

01-03-2003

COVER SHEET

NY Docket No.:

To the Honorable Commissioner

and the attached original documents or copy hereof.



102327695

18-23-02

1. Name of conveying party
ACB MARKEN GMBH
115, OSKAR-JAGER-STRASSE
50825 COLOGNE, GERMANY

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

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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
 Other: Merger to form Partnership

Execution Date: December 16, 1998

Name and address of receiving party(ies):

Name: Mineralbrunnen Ueberkingen-Teinach AG and ACB Marken GmbH, (partnership) organized under the laws of Germany. (comprising) Mineralbrunnen Ueberkingen-Teinach AG (a German corporation) Postfach 80, 73334 Bad Ueberkingen, Germany. ACB Marken GmbH (a German Limited Liability Company)
115 Oskar-Jager-Strasse, 50825 Koln, Germany

Individual(s) citizenship: 23
Association
General Partnership
Limited Partnership
 Corporation-State Partnership is comprised of two German companies

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) & addresses attached?
 Yes

A. Trademark Application No.(s)

B. Trademark Registration No.(s) AFRI-COLA, Reg. No. 1,244,728

Additional Numbers attached? Yes No

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

Name: Leon Medzhibovsky
Internal Address: Fulbright & Jaworski L.L.P.
Street Address: 666 Fifth Avenue
City: New York State: NY Zip: 10103

6. Total number of applications and registration involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00
 Enclosed
 Authorized to be charged to deposit account in the event of insufficiency of check

8. Deposit account number:
[NUMBER] 50.0624-Order No. _____

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

09/11/2002 TBIAZI 00000039 1244728
01 FC:481 40.00 OP
02 FC:482 100.00 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.

Leon Medzhibovsky [Signature] August 21, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet and attachments 2

OMB No. 0651-0011 (exp. 4/94)

"Express Mail" mailing label No. EL 393701514 US

UNITED STATES TRADEMARKS

Mark	Registration No.
AFRI-COLA & PALM Design	1,890,647
BLUNA	986,526
BLUNA (Bottle Design)	1,016,135
Bottle Design	1,951,677

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re trademark registrations of:)
 Mineralbrunnen Überkingen-Teinach AG)
 and ACB Marken GmbH)
 formerly known as ACB Marken GmbH)
)
AFRI-COLA. Registration No.: 1,244,728)
)
 AFRI-COLA & Palm Design, Registration No. 1,890,647)
)
 BLUNA, Registration No.: 986,526)
)
 BLUNA (Bottle Design), Registration No. 1,016,135)
)
Bottle Design, Registration No.: 1,951,677)

BOX NO FEE
 Assistant Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

POWER OF ATTORNEY
 AND DESIGNATION OF DOMESTIC REPRESENTATIVE

Mineralbrunnen Überkingen-Teinach AG and ACB Marken GmbH formerly known as ACB Marken GmbH appoints Peter F. Felfe, Leon Medzhibovsky, and other attorneys of FULBRIGHT & JAWORSKI L.L.P., whose postal address is 666 Fifth Avenue, New York, New York 10103, telephone number: 212 318-3000, its attorneys herein, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with the referenced trademark application and registration, and to act as Registrant's Domestic Representative in the United States upon whom notice or process in proceedings affecting the above-identified mark may be served, pursuant to Section 1(e) of the Lanham Act, 15 U.S.C. § 1051(e), and 37 C.F.R. 2.24.

1. AFRI-COLA, Registration No.: 1,244,728
2. AFRI-COLA & Palm Design, Registration No. 1,890,647

Confirmation

between

Mineralbrunnen Überkingen-Teinach AG, Bahnhofstrasse 15, D-73337 Bad Überkingen

- hereinafter: MinAG -

and

ACB Marken GmbH, Oskar-Jäger-Strasse 115, D-50825 Köln

- hereinafter: ACB -

1. The name of ACB Marken GmbH was originally „Bluna GmbH“. Its company name was subsequently changed to „Afri-Cola Marken GmbH“. Since 1999, the company's new name is „ACB Marken GmbH“.
2. Until December 30, 1998, ACB was the sole owner of the trademarks listed in *enclosure I* to this agreement (hereinafter: „the Trademarks“).
3. The parties hereto confirm and agree that based on a contract of December 16, 1998, both parties now jointly co-own the Trademarks.

