



101559585

To the Honorable Commissioner of

Patent and Trademark Office  
Original documents or copy thereof.

1. Name of conveying party(ies):  
Beverage Canners International Corporation

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State - Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: Beverage Corporation International, Inc.

Internal Address: \_\_\_\_\_

Street Address: One North University

City: Fort Lauderdale      State: FL      ZIP: 33324

12-7-00

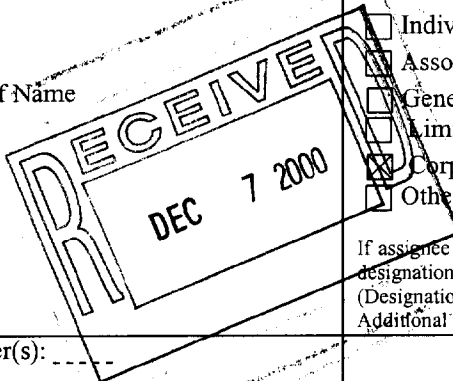
3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: September 6, 2000

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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 patent number(s): \_\_\_\_\_

A. Trademark Application No.(s)  
 \_\_\_\_\_  
 \_\_\_\_\_

B. Trademark Registration No.(s)  
 \_\_\_\_\_  
 \_\_\_\_\_

Additional numbers attached?  Yes  No

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

Name: Daniel W. Keene

Internal Address: Akin Gump Strauss Hauer & Feld, LLP

Street Address: P. O. Box 688

City: Dallas      State: TX      ZIP: 75313-0688

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41)      \$215.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 \_\_\_\_\_

(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.

Daniel W. Keene      Daniel W. Keene      December 4, 2000  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

12/22/2000 6TON11 00000004 2129670

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

**SCHEDULE A-1**

| <b><u>Mark</u></b> | <b><u>Goods</u></b>  | <b><u>Number</u></b> | <b><u>Date</u></b> |
|--------------------|--|----------------------|--------------------|
| Island Breeze      | Tea-based beverages with fruit flavoring, fruit-flavored beverages | 2,129,670            | 01/20/98           |
| Treasure Grove     | Fruit juices and fruit-flavored beverages                          | 1,889,417            | 04/11/95           |
| Caribbean Breeze   | Soft drinks  | 1,657,570            | 09/17/91           |
| Dr. Ritz           | Soft drinks  | 2,044,407            | 03/11/97           |
| Ritz Stylized      | Soft drinks  | 1,533,527            | 04/04/89           |
| Crystal Bay        | Soft drinks  | 2,373,054            | 08/01/00           |
| Crystal Bay        | Soft drinks  | 1,863,297            | 11/15/94           |
| Copa Ritz          | Soft drinks  | 1,273,011            | 04/03/84           |

## ASSIGNMENT AND ASSUMPTION OF GENERAL INTANGIBLES

THIS ASSIGNMENT AND ASSUMPTION OF GENERAL INTANGIBLES (this "Agreement"), dated this 6<sup>th</sup> day of September, 2000, by and between BEVERAGE CANNERS INTERNATIONAL CORPORATION, a Delaware corporation, BEVERAGE CANNERS TEXAS CORPORATION, a Texas corporation, NATURALLE SPRINGS, INC., a Florida corporation, ACAPPELLA NATURAL SPRING WATER, INC. f/k/a FLORIDA ORANGE SPRINGS, INC., a Florida corporation, GOOD-O ACQUISITION CORPORATION, a New York corporation, BEVERAGE CANNERS FUNDING CORPORATION, a Texas corporation, ROSEWOOD WATER CORPORATION, a Texas corporation, and BEVERAGE CANNERS EXPORT SALES, LTD., a Virgin Islands limited partnership, Chapter 11 Debtors-in-Possession (collectively the "Assignor"), and BEVERAGE CORPORATION INTERNATIONAL, INC., a Delaware corporation ("Assignee").

WHEREAS, Assignor and BCI ACQUISITION LLC, a Florida limited liability company ("BCI"), entered into that certain Agreement for Purchase and Sale, dated August 10, 2000 (the "Agreement"), for the sale and purchase of certain Assets (as such term is defined in the Agreement);

WHEREAS, the bankruptcy court in Assignor's Chapter 11 Bankruptcy case has entered an order authorizing the assignment of the Intangible Property (as hereinafter defined) from Assignor to BCI or its assignee and the assumption of the obligation thereunder by BCI or its assignee;

WHEREAS, BCI has assigned its interests under the Agreement to Assignee;

WHEREAS, in connection with the transfer of the Assets, Assignor desires to assign, transfer, set over and deliver to Assignee all of Assignor's right, title and interest in and to certain intangible property, if any, as hereinafter provided; and

WHEREAS, Assignee desires to assume the duties and obligations of Assignor with respect to said intangible property.

