

Handwritten: 8/19/99



101130669

To the Honorable
Please receive

marks:
by thereof

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

3. Nature of conveyance

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date 7/10/99

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

Name: **North American Beverages, Ltd.**
Internal Address:
Street Address: 720 JEWEL DR
City: WACO State: TX Zip: 76712

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

If assignee is not domicile a domestic representative designated? Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

08-19-1999

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

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s)
1,611,421

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

Handwritten: 40E

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

[Signature]
Signature

8/19/99
Date

Total number of pages comprising cover sheet [4]

MARK: Big Red
REGIS. NO.: 1,611,421
INT. CLASS NO.: 030

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 Red



Registration No.: 1,611,421

08-19-1999

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

Date of Regis.: August 28, 1990

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.

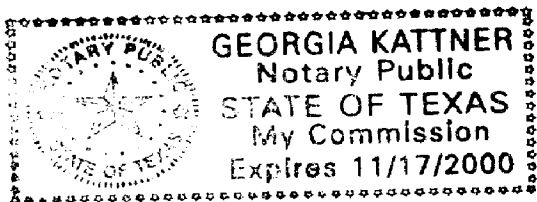
By: *Donal S. Sharp*

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: _____