Bad Überkingen

01. AUG. 2000

Place, Date

ACB Marken GmbH

Bad Überkingen

01. AUG. 2000

Place, Date

Mineralbrunnen Überkingen-Teinach AG

TRADEMARK

REEL: 002642 FRAME: 0139

UR 628/2000

Unterschriftsbeglaubigung:

Ich beglaubige die vorstehenden, vor mir vollzogenen Unterschriften von

1. Herrn **Georg Steinbichler**, Vorstandsmitglied,
dienstansässig in D - 73337 Bad Überkingen, Bahnhofstraße 15;
2. Herrn **Hermann Wiegand**, Prokurist, geb. 06.03.1952,
dienstansässig in D - 73337 Bad Überkingen, Bahnhofstraße 15;

- Ziffer 1 und 2 handelnd für die Firma **Mineralbrunnen Überkingen-
Teinach AG.** mit Sitz in D – 73337 Bad Überkingen, Bahnhofstraße 15,

desweiteren von

3. Herrn **Alexander Flach**, Geschäftsführer, geb. 13.04.1960
wohnhaft Krementzstraße 13 in D – 50931 Köln-Lindenthal,

- Ziffer 3 handelnd als alleinvertretungsberechtigter Geschäftsführer der
Firma **ACB Marken GmbH**, Oskar-Jäger-Straße 115 in D – 50825 Köln.

Die Erschienenen Ziffer 1 – 3 sind dem Notar zur Person bekannt.

Dabei verneinten die Beteiligten auf entsprechende Frage des Notars eine
Vorbefassung im Sinne von § 3 Abs. 1 Nr. 7 BeurkG.

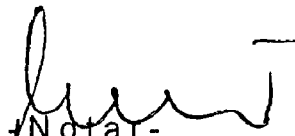
Aufgrund vorliegender beglaubigter Abschrift eines Auszugs aus dem Handelsregister
des Amtsgerichts Göppingen HR B 111 Gei vom 23.05.2000 wird bescheinigt, dass
die Erschienenen Ziffer 1 und 2, Herren Georg Steinbichler und Hermann Wiegand,
beide dienstansässig Bahnhofstraße 15, in D – 73337 Bad Überkingen, am
01.08.2000 gemeinsam zur Vertretung der Firma **Mineralbrunnen Überkingen-
Teinach AG.** mit Sitz in Bad Überkingen berechtigt waren.

Weiter wird aufgrund vorliegender beglaubigter Abschrift eines Auszugs aus dem
Handelsregister Köln HR B 1423 vom 09.08.2000 bescheinigt, dass der Erschienene
Ziffer 3, Herr Alexander Flach, dienstansässig Oskar-Jäger-Straße 115 in D – 50825
Köln, am 01.08.2000 alleinvertretungsberechtigter Geschäftsführer der Firma **ACB
Marken GmbH** mit Sitz in Köln war.

I also confirm and certify that the original name of 'ACB Marken GmbH' was 'Bluna GmbH'. The name 'Bluna GmbH' was subsequently changed into 'Afri-Cola Marken GmbH'. Since 1999, the company's new name is 'ACB Marken GmbH'.



D – 73312 Geislingen/Steige, 15.08.2000

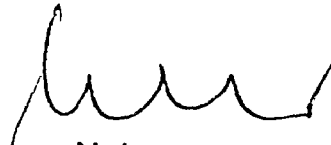

Notar-
(Kellner)

KOSTENRECHNUNG:

Wert: DM 20.000,--

¼ Gebühr gem. § 45 I KostO	DM 25,00
2 x Gebühr gem. § 150 KostO à DM 25,00	DM 50,00
Gebühr gem. § 58 I KostO, höchstens	DM 25,00
10/10 Gebühr gem. § 50 I 1 KostO	DM 100,00
Schreibauslagen gem. § 136 KostO	
6 Seiten à DM 1,00	DM 6,00
Sonstige Auslagen gem. §§ 137, 152 II KostO	<u>DM 9,00</u>
Zwischensumme (netto)	DM 215,00 - € 109,93
16 % MwSt. gem. § 151a KostO	<u>DM 34,40 - € 17,59</u>
Insgesamt	<u>DM 249,40 - € 127,52</u>

