

Form PTO-1504
1-31-92

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Apollinaris Brunnen Actien-Gesellschaft

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

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

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

Name: Schweppes GmbH
Grüner Deich 15-17, 20097 Hamburg,
Federal Republic of Germany

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other German company

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 28, 2002

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 No

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

A. Trademark Application No.(s)
78/144,457 and 76/021,821

B. Trademark Registration No.(s).
2,258,996, 640,430, 656,179, 643,010 and 2,066,620

Additional Numbers attached? Yes No

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

Name: Michael I. Davis

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

Tel: 212 813-5985 Fax: 212 813-5901

6. Total number of applications and registration involved:.....

7. Total fee (37 CFR 3.41) \$ 190.00

Authorized to be charged to deposit account


8. Deposit account number:
23-0825 Docket No. 0301284

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

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.

Michael I. Davis  June 9, 2003
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

CH \$190.00 230826 78144467


UNITED STATES OF AMERICA**ASSIGNMENT**

WHEREAS, Apollinaris Brunnen Actien-Gesellschaft, a German company, located at Landskroner Str. 175, 53474 Bad Neuenahr/Ahrweiler, Federal Republic of Germany ("**Assignor**"), is the owner of the trademarks listed in the attached schedule (hereinafter, the "**Trademarks**");

and WHEREAS, Schweppes GmbH, a German company, located at Grüner Deich 15-17, 20097 Hamburg, Federal Republic of Germany ("**Assignee**"), is desirous of acquiring the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the identified applications and/or registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

Apollinaris Brunnen Actien-Gesellschaft

By: 

Name: Ted-Philip Kroke

Title: by Power of Attorney

Date of Signature: 28 November 2002

SCHEDULE

TRADEMARK	SERIAL NO./REGISTRATION NO.
APOLLINARIS LEMON and Design	2,258,996
APOLLINARIS (stylized)	640,430
APOLLINARIS and Design	78/144,457
BIG APPLE	76/021,821
THE QUEEN OF TABLE WATERS (stylized)	656,179
Device mark 'triangle'	643,010
SENSUI	2,066,620