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FOR: 
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
TRADEMARK

101203357

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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Our 11-04-1999
U.S. Patent & TMO/TM Mail Rcpt Dt. #61

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

Submission Type

New
 Resubmission (Non-Recordation)
Document ID # _____
 Correction of PTO Error
Reel # _____ Frame # _____
 Corrective Document
Reel # 1667 Frame # 0542

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
 Merger
 Change of Name
Effective Date
Month Day Year
 Other Amended Recordation of Assignment previously recorded at Reel 1667, Frame 0542.

Conveying Party

Mark if additional names of conveying parties attached

Name Juice Concepts L.C. Execution Date
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association
 Other

Citizenship/State of Incorporation/Organization Utah

Receiving Party

Mark if additional names of receiving parties attached

Name Zuka Juice, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 488 East 6400 South

Address (line 2) Suite 200

Address (line 3) Salt Lake City, Utah 84107

Individual General Partnership Limited Partnership Corporation Association
Other _____
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.)

Citizenship/State of Incorporation/Organization Utah

11/18/1999 DNGUYEN 00000125 2046849

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
450.00 DP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20023 1

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 (202) 467-7517

Name Carole R. Klein, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, N.W., Attn: TMSU

Address (line 3) Washington, D.C. 20036

Pages Enter the total number of pages of the attached conveyance document including any attachments.

5

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

See attached.

Registration Number(s)

See attached.

Number of Properties Enter the total number of properties involved. 19

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ \$490.00

Method of Payment: Check Enclosed

Deposit Account _____

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: 13-4520

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.

Carole R. Klein

Name of Person Signing

Carole R. Klein
Signature

4 Nov 99

Date Signed

APPLICATIONS

Exhibit A

Mark	App. No. and App. Date	Original Applicant
DESIGN ONLY	Ser. No. 75/221,013 filed: 1-03-97	Juice Concepts, L.C.

REGISTRATIONS

Exhibit B

Mark	Reg. No. and Reg. Date	Original Applicant
CARROT QUENCHER	Reg. No. 2,046,849 registered: 3-18-97	Juice Concepts, L.C.
OCEAN SUNRISE	Reg. No. 2,070,089 registered: 6-10-97	Juice Concepts, L.C.
ORANGE OCTANE	Reg. No. 2,072,008 registered: 6-17-97	Juice Concepts, L.C.
JUST PEACHY	Reg. No. 2,072,010 registered: 6-17-97	Juice Concepts, L.C.
TRIATHLETE	Reg. No. 2,074,091 registered: 6-24-97	Juice Concepts, L.C.
CANTALOUPE CRAVE	Reg. No. 2,072,007 registered: 6-17-97	Juice Concepts, L.C.
ZUKA BOOSTERS	Reg. No. 2,072,011 registered: 6-17-97	Juice Concepts, L.C.
ZUKA POWER PUNCH	Reg. No. 2,072,009 registered: 6-17-97	Juice Concepts, L.C.
ZUKA JUICE	Reg. No. 2,131,274 registered: 1-20-98	Juice Concepts, L.C.
PEENYA-KOWLADA	Reg. No. 2,102,423 registered: 9-30-97	Juice Concepts, L.C.
LIME SUBLIME	Reg. No. 2,207,974 registered: 12-8-98	Juice Concepts, L.C.
CHOCOLATE M'OOD	Reg. No. 2,174,375 registered: 7-21-98	Juice Concepts, L.C.
PINEAPPLE SQUEEZE	Reg. No. 2,145,970 registered: 3-24-98	Juice Concepts, L.C.
BLACKBERRY BURST	Reg. No. 2,145,969 registered: 3-24-98	Juice Concepts, L.C.

CALYPSO GUAVA	Reg. No. 2,153,461 registered: 4-28-98	Juice Concepts, L.C.
STRAWBANNA	Reg. No. 2,144,233 registered: 3-17-98	Juice Concepts, L.C.
P-NUT BUTTER BASH	Reg. No. 2,130,159 registered: 1-20-98	Juice Concepts, L.C.
APPLE SQUEEZE	Reg. No. 2,145,968 registered: 3-24-98	Juice Concepts, L.C.

ASSIGNMENT OF TRADEMARKS

STATE OF UTAH)
) SS
SALT LAKE COUNTY)

WHEREAS, Juice Concepts L.C., a Utah limited liability corporation located and doing business at 350 East Center Street, Suite #8, Provo, Utah 84606 ("Assignor") has adopted, used and is using those trademarks set forth in the attached Exhibits A and B.

