

NUNC PRO TUNC
ASSIGNMENT

WHEREAS, FRANCHISE HEADQUARTERS, LLC, a New Jersey Limited Liability Company, (hereinafter "ASSIGNOR"), is the owner of the trademarks identified in Exhibit A now registered with the United States Patent and Trademark Office (hereinafter "Trademarks");

WHEREAS, H2O TO GO LLC, d/b/a Purified Water To Go, a Nevada Limited Liability Company (hereinafter "ASSIGNEE"), having its principal offices at 5160 South Valley View Boulevard, Suite 100, Las Vegas, Nevada 89118-1778, is desirous of acquiring all right, title, and interest of said Trademarks and ASSIGNOR is desirous of assigning all right, title, and interest of said Trademarks to ASSIGNEE;

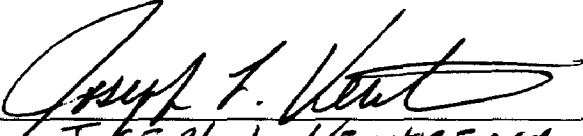
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers, conveys and delivers to ASSIGNEE all of ASSIGNOR's right, title, and interest in and to said Trademarks together with the good will of the business symbolized by said Trademarks, and the right to recover for damages and profits for past infringements of any of said Trademarks.

At the request of ASSIGNEE, ASSIGNOR will execute, deliver and acknowledge all such further instruments of conveyance and do and perform all such other acts and things as ASSIGNEE may reasonably require to more effectively accomplish the assignment, transfer and recordation thereof of said Trademarks together with the good will of the business symbolized by said Trademarks.

This Assignment is binding on ASSIGNOR and its successors and assigns and shall inure to the benefit of ASSIGNEE and its successors and assigns.

Signed at Dallas, TX this 15th day of Sept., 2002 and effective nunc pro tunc as of August 28, 2001.

FRANCHISE HEADQUARTERS, LLC

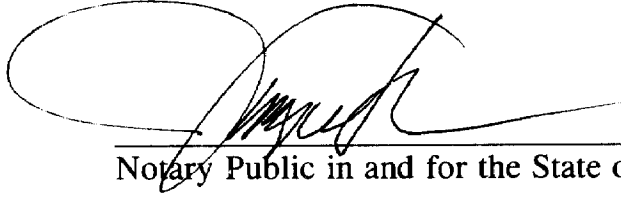
By: 
Name: Joseph L. VENTRESCA
Title: MANAGING MEMBER

STATE OF Texas §

§

COUNTY OF Dallas §

On this 15th day of Sept., 2002, personally appeared Joseph L. Ventresca to me known and known to me to be Managing Member of FRANCHISE HEADQUARTERS, LLC, the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.



Notary Public in and for the State of Texas



EXHIBIT A

Trademark	Registration No.	Date of Registration
PROVIDING SUPERIOR QUALITY	1,934,493	November 7, 1995
WATER ETC.	1,941,296	December 12, 1995
WATER TO GO	1,949,803	January 16, 1996
WATER STORE WATER STORE NETWORK & Design	2,022,848	December 17, 1996
PURE & FRESH 12 STAGE WATER PURIFICATION SYSTEM	2,068,133	June 3, 1997
WATER STORE NETWORK & Design	2,164,943	June 16, 1998