

12-16-2002

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102312305 ▼

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

1. Name of conveying party(ies):
Refreshment Brands, Inc. **12-13-02**

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

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

2. Name and address of receiving party(ies)
Name: Majestic Brands Inc.
Internal Address: _____
Street Address: P. O. Box 6957
City: Stateline State: NV Zip: 89449-6957

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Nevada
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11/22/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78179775,
78179777, 78189721

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michael A. Rein, Esq.
Internal Address: _____
Street Address: Rein & Rein
715 14th Street
City: Modesto State: CA Zip: 95354

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

FINANCE SECTION
DEC 11 1:25 PM '02

DO NOT USE THIS SPACE

9. Signature.
MICHAEL A. REIN, ESQ. Michael A. Rein 12/09/2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **2**

12/16/2002 6TON11 0000019 78179775
01 FC:0521 40.00 OP
02 FC:0522 50.00 OP

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

TRADEMARK
REEL: 2633 FRAME: 0834

ASSIGNMENT

This Assignment is executed this 22nd day of November 2002 by REFRESHMENT BRANDS, INC., a California corporation ("Assignor"), and MAJESTIC BRANDS INC., a Nevada corporation ("Assignee").

RECITALS

A. Assignor is the owner of the trademarks "ENVY" and "NV", and their associated designs and trade dress (the "Trademarks").

B. On October 29, 2002, Assignor filed with the United States Patent and Trademark Office that certain Trademark/Service mark Application for registration of the typed form trademark "NV" (USPTO Serial No. 78/179775), and that certain Trademark/Service mark Application for registration of the typed form trademark "ENVY" (USPTO Serial No. 78/179777), and on November 27, 2002, Assignor filed with the United States Patent and Trademark Office that certain Trademark/Service mark Application for registration of the design trademark "NV ENVY" (USPTO Serial No. 78/189721) (collectively the "Applications").

C. Assignee is successor to the ongoing business, including goodwill, of Assignor relating to the Trademarks, and has full rights to cause the manufacture, distribution, sales and marketing of products bearing the Trademarks.

D. In order to formally place Assignee in the place and stead of Assignor as sole owner of the Trademarks and applicant under the Applications, the parties hereto enter into this Assignment.

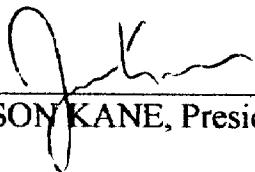
ASSIGNMENT

For value received, Assignor hereby assigns and transfers to Assignee all of its right, title and interest in and to the Trademarks, and Assignee hereby agrees to and does accept the assignment. Assignee expressly assumes and agrees to keep, perform and fulfill all the obligations required to be kept, performed and fulfilled by Assignor as applicant under the Applications.

Executed at Danville, California on the day and year first above written.

Assignor:

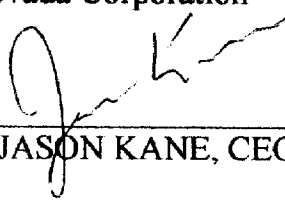
REFRESHMENT BRANDS, INC.
A California Corporation



By: JASON KANE, President

Assignee:

MAJESTIC BRANDS INC.
A Nevada Corporation



By: JASON KANE, CEO