

08-30-1999

Map
8/19/99



To the Holder of the
Please record this **101130671**

marks:
of

1. Name of conveying party(ies):

Big Red, Inc.

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

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

2. Name and address of receiving party(ies):

Name: **North American Beverages, Ltd.**
Internal Address: _____
Street Address: **730 JEWEL DR**
City: **WACO** State: **TX** Zip: **76712**

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

3. Nature of conveyance

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date 7/10/99

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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registrat:
928,381

08-19-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

Additional numbers attached? Yes No

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

David G. Henry
Naman, Howell, Smith & Lee, P.C.
900 Washington Avenue
P. O. Box 1470
Waco, TX 76703-1470

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:
50-0894
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

David G. Henry
Name of Person Signing

David Henry
Signature

8/19/99
Date

Total number of pages comprising cover sheet [4]

OMB No. 0951-0011 (exp. 4/94)

08/30/1999 MAIL 00000036 928381

01 FC:481

40.00 DP

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MARK: Big Strawberry

REGIS. NO.: 928,381

INT. CLASS NO.: 45 (Int. Cl. 32)

ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, Big Red, Inc. ("Assignor"), is the owner of the following trademark now registered in the United States Patent and Trademark Office:

Trademark: Big Strawberry

Registration No.: 928,381

Date of Regis.: February 1, 1972



08-19-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #64

NOW, THEREFORE, in consideration of the sum of one dollar and other good and valuable consideration, Assignor hereby assigns to North American Beverages, Ltd. ("Assignee") all right, title and interest in the United States in and to said trademark and said registration therefor, together with the goodwill of the business symbolized by said trademark and the registration thereof, all causes of action, known or unknown, pertaining thereto, and all rights and interests in marks, if any, which are owned by Assignor and are colorable imitations of, or otherwise confusingly similar to the mark expressly hereby assigned.

Assignor covenants that it is the sole owner of all conveyed rights and interests and has full right to make this assignment. Assignor agrees that it will communicate to Assignee or its representatives any material facts known to Assignor respecting said trademark rights. Assignor agrees to cooperate with Assignee or its successors or assigns in any legal proceeding pertaining to the assigned rights and interests, and, upon reasonable request, to cause

knowledgeable representatives to be available to Assignee's then counsel for testifying or otherwise providing information in connection with such proceedings. Assignor agrees to sign all lawful papers, make all rightful oaths, and generally do everything possible to aid said Assignee, its successors, assigns and nominees, to perpetuate and enforce trademark protection for the said trademark.

SIGNED this 1st day of July, 1999.

BIG RED, INC.

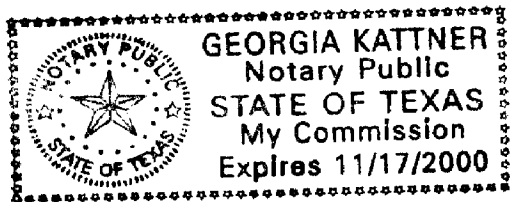
By: *Donal S. Sharp*

Printed Name: Donal S. Sharp

Title: President/CEO

STATE OF TEXAS §
 §
COUNTY OF McLENNAN §

On this 1st day of July, 1999, personally appeared Donal S. Sharp to me known and known to me to be President/CEO of the assignor above named, and acknowledged that he executed the foregoing Assignment pursuant to authority duly received.



Georgia Kattner
Notary Public in and for the
State of Texas

My commission expires: _____

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Mail documents to be recorded with required cover sheet information to:

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Washington, D.C. 20231

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CERTIFICATE OF EXPRESS MAILING

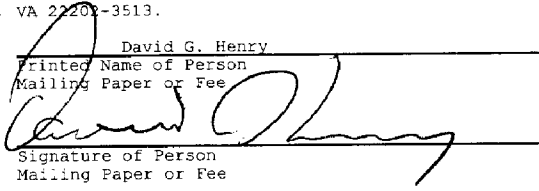
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I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to the Assistant Commissioner of Trademarks, 2900 Crystal Drive; Box Assignments; Arlington, VA 22204-3513.

David G. Henry

Printed Name of Person
Mailing Paper or Fee


Signature of Person
Mailing Paper or Fee