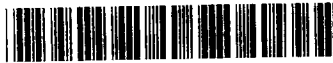


05-25-2000

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OPR/FINANCE 101367368
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

5-10-00

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 # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached
(Separate page - Original
New York Seltzer)

Execution Date
Month Day Year
02 -14-96

Name ALAN MILLER

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization UNITED STATES

Receiving Party

Mark if additional names of receiving parties attached

Name MARK-NYS, INC.

DBA/AKA/TA

Composed of

Address (line 1) 100 Wilshire Blvd.

Address (line 2) Third Floor

Address (line 3) Santa Monica

California

90401

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 California

05/24/2000 ASCOTT 00000094 1472558

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 700.00 OP

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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002079 FRAME: 0964

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)

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.

5-10-2000

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
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Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional 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

Enter Additional 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

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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)

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Registration Number(s)

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<input type="text" value="1,575,863"/>	<input type="text" value="1,582,856"/>	<input type="text" value="1,583,854"/>
<input type="text" value="1,585,985"/>	<input type="text" value="1,587,014"/>	<input type="text" value="1,587,052"/>
<input type="text" value="1,587,913"/>	<input type="text" value="1,597,736"/>	<input type="text" value="1,613,112"/>
<input type="text" value="1,625,105"/>	<input type="text" value="1,625,106"/>	<input type="text" value="1,627,444"/>

ADDITIONAL CONVEYING PARTY: ORIGINAL NEW YORK SELTZER

GENERAL PARTNERSHIP

CALIFORNIA ORGANIZATION

TRADEMARK

REEL: 002079 FRAME: 0967

ASSIGNMENT OF REGISTRATIONS OF MARKS

Whereas Original New York Seltzer, a general partnership, and Alan Miller, as its partner, whose last address of operations was 19485 Walnut Drive North, Walnut, California 91789, has adopted, used and was using marks which are registered in the United States Patent and Trademark Office. Those marks are listed as follows:

REGISTRATION NO.	DATE
1,472,558	1/12/88
1,472,559	1/12/88
1,483,746	4/5/88
1,484,498	4/12/88
1,553,970	8/29/89
1,554,964	9/5/89
1,555,998	9/12/89
1,558,344	9/26/89
1,588,345	9/26/89
1,562,477	10/24/89
1,563,651	10/31/89
1,563,652	10/31/89
1,567,442	11/21/89
1,568,685	11/28/89
1,570,070	12/5/89
1,572,664	12/19/89
1,573,712	12/26/89
1,575,863	1/2/90

1,582,856	2/13/90
1,583,854	2/20/90
1,585,985	3/6/90
1,587,014	3/13/90
1,587,052	3/13/90
1,587,913	3/20/90
1,597,736	5/22/90
1,613,112	9/11/90
1,625,105	11/27/90
1,625,106	11/27/90
1,627,444	12/11/90

Whereas Mark-NYS, Inc., a California corporation, acquired all of the trade names, including without limitation the name "Original New York Seltzer", and marks from Original New York Seltzer, a general partnership, on October 10, 1994. The marks were acquired by Mark-NYS, Inc. on October 10, 1994 through conducting a foreclosure of Mark-NYS, Inc.'s security interest in those marks and other assets of Original New York Seltzer.

The foreclosure of Mark-NYS, Inc.'s security interest was conducted pursuant to a Court Order entered on September 21, 1994, by the United States Bankruptcy Court, Central District of California in *In re Original New York Seltzer, a General Partnership*, Case No. LA93-46394-VZ.

On February 22, 1992, Original New York Seltzer, a general partnership, entered into a Security Agreement whereby

Original New York Seltzer granted Owens-Illinois ("Owens") a security interest in its accounts receivables. Owens had supplied Original New York Seltzer with bottles for Original New York Seltzer, Inc.'s beverages. Owens continued to supply bottles to Original New York Seltzer but subsequently entered into a superseding Security Agreement dated March 31, 1993. Pursuant to that second Security Agreement, the debtor granted Owens a security interest in all of its personal property, including trade names and marks of Original New York Seltzer.

On October 14, 1993, Original New York Seltzer commenced a bankruptcy case in the United States Bankruptcy Court, Central District of California, entitled *In re Original New York Seltzer, a General Partnership*, Case No. LA93-46394-VZ.

On October 22, 1993, the United States Bankruptcy Court for the Central District of California entered a Court Order approving on an interim basis a "Stipulation Re: (1) Debtor's Use Of Cash Collateral; (2) Relief From The Automatic Stay" ("Stipulation"). That Stipulation was approved on a final basis by Court Order entered on November 24, 1993.

