

01-02-2001

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U.S. DEPARTMENT OF COMMERCE

SHEET

Patent and Trademark Office
Docket No. 42990-24000

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fresh Samantha, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-Maine 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: December 1, 2000

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

Name: Odwalla, Inc.
 Internal Address:
 Street Address: 120 Stone Pine Road
 City: Half Moon Bay, State: CA ZIP: 94019

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

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

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)
 (see attached)

B. Registration No.(s)
 (see attached)

2198618

Additional numbers attached? Yes No

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

Douglas L. Hendricks
 Morrison & Foerster LLP
 425 Market Street
 San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 27

7. Total fee (37 C.F.R. § 3.41): \$690.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket 42990-24000

8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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.

Name: Douglas L. Hendricks

Douglas L. Hendricks 12-11-00
 Signature Date

Total number of pages comprising cover sheet, attachments and document: 4

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

sf-910751

TRADEMARK
REEL: 002204 FRAME: 0223

Fresh Samantha, Inc. Trademark Registrations
(Exhibit A)

MARK:	REGISTRATION NO.
THE BIG BANG BODY ZOOM JUICE	2,198,618
DESPERATELY SEEKING C	2,196,068
FRESH SAMANTHA	1,913,653
DESIGN (girl carrying fruit)	2,023,377
WILLY BOY	2,349,987
WILLY BOY & DESIGN	2,348,540
FRESH SAMANTHA (stylized)	2,349,992
BODY ZOOMERS	2,364,346
FRESH SAMANTHA	2,366,497
OH HAPPY DAY	2,369,473
THE BIG BANG	2,374,908

Fresh Samantha, Inc. Trademark Applications
(Exhibit B)

MARK:	SERIAL NO.
POWER SNACK	75/659,391
SUPER JUICE WITH ECHINACEA & DESIGN	75/782,772
FLOWER POWER	75/659,350
MS. GINGER PEACH	75/654,496
MANGO MAMA	75/708,859
JUICEHEAD	75/666,061
PROTEIN BLAST	75/708,377
GET SMART	75/666,062
SHAKE IT UP BABY	75/666,060
FROZEN SAMANTHA	75/741,252
MADAM BRIDGEWATER'S REASPBERRY LIMEADE	75/807,607
IT AIN'T EASY BEING GREEN	75/807,831
HIP SIP	75/807,832
VEGGIE CHA CHA	75/807,833
FRESH SAMANTHA (juice bar)	75/807,834
RASPBERRY DREAM	75/904,200

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT**

WHEREAS, Fresh Samantha, Inc., a Maine corporation, ("ASSIGNOR") owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as listed in Exhibits A & B attached hereto and incorporated herein by this reference ("MARKS"); and

WHEREAS, Odwalla, Inc., a California corporation, ("ASSIGNEE"), desires to acquire all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

WHEREAS, ASSIGNEE is a successor to a portion of the business of the ASSIGNOR to which the MARKS pertain;

NOW, THEREFORE, in consideration of good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign, transfer and convey unto ASSIGNEE its entire right, title and interest in and to the MARKS, and to the applications and/or registrations for the MARKS, together with the goodwill of the business symbolized by the MARKS and the portion of the business of the ASSIGNOR to which the MARKS pertain, including all common law rights, the right to register, renew, protect, defend, and sue and recover for any past infringement thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by an authorized officer on this 12 day of December, 2000.

By: _____

Name: James R. Steichen

Title: Vice President, Chief Financial Officer

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RECORDED: 12/11/2000

TRADEMARK
REEL: 002204 FRAME: 0228