re: Hinckley & Schmitt, Inc. - Corrective Assignment

Dear Commissioner:

Enclosed please find the following in connection with the above-referenced corrective filing:

- 1. A recordation form cover sheet correcting conveying party's name previously recorded at Reel 1462, Frame 0783; and
 - 2. The originally filed recordation form cover sheet and assignment document.

Please contact me at 202-974-1881 if you need additional information.

Sincerely,

Jessica L. Tyeryar Jessica L. Tyeryar Legal Assistant

Enclosures

Continuation of Item 3:

To correct conveying party. Previously recorded at reel 1462, frame 0783.

Continuation of Item 4B:

890,568

1,063,470

1,464,793

1,525,495

1,527,257

1,590,183

1,908,697

1,947,502

1,961,140

1,983,110

2,016,926

Exhibit A

Continuation of Item 1. Additional names of conveying party(ies):

Sierra Spring Water Company, a Delaware Corporation

2

TRADEMARK REEL: 1462 FRAME: 0784

Exhibit B

Continuation of Item 4A. Trademark Application No.(s):

Trademark Applications assigned to Assignee by Hinckley & Schmitt, Inc., an Illinois corporation.

| Mark (and Class) | Serial ("Sn") Number |
|---|----------------------|
| AQUABEV (29, 30 Int) | (Sn) 74/535,847 |
| AQUABEV (32 Int) | (Sn) 75/975074 |
| COLORADO CRYSTAL (32 Int) | (Sn) 74/506,260 |
| COLORADO GOLD (32 Int) | (Sn) 75/048961 |
| THE PURE WATER PEOPLE SINCE 1888 (11, 32, 39, 42 Int) | (Sn) 74/643,379 |

Trademark Applications assigned to Assignee by Sierra Spring Water Company, a Delaware corporation.

| Mark (and Class) | Serial ("Sn") Number |
|------------------------------------|----------------------|
| HIGH SIERRA (32, 39, 42 Int) | (Sn) 74/576,582 |
| SIERRA (39 Int) | (Sn) 74/538,280 |
| SIERRA & Design (Droplet) (39 Int) | (Sn) 74/538,034 |

TRADEMARK REEL: 1462 FRAME: 0785

> TRADEMARK REEL: 1870 FRAME: 0070

3

Exhibit C

Continuation of Item 4B. Trademark Registration No.(s):

Registered marks assigned to Assignee by Hinckley & Schmitt, Inc., an Illinois corporation.

| Mark (and Class) | Registration ("Rn") Number |
|---|----------------------------|
| COLORADO CRYSTAL (32 Int) | (Rn) 1,464,793 |
| Design (Droplet) (39 Int) | (Rn) 1,590,183 |
| Design (Wave and Dot) (32 Int) | (Rn) 1,063,470 |
| H&S (32 Int) | (Rn) 890,568 |
| HI-PURE (32 Int) | (Rn) 1,368,244 |
| HINCKLEY & SCHMITT (5,32 Int) | (Rn) 868,229 |
| HOOSIER (32 Int) | (Rn) 1,908,697 |
| HOOSIER BOTTLED WATER CO. (39,42 Int) | (Rn) 1,961,140 |
| NURSERY (32 Int) | (Rn) 1,527,257 |
| THE PURE WATER PEOPLE (11,32,39,42 Int) | (Rn) 1,525,495 |

Registered marks assigned to Assignee by Sierra Spring Water Company, a Delaware corporation.

| Mark (and Class) | Registration ("Rn") Number | |
|--|----------------------------|--|
| AIRIS (32 Int) | (Rn) 1,183,178 | |
| ALPINE (1,32 Int) | (Rn) 1,468,708 | |
| ISLAND (1 Int) | (Rn) 1,633,617 | |
| SIERRA (1, 32 Int) | (Rn) 1,428,913 | |
| SIERRA & Design (Water Droplet) (32, 39 Int) | (Rn) 1,659,998 | |
| SILVER SEAL (Stylized) (32 Int) | (Rn) 809,626 | |

1

TRADEMARK REEL: 1462 FRAME: 0786

Exhibit C (continued from previous page)

| Mark (and Class) | Registration ("Rn") Number |
|--|----------------------------|
| THE WAY NATURE MEANT IT TO BE (39 Int) | (Rn) 1,641,567 |

5

TRADEMARK REEL: 1462 FRAME: 0787