NOW, THEREFORE, in accordance with the Agreement and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties do hereby covenant and agree as follows and take the following actions:

1. Assignment. Assignor does hereby assign, transfer, set over and deliver unto Assignee all of the Assignor's right, title and interest, if any, in and to the following intangible property to the extent the same is owned by Assignor and is transferable by Assignor (collectively, the "Intangible Property"):

(a) All intellectual property, trade secrets, know-how, trademarks and trade names, including, without limitation, the registered trademarks and common law trademarks on Schedule A-1 affixed hereto (and the registrations thereof), owned by the Seller in all jurisdictions where the Seller uses same or has rights thereto relating to Seller's carbonated soft drink business (the "CSD Business") and described on Schedule A-1, affixed hereto by this reference and made a part hereof; and

(b) All of the goodwill, customer lists, packaging, formulas, specifications, manufacturing procedures, sales and marketing literature, sales plans, marketing plans, and trade secrets and know-how relating to the CSD Business, and the trademarks and trade names on Schedule A-1 hereto.

2. Assumption. By execution hereof, Assignee does hereby assume and agree to perform all obligations and duties of Assignor with respect to the Intangible Property arising from and after the date hereof.

IN WITNESS WHEREOF, this Assignment and Assumption of General Intangibles has been signed, sealed and delivered by the parties as of the date first above written.

ASSIGNOR:

BEVERAGE CANNERS INTERNATIONAL  
CORPORATION, a Delaware corporation

By: William Dwyer  
Name: William Dwyer  
Title: V.P./CFO

BEVERAGE CANNERS TEXAS  
CORPORATION, a Texas corporation

By: William Dwyer  
Name: William Dwyer  
Title: V.P./CFO

NATURALLE SPRINGS, INC.,  
a Florida corporation

By: William Dwyer  
Name: William Dwyer  
Title: V.P./CFO

[Signatures continued on next page]

ACAPPELLA NATURAL SPRING WATER,  
INC., a Florida corporation f/k/a  
FLORIDA ORANGE SPRINGS, INC., a  
Florida corporation

By: William Brophy  
Name: William Brophy  
Title: EVP/CFD

GOOD-O ACQUISITION CORPORATION,  
a New York corporation

By: William Brophy  
Name: William Brophy  
Title: EVP/CFD

BEVERAGE CANNERS FUNDING  
CORPORATION, a Texas corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ROSEWOOD WATER CORPORATION,  
a Texas corporation

By: William Brophy  
Name: William Brophy  
Title: EVP/CFD


BEVERAGE CANNERS EXPORT SALES,  
LTD., a Virgin Islands limited partnership

By: William Brophy  
Name: William Brophy  
Title: EVP/CFD

[Signatures continued on next page]

ASSIGNEE:

BEVERAGE CORPORATION INTERNATIONAL,  
INC., a Delaware corporation

By:   
Name: GEORGE R BRACKEN  
Title: V. P

SCHEDULE A-1

SOFT DRINK TRADEMARKS

| <u>Mark</u>      | <u>Goods</u>   | <u>Number</u> | <u>Date</u> |
|------------------|--|---------------|-------------|
| Island Breeze    | Tea-based beverages with fruit flavoring, fruit-flavored beverages | 2,129,670     | 01/20/98    |
| Treasure Grove   | Fruit juices and fruit-flavored beverages                          | 1,889,417     | 04/11/95    |
| Caribbean Breeze | Soft drinks  | 1,657,570     | 09/17/91    |
| Dr. Ritz         | Soft drinks  | 2,044,407     | 03/11/97    |
| Ritz Stylized    | Soft drinks  | 1,533,527     | 04/04/89    |
| Crystal Bay      | Soft drinks  | 2,373,054     | 08/01/00    |
| Crystal Bay      | Soft drinks  | 1,863,297     | 11/15/94    |
| Copa Ritz        | Soft drinks  | 1,273,011     | 04/03/84    |

TRADE NAMES

BCI  
Beverage Canners  
Beverage Canners International

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