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11-04-1999

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RECORDATION FORM
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11-19-1999



101202825

DEPT. OF COMMERCE
Trademark Office
MARK

Our Ref.: 43573-0028

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 # 1649 Frame # 0261

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 1649, Frame 0261.

Conveying Party

Mark if additional names of conveying parties attached

Name Zuka Juice, LC Execution Date
Month Day Year
Formerly Juice Concepts, LC March 24, 1999
 Individual General Partnership Limited Partnership Corporation Association
 Other- Limited Liability Company
 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, Suite 200
Address (line 2) Salt Lake City, Utah 84107
Address (line 3) _____
 Individual General Partnership Limited Partnership If document to be recorded is an assignment and the
 Corporation Association 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.)
 Other _____
 Citizenship/State of Incorporation/Organization Utah

11/18/1999 DNGUYEN 00000124 2243494

FOR OFFICE USE ONLY

D1 FC:481 40.00 OP
02 FC:482 175.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

TRADEMARK
REEL: 001989 FRAME: 0983

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.

8

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)

Registration Number(s)

See attached.

See attached.

Number of Properties Enter the total number of properties involved. 8

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 215.00

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: 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

**Exhibit "A" to
Trademark Assignment**

| Mark | App. or Reg. No. & App. or Reg. Date | Status | Original Applicant |
|--------------------------------|---|---------------|---------------------------|
| CARIBBEAN PASSION | Reg. No. 2,243,494 registered: 5-4-99 | Registered | Zuka Juice, L.C. |
| CRANBERRY SPLASH | Reg. No. 2,219,672 registered: 1-19-99 | Registered | Zuka Juice, L.C. |
| GARDEN SQUEEZE | Ser. No. 75/374,067 filed: 8-26-97 | Pending | Zuka Juice, L.C. |
| GRAPE D'VINE | Reg. No. 2,219,671 registered: 1-19-99 | Registered | Zuka Juice, L.C. |
| ORANGE BERRY | Reg. No. 2,046,851 registered: 3-18-97 | Registered | Juice Concepts, L.C. |
| RASPBERRY REFRESHER | Reg. No. 2,046,850 registered: 3-18-97 | Registered | Juice Concepts, L.C. |
| ZUKA SPRINGS | Reg. No. 2,202,757 registered: 11-10-98 | Registered | Zuka Juice, L.C. |
| ZUKACCINO | Reg. No. 2,187,725 registered: 9-8-98 | Registered | Zuka Juice, L.C. |

TRADEMARK ASSIGNMENT

WHEREAS, prior to March 1997, JUICE CONCEPTS, L.C., a Utah limited liability company with a former principal place of business in Provo, Utah ("JCLC"), filed certain United States trademark applications with the U.S. Patent and Trademark Office (PTO) as set forth in Exhibit "A" hereto;

WHEREAS, on March 21, 1997, JCLC filed papers with the State of Utah changing its name to ZUKA JUICE, L.C., a Utah limited liability company with a former principal place of business in Salt Lake City, Utah ("ZJLC" or "Assignor"), which name change document will have been submitted to the PTO for recordation prior to recordation of this Trademark Assignment such that ZJLC will be the current owner of record in the PTO for those United States trademark applications originally filed by JCLC set forth in Exhibit "A";

WHEREAS, ZJLC filed certain additional United States trademark applications as also set forth in Exhibit "A" hereto (the marks and corresponding United States trademark applications and registrations set forth in Exhibit "A" hereinafter referred to as the "Marks");

WHEREAS, ZUKA JUICE MANAGEMENT, L.C., a Utah limited liability company (ZJMLC), filed its Articles of Organization with the State of Utah on May 30, 1996, and whereas, David A. Duffin and ZJLC were the sole members of Zuka Juice Management, L.C.;