UR 628/2000

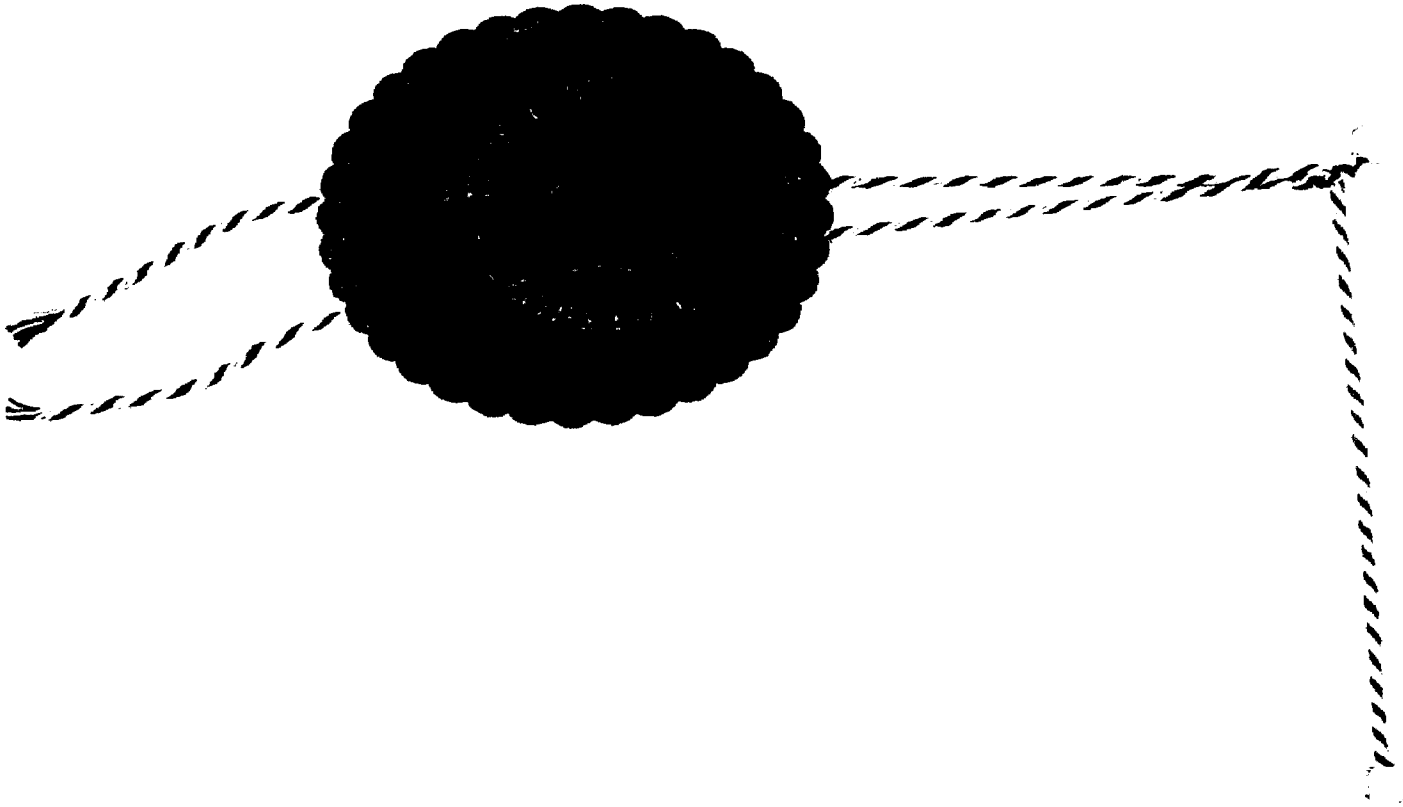


Notar

Die Übereinstimmung vorstehender Abschrift
mit der Urschrift beglaubige ich hiemit

Geislingen/Steige, den 23. AUG. 2000
der amtlich bestellte Notar von

Notar Kellner



- 3. BLUNA, Registration No.: 986,526
- 4. BLUNA (Bottle Design), Registration No. 1,016,135
- 5. BLUNA, Registration No. 1,016,135

Mineralbrunnen Überkingen-Teinach AG

Date: _____, 2002

By: *M. Hetzel* *H. Sieghler*
 Name: *Manfred Hetzel* *Helmut Sieghler*
 Title: *Purchase Director* *Trademark Manager*

ACB Marken GmbH

20/6/2002

Date: _____, 2002

By: *M. J. H.*
 Name:
 Title: