

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

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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

Tab settings

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

1. Name of conveying party(ies):  
ProVita, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: PepsiCo, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 700 Anderson Hill Road  
City: Purchase State: NY Zip: 10577

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State North Carolina  
 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: December 27, 2003

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 75/624,288;  
76/255,146; 76/267,532

B. Trademark Registration No.(s) 2,235,972;  
2,353,462; 2,319,909; 2,319,910;

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Elizabeth N. Bilus  
 Internal Address: \_\_\_\_\_  
PepsiCo, Inc.  
 Street Address: 700 Anderson Hill Road  
 City: Purchase State: NY Zip: 10577

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
161330

**DO NOT USE THIS SPACE**

9. Signature.  
Elizabeth N. Bilus      *Elizabeth N. Bilus*      February 4, 2004  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document 6

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

CH \$290.00 161330 76624288

Continuation of Item 4 - TRADEMARK RECORDATION FORM COVER SHEET

**REG.NO.**

2,389,320  
2,377,256  
2,681,502  
2,776,292

**TRADEMARK ASSIGNMENT**

THIS ASSIGNMENT, made as of this 27th day of December, 2003, by and between, ProVita, Inc., an Illinois corporation having its principal place of business at 1301 South Wolf Road, Suite 202, Prospect Heights, IL 60070 ("Assignor"), and PepsiCo, Inc., a North Carolina corporation having its principal place of business at 700 Anderson Hill Road, Purchase, NY 10577 ("Assignee");

WHEREAS, Assignor is the owner of and has adopted, used and is using the trademarks listed in Schedule A attached hereto and made a part hereof, in various jurisdictions throughout the world (the "Marks"); and

WHEREAS, Assignee wishes to acquire the entire right, title and interest in and to the Marks and the goodwill connected with and symbolized by the said Marks; and

WHEREAS, Assignor wishes to assign the Marks and the goodwill connected with and symbolized by the said Marks;

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee the entire right, title and interest of Assignor in and to the Marks including the goodwill connected with and symbolized by the said Marks throughout the world and including the subject matter of all claims which may be obtained therefrom for Assignee's own use and enjoyment; together with all rights and privileges granted and secured thereby and all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor authorizes and requests the respective local Registrars of Trademarks or other legal Trademark Authorities to record Assignee as the owner of the entire right, title and interest in and to the Marks, for the sole use and enjoyment of Assignee.

Assignor shall provide Assignee cooperation and assistance at Assignee's reasonable request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, assignments, powers of attorney or other documentation as may be reasonably required): (1) in the preparation and prosecution of any applications for registration of the Marks assigned herein; (2) in the prosecution or defense of any interference, opposition, cancellation, infringement or other proceedings that may arise in connection with any of the trademark rights assigned herein, including testifying as to any facts relating to this assignment or to the trademark rights assigned herein; (3) in obtaining any additional trademark protection in or to the Marks that Assignee may deem appropriate which may be secured under the laws now or hereafter in effect in the United States or any other country; and (4) in the implementation or perfection of this assignment.

*(Signatures on the following page)*

IN WITNESS WHEREOF, Assignor and Assignee have caused this assignment to be signed and executed by their duly authorized officers or agents as of the date first written above.

**PROVITA, INC.**

By: [Signature]  
Name: Jamshid Behrouzian  
Title: Chairman, CEO

**PEPSICO, INC.**

By: [Signature]  
Name: BRAD H. LEECH  
Title: SENIOR VP, HEALTH & WELLNESS

**SCHEDULE A**

<b><u>Trademark</u></b>	<b><u>Country/State</u></b>	<b><u>App/Reg. No.</u></b>
FRUIT FOR LIFE	United States	2,235,972
FRUIT FOR LIFE	United States	2,353,462
DRINKABLE FRUIT	United States	2,319,909
FRUIT YOU CAN DRINK	United States	2,319,910
IT'S FOOD FRUIT YOU CAN DRINK	United States	2,389,320
Design of an Apple w/ 100% FRUIT	United States	2,377,256
FRUIT FOR LIFE	United States	2,681,502
HAVE YOUR FRUIT AND DRINK IT TOO	United States	2,776,292
JUST FRUIT, ANYTIME, ANYWHERE	United States	75/624,288
FRUIT IN THE BOTTLE	United States	76/255,146
DRINK FRUIT	United States	76/267,532
FRUIT FOR LIFE (Abandoned)	United States	75/624,223
IT'S FOOD FRUIT YOU CAN DRINK (Abandoned)	United States	75/634,552
BASKET OF BERRIES	Common Law	
PEACH PARADISE	Common Law	
RASPBERRY DE'VINE	Common Law	
TROPICAL MANGO	Common Law	
BLUEBERRY BUNDLE	Common Law	
CLEVERLY CRANBERRY	Common Law	
PLEASINGLY PAPAYA	Common Law	
A-C-E BETA MAX	Common Law	
PROTEIN POWER	Common Law	
SUPER C	Common Law	
B BOOST	Common Law	
GINSENG GEM	Common Law	
GREEN GOODNESS	Common Law	
FRUIT'N MILK	Common Law	
FRUIT YOU CAN POUR	Common Law	
FRUIT'N YOGURT	Common Law	
BERRY BERRY STRAWBERRY	Common Law	
BLUEBERRY BUNDLE	Common Law	
PEACH PARADISE	Common Law	

CH01/12326372.1