WHEREAS, pursuant to that certain "Action by Unanimous Written Consent of the Members of Zuka Juice Management, L.C." executed on September 9, 1997, a copy of which is attached hereto as Exhibit "B", all assets of ZJMLC and ZJLC, including the Marks, the goodwill of the business symbolized by the Marks, and all U.S. trademark registrations and pending trademark applications originally filed by JCLC or ZJLC, were distributed to the members of ZJMLC for immediate assumption by the new Utah corporation Zuka Juice, Inc. created in September 1997;

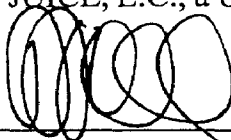
WHEREAS, ZUKA JUICE, INC., a Utah corporation with a principal place of business at 488 East 6400 South, Suite 200, Salt Lake City, Utah 84107 ("Assignee"), acquired the Marks as of September 19, 1997 as set forth in the foregoing "Action by Unanimous Written Consent of the Members of Zuka Juice Management, L.C."; and

WHEREAS, Assignee desires to confirm and memorialize the foregoing series of transactions, involving the transfer of the ongoing business within which the Marks and their associated goodwill are and have been used, resulting in the ownership of the Marks and their associated goodwill by Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee all rights, title, and

interest in and to the Marks together with the goodwill of the business symbolized by said Marks *nunc pro tunc* as of September 19, 1997.

ZUKA JUICE, L.C., a Utah limited liability company



Dated: March 24, 1999

By _____

David A. Duffin in his capacities as
(1) Manager and Registered Agent of Zuka Juice, L.C., one of two members of ZJMLC; and (2) the second Member of ZJMLC

ASSIGNOR

STATE OF UTAH)
) ss:
County of Salt Lake)

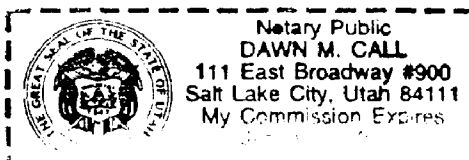
On this 24th day of March, 1999, before me, a notary public in and for said county, appeared DAVID A. DUFFIN, the (1) Manager and Registered Agent of ZUKA JUICE, L.C., a Utah limited liability company, one of two members of ZUKA JUICE MANAGEMENT, L.C., a Utah limited liability company; and (2) the second Member of ZUKA JUICE MANAGEMENT, L.C.; who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, and he acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.



Notary Public

My commission expires:

January 2, 2000



ACTION BY UNANIMOUS WRITTEN CONSENT
OF
THE MEMBERS
OF
ZUKA JUICE MANAGEMENT, L.C.

The undersigned, constituting all of the members of Zuka Juice, L.C., hereby adopt the following resolutions and consent to the actions set forth herein.

WHEREAS, Zuka Juice Management, L.C. filed its Articles of Organization were filed with the Utah Department of Commerce, Department of Corporations and Commercial Code on May 30, 1996, and WHEREAS David A. Duffin and Zuka Juice, L.C. are the sole members of Zuka Juice Management, L.C., and

WHEREAS, Zuka Juice, L.C. filed Articles of Organization were filed with the Utah Department of Commerce, Division of Corporations and Commercial Code on May 30, 1996, and WHEREAS, David A. Duffin and Robert M. Duffin are the sole members of Zuka Juice, L.C., and

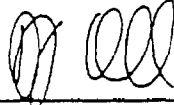
WHEREAS, all of the members of Zuka Juice, L.C. and Zuka Juice Management, L.C. believe that to encourage additional investment in the Corporation and to otherwise advance the corporate purposes, Zuka Juice, L.C. and Zuka Juice Management, L.C. should be reorganized into Utah "C" Corporations, and

WHEREAS, to facilitate the reorganization of the limited liability companies, Zuka Juice, L.C. will dissolve and sufficient assets shall be contributed to Zuka Juice Management, L.C. to bring the members' capital accounts to zero;

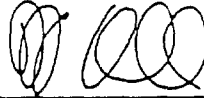
NOW, THEREFORE, the members of Zuka Juice Management, L.C. adopt the following resolutions:

