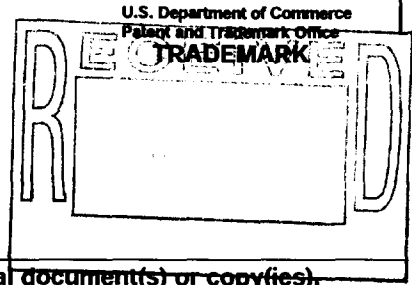


08-18-1999



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RECORDATION FORM COVER SHEET
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Handwritten: 07/20/99, 8-13-99

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

Submission Type

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Document ID #
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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)
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

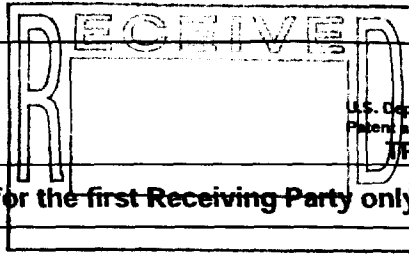
08/18/1999 MTHAI1 00000007 1599798

01 FC:481 40.00 DP

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:
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TRADEMARK

REEL: 001944 FRAME: 0660



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="1599798"/>	<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"/>	<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.

Renee L. Mitchell

Name of Person Signing

Signature

Date Signed

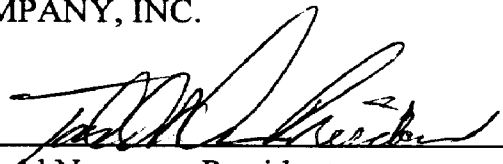
COLLATERAL ASSIGNMENT OF REGISTRATION OF A MARK

Whereas, SPRINGLETS BOTTLED WATER COMPANY, INC., an Arizona corporation, of 951 West Watkins Street, Phoenix, Arizona 85007, has adopted, used and is the owner of and is using in its business a mark which is registered in the United States Patent and Trademark Office, Registration No. 1,599,798, first registered June 5, 1990; and

Whereas, IMPERIAL BANK, a California banking corporation, of One Arizona Center, Suite 900, 400 East Van Buren Street, Phoenix, Arizona 85004, is desirous of acquiring a security interest in and lien upon said mark and registration thereof;


Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, and to secure all present and future obligations of assignor to assignee, Springlets Bottled Water Company, Inc., hereby collaterally assigns and grants a security interest to Imperial Bank, in and to all right, title and interest in and to said mark, together with the good will of the business symbolized by the mark, and the above-identified registration thereof.

SPRINGLETS BOTTLED WATER
COMPANY, INC.

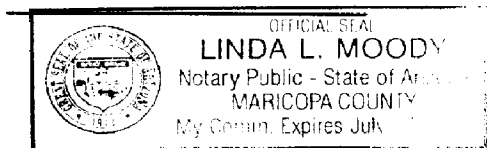
By 
Todd Newman, President

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 2 day of August, 1999, by Todd Newman, the President of SPRINGLETS BOTTLED WATER COMPANY, INC., an Arizona corporation, on behalf of the company.


Notary Public

My Commission Expires:



188060-1
7/29/99