

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies): S-V Company of Buffalo, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 01/31/03

2. Name and address of receiving party(ies)

Name: Bottling Group, LLC Internal Address:

Street Address: One Pepsi Way City: Somers State: NY Zip: 10589

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

Other Delaware Limited Liability Corporation If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,572,283 and 1,593,318

Additional number(s) attached Yes No

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

Name: Meredith M. Wilkes

Internal Address: Jones Day

Street Address: North Point 901 Lakeside Avenue

City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

50-1432

DO NOT USE THIS SPACE

9. Signature.

Pamela J. Cyngier Name of Person Signing

Signature

9/25/03 Date

Total number of pages including cover sheet, attachments, and document: 3

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

CH \$65.00 601432 1572283

ASSIGNMENT OF TRADEMARKS

For value received, the undersigned S-V Company of Buffalo, Inc., a New York corporation ("Assignor"), hereby assigns to Bottling Group, LLC, a Delaware limited liability company, all of the Assignor's right, title and interest in the trademarks listed in Exhibit A attached hereto, and the goodwill associated with the trademarks, including the right to sue for past infringement.

Executed this 31st day of January, 2003.

S-V COMPANY OF BUFFALO, INC.


By:  _____
Irwin Pastor
President

EXHIBIT A

UNITED STATES

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUNT ROSIE'S	1,572,283	12/19/89
AUNT ROSIE'S LOGO	1,593,318	04/24/90

EXHIBIT A

CANADA

<u>Mark</u>	<u>Registration No.</u>	<u>Filing Date</u>
AUNT ROSIE'S	TMA407,521	01/29/93
AUNT ROSIE'S SILHOUETTE	TMA406,239	12/11/92



Facsimile Transmission

North Point, 901 Lakeside Avenue • Cleveland, Ohio 44114-1190 • (216) 586-3939
Facsimile: (216) 579-0212
pcyngier@jonesday.com

9-25-2003

Please hand deliver the following facsimile to:

Name: **Assignment Division**

Facsimile No.: **703 306-5995**

Company: **US Patent and Trademark Office**

Number of pages (including this page): **4**

Telephone No.:

From: **Pamela J. Cyngier**

Title: **Patent and Trademark Assistant**

Send Copies To:

Direct Telephone No.: **216-586-1133**

JP No.: **941063**

CAM: **585299-615001**

Copies distributed

Operator's initials

Re:

NOTICE: This communication is intended to be confidential to the person to whom it is addressed, and it is subject to copyright protection. If you are not the intended recipient or the agent of the intended recipient or if you are unable to deliver this communication to the intended recipient, please do not read, copy or use this communication or show it to any other person, but notify the sender immediately by telephone at the direct telephone number noted above.

Message:

Please call us immediately if the facsimile you receive is incomplete or illegible. Please ask for the facsimile operator.