1. RESOLVED: That the members are authorized to dissolve Zuka Juice Management, L.C. as soon as the capital accounts held by Zuka Juice, L.C. and David A. Duffin at Zuka Juice Management, L.C. are zero. Upon dissolution, all assets and liabilities of Zuka Juice Management, L.C. shall be distributed to the members for immediate assumption by a newly created Utah corporation named Zuka Juice, Inc.
2. RESOLVED: That the members are authorized to take such action and execute such documents as shall be required to effectuate the above reorganization and ensure the continued operation of the Zuka Juice stores owned or operated by Zuka Juice, L.C. and Zuka Juice Management, L.C.

Dated this 9 day of September, 1997.



David A. Duffin, Member



Zuka Juice, L.C.
By: David A. Duffin

do:\DJCD\WRITCONS.ZML

ACTION BY UNANIMOUS WRITTEN CONSENT
OF
THE MEMBERS
OF
ZUKA JUICE, L.C.

The undersigned, constituting all of the members of Zuka Juice, L.C., hereby adopt the following resolutions and consent to the actions set forth herein.

WHEREAS, Zuka Juice, L.C. filed Articles of Organization were filed with the Utah Department of Commerce, Division of Corporations and Commercial Code on May 30, 1996, and WHEREAS, David A. Duffin and Robert M. Duffin are the sole members of Zuka Juice, L.C., and

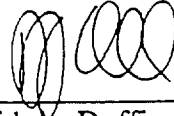
WHEREAS, Zuka Juice Management, L.C. filed its Articles of Organization were filed with the Utah Department of Commerce, Department of Corporations and Commercial Code on May 30, 1996, and WHEREAS David A. Duffin and Zuka Juice, L.C. are the sole members of Zuka Juice Management, L.C., and

WHEREAS, all of the members of Zuka Juice, L.C. and Zuka Juice Management, L.C. believe that to encourage additional investment in the Corporation and to otherwise advance the corporate purposes, Zuka Juice, L.C. and Zuka Juice Management, L.C. should be reorganized into Utah "C" Corporations;

NOW, THEREFORE, the members of Zuka Juice, L.C. adopt the following resolutions:

1. RESOLVED: That the members are authorized to dissolve Zuka Juice, L.C. Upon dissolution, the members shall distribute to Zuka Juice Management, L.C. sufficient assets to ensure that the capital accounts held by Zuka Juice, L.C. and David A. Duffin at Zuka Juice Management, L.C. are zero. All other assets and liabilities of Zuka Juice, L.C. shall then be distributed to the members for immediate assumption by a newly created Utah corporation named Zuka Juice, Inc.
2. RESOLVED: That the members are authorized to take such action and execute such documents as shall be required to effectuate the above reorganization and ensure the continued operation of the Zuka Juice stores owned or operated by Zuka Juice, L.C. and Zuka Juice Management, L.C.

Dated this 9 day of September, 1997.



David A. Duffin, Member



Robert M. Duffin, Member

do:\DJCD\WRITCONS.ZLC



ASSIGNMENT OF TRADEMARKS

STATE OF UTAH)
) SS
SALT LAKE COUNTY)

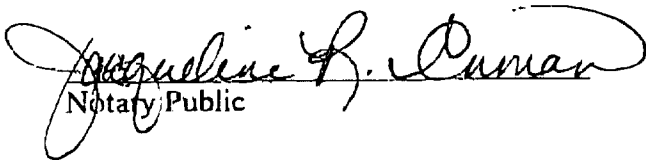
WHEREAS, Zuka Juice L.C., a Utah limited liability corporation located and doing business at 480 East Winchester, Suite 205, Salt Lake City, Utah 84107 (hereinafter "Assignor") has adopted, used and is using those trademarks set forth in the attached Exhibit A.

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 Exhibit A;

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, Zuka Juice 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.~~ ZUKA JUICE L.C.
By  
David A. Duffin
Its President and CEO
10/1/99

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


Notary Public

