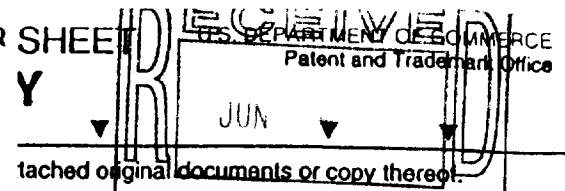


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To the Honorable Commissioner of P



Attached original documents or copy thereof.

101058168

address of receiving party(ies)

1. Name of conveying party(ies):

BCB Beverages Limited BCB Manufacturing USA, Raheens East 2525 Schuetz Road Ringaskiddy Maryland Heights, MO County Cork, Ireland 63043

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Corporation of Ireland

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 28, 1999

Name: Aldi Inc.

Internal Address:

Street Address: 1200 North Kirk Road

City: Batavia State: IL ZIP: 60510-1479

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Illinois Other

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,143,270

Additional numbers attached? Yes No

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

Name: Allen L. Landmeier Smith, Landmeier, Skaar & Elders, P.C. Internal Address:

Street Address: 15 N. Second Street

P.O. Box 127

City: Geneva State: IL ZIP: 60134

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

06/07/1999 DNGUYEN 00000207 2143270

DO NOT USE THIS SPACE

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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.

Allen L. Landmeier Name of Person Signing

Signature

5/20/99 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK ASSIGNMENT

WHEREAS, BCB BEVERAGES LIMITED, a corporation organized and existing under the laws of Ireland (hereinafter sometimes "BEVERAGES"), of Raheens East, Ringaskiddy, County Cork, Ireland, and BCB MANUFACTURING USA, INC., a Delaware corporation, (hereinafter sometimes "MANUFACTURING"), of 2525 Schuetz Road, Maryland Heights, Missouri 63043, have adopted, used and are using a mark which is registered in the United States Patent and Trademark Office, Registration No. 2,143,270, dated March 10, 1998, in the name of BEVERAGES; and

WHEREAS, ALDI INC. of 1200 North Kirk Road Batavia, IL 60510-1479 is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said BEVERAGES and MANUFACTURING in the United States of America and its possessions (hereinafter sometimes referred to as "U.S.A."), do hereby assign unto the said ALDI INC. all of their rights, titles and interests, in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof, in the U.S.A.

1. **Applications and Registrations** - This assignment is intended to include all applications and registrations owned by BEVERAGES in the U.S.A. which are listed as follows:

Registration No. 2143270 dated March 10, 1998 Mark: FRUIT DAZZLE

2. **Consideration** - Aldi Inc. has paid Ten Dollars \$10.00 and other good and valuable considerations, receipt and sufficiency of which is hereby acknowledged for this assignment.

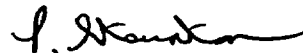
3. **Art Work** - It is intended that all trade dress and other art work, and all copyrights for the mark assigned and the goods associated therewith in the U.S.A. are hereby transferred to Aldi Inc. as well as a listing of all sources of supply for those materials.


4. **Title** - BEVERAGES and MANUFACTURING hereby expressly recognize that Aldi Inc. is hereafter the exclusive owner of the mark and the good will it represents in the U.S.A., and BEVERAGES and MANUFACTURING agree to refrain from using any mark in the U.S.A. in the future which infringes said mark.

5. **Cooperation** - BEVERAGES and MANUFACTURING hereby agree to cooperate with Aldi Inc. in executing such additional documents, including affidavits that are reasonably required and to provide such additional information that is reasonably necessary for the maintenance of the registration of such mark.


6. **Representations and Warranties - BEVERAGES and MANUFACTURING** hereby represent and warrant that to the best of their knowledge and belief, (a) the dates of first use reflected in the applications and registrations described in Paragraph 1 above are true and accurate (b) except for use by Aldi, Inc., to the best of their knowledge they have exclusively used the mark in the U.S.A., (c) that there has been no abandonment by BEVERAGES and MANUFACTURING of the mark from the date of first use to the date of this agreement, and, (d) that there is no proceeding involving any of BEVERAGES' and MANUFACTURING'S rights pending and not disposed of in any form. Other than as expressly set forth above BEVERAGES and MANUFACTURING make no representations or warranties whatsoever with respect to the said mark.


BCB BEVERAGES LIMITED

By: 
L. STAUNTON, FINANCE DIRECTOR
(Name) (Office)

ATTEST: 
(Name) Brian MacCae (Office) VP Finance - Int'l
(CORPORATE SEAL)

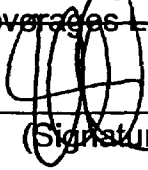
BCB MANUFACTURING USA, INC.

By: 
RAYMOND P. SILCOCK
(Name) (Office) VP + Ass't Sec'y

ATTEST: 
(Name) Mark Halperin (Office) VP + Secretary
(CORPORATE SEAL)

Province of
STATE OF Ontario)
)
COUNTY OF Canada) SS.


On this 28 day of April 1999, before me appeared Paddy Staunton
the person who signed this instrument, who acknowledged that he/she signed it as a free
act on behalf of BCB Beverages Limited with authority to do so and that signature was
attested to by Brian Mackie, being the Secretary of the
identified corporation who ~~affixed the seal of BCB Beverages Limited hereto.~~



(Signature of notary public)

Province
STATE OF Ontario)
)
COUNTY OF Canada) SS.

On this 28 day of April 1999, before me appeared Raymond P. Silcock
the person who signed this instrument, who acknowledged that he/she signed it as a free
act on behalf of BCB Manufacturing USA, Inc., with authority to do so and that signature
was attested to by Mark Halperin, being the VP - Secretary of the
identified corporation who ~~affixed the seal of BCB Manufacturing USA, Inc. hereto.~~



(Signature of notary public)