On or about December 21, 1993, Owens assigned to Mark-NYS, Inc., Owens' entire claim, including its security interest against Original New York Seltzer and its rights pursuant to the Stipulation.

On March 17, 1994, Original New York Seltzer and Mark-NYS, Inc., as the assignee of the secured claims of Owens,

entered into a Stipulation Re: (1) Debtor's Use Of Cash Collateral; (2) Relief From The Automatic Stay. That Stipulation was approved with certain specified modifications pursuant to an Order by the United States Bankruptcy Court, Central District of California, in Case No. LA93-46394-VZ, filed on May 3, 1994. On July 12, 1994, Original New York Seltzer and Mark-NYS, Inc. entered into a Stipulation To Extend Stipulation Re: (1) Debtor's Use Of Cash Collateral; (2) Relief From The Automatic Stay. A Stipulation To Withdraw Opposition To Stipulation To Extend Stipulation Re: (1) Debtor's Use Of Cash Collateral; (2) Relief From The Automatic Stay, and consent to order approving that Stipulation was entered into between Original New York Seltzer, Mark-Nys, Inc. and Morgan Guaranty Trust Company of New York and James P. Wohl on September 9, 1994.

On September 21, 1994, the United States Bankruptcy Court, Central District of California, in Case No. LA93-46394-VZ, entered an Order Re: Motion for Approval of Stipulation to Extend Stipulation Re: (1) Debtor's Use Of Cash Collateral; (2) Relief From The Automatic Stay Filed By Original New York Seltzer. Pursuant to that Order, on September 27, 1994, John F. Kurtz, Jr. sent a letter to Alberta Stahl, Esq., attorney for Original New York Seltzer in Case No. LA93-46394-VZ notifying Original New York Seltzer that an Event of Default had occurred because the Minimum Collateral Value was \$944,970 as of September 16, 1994. The letter also requested that Original New York Seltzer make arrangements to allow Mark-NYS, Inc. to conduct a strict

foreclosure pursuant to the Order of the Bankruptcy Court entered on September 21, 1994.

On October 10, 1994, Original New York Seltzer allowed Mark-NYS, Inc. to take over all assets including trade names and marks of Original New York Seltzer by way of a foreclosure.

Now, therefore, Alan Miller and Original New York Seltzer acknowledge that Mark-NYS, Inc. is the owner of all right, title and interest in and to the said marks described above, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

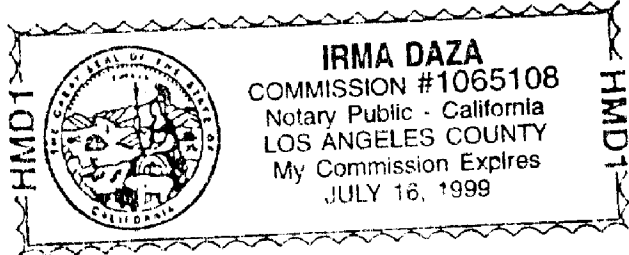
ORIGINAL NEW YORK SELTZER
a General Partnership
and Debtor in Bankruptcy
United States Bankruptcy Court
Case No. LA93-46394-VZ
Central District of California

By: *Alan Miller*
Alan Miller, individually
and as partner of
Original New York Seltzer

State of California)
) ss.
County of Los Angeles)

On this 15th day of ~~January~~ ^{March 25}, 1996, before me appeared Alan Miller,
the person who signed this instrument, who acknowledged that he
signed it as a free act on his own behalf and on behalf of
Original New York Seltzer, a General Partnership and Debtor in
Case No. LA93-46394-VZ United States Bankruptcy Court, Central
District of California with authority to do so.

Irma Daza
Signature of notary public



ORIGINAL NEW YORK SELTZER
As Trustee for Original New
York Seltzer, a General
Partnership and Debtor in
Bankruptcy Case
No. LA93-46394-VZ
United States Bankruptcy Court
Central District of California

By: Duke Salisbury, Trustee
Duke Salisbury

State of California)
) ss.
County of Los Angeles)

On this 13th day of February ^{K.A.B.}~~January~~, 1996, before me appeared Duke Salisbury, the person who signed this instrument, who acknowledged that he signed it as Trustee on behalf of Original New York Seltzer in Case No. LA93-46394-VZ United States Bankruptcy Court, Central District of California with authority to do so.

Kimberly A. Bernstein
Signature of notary public

