

01-18-2002

Form PTO 1594
8-17-01 (modified)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101952716

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

1. Name of conveying party(ies):

Phillips Beverage Company
25 S.E. Main Street
Minneapolis, MN 55414

- Individual(s) Association
- General Partnership Limited Partnership
- Other Corporation

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

2. Name and address of receiving party(ies)

Name: Phillips Products Co., LLC

Internal Address: _____

Street Address: 1607 South 12th Street

City: Princeton State: MN ZIP 55371

Individual Citizenship _____

Association, State _____

General Partnership _____

Limited Partnership _____

Other Corporation

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: _____

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

A. Trademark Application No.(s)

See attached continuation sheet

B. Trademark Registration No.(s)

See attached continuation sheet

Additional numbers attached? Yes No

75667043

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

Name: MOORE & HANSEN

Internal Address: _____

Street Address: 2900 Wells Fargo Center

90 South Seventh Street

City: Minneapolis State: MN ZIP 55402

6. Total number of applications and registrations involved: (20)

7. Total fee (37 CFR 3.41):

\$ 515.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

13-4300

(Attach duplicate copy of this page if paying by deposit account)

01/17/2002 TDIAZ1 00000104 75667043

01 FC:481 40.00 OP
02 FC:482 475.00 OP

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.

Malcolm L. Moore

Name of Person Signing

Signature

November 20, 2001

Date

Total number of pages including cover sheet, attachments, and documents (5)

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

TRADEMARK
REEL: 002426 FRAME: 0309

Continuation of Item 4:

A. U.S. Trademark Application Numbers

75/667043

76/047080

B. U.S. Trademark Registration Numbers

1671297

1486417

1257803

2211872

1765355

2235408

2235409

782955

1349869

1848324

2379744

1486416

784558

1516905

1954088

2276497

1817063

1696401

TRADEMARK ASSIGNMENT

This Trademark Assignment is made and effective as of this 31st day of October, 2001, by and between Phillips Products Co., LLC, a Minnesota Limited Liability Company, hereinafter referred to as Assignee, and Phillips Beverage Company, a Minnesota corporation, with its principal place of business at 25 S.E. Main Street, Minneapolis, Minnesota 55414, hereinafter referred to as Assignor.

WHEREAS, assignor is the owner of those certain trademarks and trademark registrations listed on attached Schedule A (hereafter the "Marks"), and associated goodwill, and desires to assign the Marks to Assignee pursuant to that certain Purchase Agreement entered into between Assignor and Assignee dated October 26, 2001.

In consideration of the sum of one dollar (\$1.00) and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignee, Assignor hereby sells, conveys, assigns, transfers and delivers to Assignee, its successors and assigns, all of the right, title and interest Assignor has in and to the Marks, including all common law rights, all applications and registrations, and all of the goodwill of the business associated therewith, United States and foreign, specifically including those registrations identified on attached Schedule A, including all extensions, renewals and abandoned applications thereof and all registrations issued and obtained therefor and thereon, United States and foreign, and further including all rights to sue for and to recover injunctive and other relief for future infringements thereof and to otherwise stand in the place of Assignor in all matters related thereto. Assignor further covenants that it will reasonably, upon request, promptly execute and deliver to Assignee or its legal representatives any and all papers, instruments or affidavits required to carry out and record this transfer and assignment to Assignee.

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed and effective as of the day and year written above.

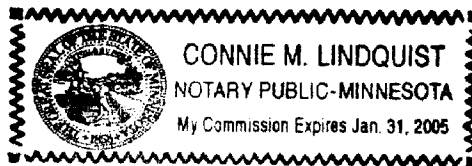
PHILLIPS BEVERAGE COMPANY

By *Edward Jay Phillips*

Edward Jay Phillips

Its: Chairman & CEO

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)



Appeared before me this 31st day of October, 2001, an individual who executed the foregoing assignment in my presence and who affirmed to me his authority to execute such assignment on behalf of Phillips Beverage Company.

Connie M. Lindquist
Notary Public

SCHEDULE A

Marks

U.S. Trademark Registrations

<u>Mark</u>	<u>United States Patent and Trademark Office Registration No.</u>
BLUE 100	1,671,297
CALGARY TRAIL	1,486,417
COFFEE GRANDE and Design	1,257,803
HOLLY NOG	2,211,872
HOT STUFF	1,765,355
HOW SWEET IT ISN'T	2,235,408
Miscellaneous Design (SOURPUSSCat Design)	2,235,409
PHILLIPS	782,955
PHILLIPS	1,349,869
SILVER WOLF	1,848,324 (subject to the private, contractual arrangements set forth in Exhibit G hereof)
SILVER WOLF	2,379,744 (subject to the private, contractual arrangements set forth in Exhibit G hereof)
SIBERIAN ICE	1,486,416
SNO SHOE and Design	784,558
SONOMA BARREL	1,516,905
SONOMA BARREL	1,954,088
SOURPUSS	2,276,497
WINTER 100	1,817,063
HOT 100	1,696,401

TRADEMARK

REEL: 002426 FRAME: 0312

Pending U.S. Trademark Applications

<u>Mark</u>	<u>United States Patent and Trademark Office Application No.</u>
ICEHOLE	75/667,043
THE REVELSTOKE CANADIAN SPICED WHISKY	76/047,080

State Trademark Registrations

<u>Mark</u>	<u>State</u>	<u>Registration No.</u>
PHILLIPS	Minnesota	2,997
SNO SHOE "GROG"	Minnesota	2,468
HARTLEY	Minnesota	639,664
HARTLEY	Wisconsin	19,032
SNO SHOE GROG	Nebraska	342,828
SNO SHOE "GROG"	North Dakota	5,521,000
SNO SHOE GROG	South Dakota	15,001,633

Pending Canadian Trademark Applications

<u>Mark</u>	<u>Serial No.</u>
PHILLIPS	1,104,288
PHILLIPS UV	1,116,042
SOURPUSS	1,116,041
THE REVELSTOKE CANADIAN SPICED WHISKY	1,060,065