WHEREAS, Zuka Juice, Inc., a Utah corporation located and doing business at 488 East 6400 South, Suite 200, Salt Lake City, Utah 84107 "Assignee"), is desirous of acquiring said pending trademarks as described in Exhibit A and the registered trademarks as described in Exhibit B (collectively, "Trademarks"), and the goodwill developed through the use of the Trademarks;

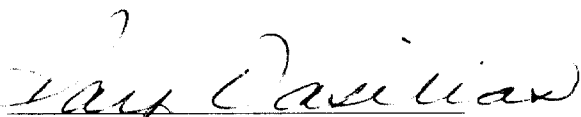
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Juice Concepts L.C. sells, assigns, transfers, and conveys to Zuka Juice, Inc., *nunc pro tunc* as of October 27, 1997, all rights, title and interest in and to the Trademarks, together with the good will of the business symbolized by the Trademarks and the registrations thereof, including the right to sue for and receive all damages from past infringements of the Trademarks, to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

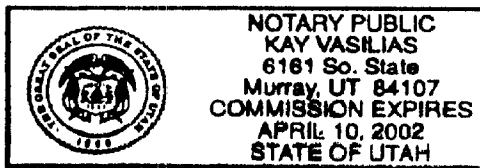
JUICE CONCEPTS, L.C.

By: 

Name: David A. Duffin
Title: President Juice L.C.

Subscribed to and sworn to before me this 27th day of October, 1999.


Notary Public



ASSIGNMENT OF TRADEMARKS

STATE OF UTAH)
) SS
SALT LAKE COUNTY)

WHEREAS, Juice Concepts L.C., a Utah limited liability corporation located and doing business at 350 East Center Street, Suite #8, Provo, Utah 84606 (hereinafter "Assignor") has adopted, used and is using those trademarks set forth in the attached Exhibits A and B.

WHEREAS, Zuka Juice, Inc , a Utah corporation located and doing business at 488 East 6400 South, Suite 200, Salt Lake City, Utah 84107 (hereinafter "Assignee"), is desirous of acquiring said pending trademarks as described in Exhibits A and the registered trademarks as described in Exhibit B;

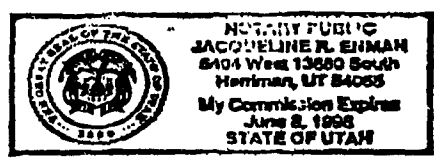
NOW, THEREFORE, in consideration of and in exchange for the sum of \$10.00 (Ten Dollars) and other good and valuable consideration, receipt of which is hereby acknowledged, Juice Concepts L.C. does hereby sell, assign and transfer to Zuka Juice, Inc. all rights, title and interest in and to the above identified trademarks, together with the good will of the business symbolized by the trademarks and the registrations thereof.

~~ZUKA JUICE, INC.~~ JUICE CONCEPTS L.C.

By [Signature] [Initials]
David A. Duffin
Its President and CEO 10/1/99

Subscribed to and sworn to before me this 27th day of October, 1997.

[Signature]
Notary Public





11-04-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #61



Morgan, Lewis & Bockius LLP

C O U N S E L O R S A T L A W

Carole R. Klein
202-467-7517

November 4, 1999

VIA HAND DELIVERY

Assistant Commissioner for Trademarks
Box Post Assignment
2900 Crystal Drive
Arlington, Virginia 22202-3513
Attention: Assignment Branch

Re: Two Corrective Filing Requests for Previously Recorded Assignments
at Reel 1667, Frame 0542 and at Reel 1649, Frame 0261
Our File Ref.: 43573-0084

Dear Sir or Madam:

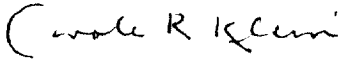
I enclose a new assignment document and recordation form regarding the trademark assignment between Juice Concepts L.C. and Zuka Juice, Inc., recorded at Reel 1667, Frame 0542. The previous recorded assignment has been found to be defective in that the signatory, David Duffin, inadvertently executed the assignment document under his assignee capacity instead of his assignor capacity. For the sake of clarity, I enclose a copy of the defective original assignment document, with the mistake stricken, and the correct information added and initialed by the assignor. I enclose check no. 101999 in the amount of \$490.00, for the filing fee. Any deficiency or overpayment for this matter should be debited or credited to our Deposit Account No. 13-4520.

I also enclose a new assignment document and recordation form regarding the trademark assignment between Zuka Juice, L.C. and Zuka Juice, Inc., recorded at Reel 1649, Frame 0261. The previous recorded assignment of ZUKA SPRINGS, Reg. No. 2,202,757 and ZUKACCINO, Reg. No. 2,187,725 has been found to be defective in that the signatory, David Duffin, inadvertently executed the assignment document under his assignee capacity instead of his assignor capacity. For the sake of clarity, I also enclose a copy of the defective assignment document, with the mistake stricken, and the correct information added and initialed by the assignor. I enclose check no. 102000 in the amount of \$215.00, for the filing fee. Any deficiency or overpayment for this matter should be debited or credited to our Deposit Account No. 13-4520. Please note that, in addition to the correction of the erroneously executed original assignment, the new assignment also includes the assignment of six additional marks, as listed on Exhibit A (attached to the assignment).

Assistant Commissioner of Trademarks
November 4, 1999
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Should you have any questions, please do not hesitate to contact me. We look forward to receiving the notices of recordation of these assignments in due course. Thank you very much for your assistance with respect to these matters.

Sincerely,



Carole R. Klein

Enclosures

cc: C. W. Wilson (w/ encls.)