

09-26-2003

ET

Docket No.:

56816.6-1, 2 & 3



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To the Director of the United States Patent and Trademark Office

102560154

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Liqui-Box Corporation

9.19.03

- Individual(s)
- General Partnership
- Corporation-State Ohio
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Metro Beverage Co., Inc.

Internal Address:

Street Address: 1360 Norton Road

City: Columbus State: OH ZIP: 43228

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: December 17, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1840794

1856389

1753371

Additional numbers Yes No

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APR/FINANCE

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

Name: Robert G. Schuler

Internal Address: Kegler Brown Hill & Ritter

Street Address: 65 East State Street, Ste. 1800

City: Columbus State: OH ZIP: 43215

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

3

7. Total fee (37 CFR 3.41):.....\$ 990.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

05-0960

09/25/2003 DBYRNE 00000024 1840794

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP
02 FC:8522 50.00 DP

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.

Robert G. Schuler

Robert A. Schuler

9-19-03

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

5

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made as of December 17, 2002, by Liqui-Box Corporation, an Ohio corporation (the "Seller"), pursuant to an Asset Purchase Agreement, dated as of the date hereof (the "Asset Purchase Agreement"), between the Seller and Metro Beverage Co., an Ohio corporation (the "Buyer").

For good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, and in consideration of the covenants and agreements contained in the Asset Purchase Agreement, the Seller does hereby sell, assign, transfer, convey and deliver all of the Seller's right, title and interest in and to the registered trademarks listed on Schedule A attached hereto (the "Trademarks"), which Trademarks the Seller has adopted, owns, is now using and are registered in the United States Patent and Trademark Office, including all claims for past infringement and all causes of action with respect to or arising out of the use of the Trademarks, together with the good will of the Alaskan Falls business of the Seller symbolized by the Trademarks and the above identified registrations thereof, to Alaskan Falls Water Company, Ltd., an Ohio limited liability company (the "Assignee"), a wholly owned subsidiary of the Buyer to which the Buyer has assigned its rights and obligations under the Asset Purchase Agreement, on the terms and subject to the conditions set forth in the Asset Purchase Agreement.

The Seller further covenants to execute, when requested, such additional assignments, instruments and documents as may be necessary or desirable to effectuate this agreement and assignment.

[Signature appears on the following page.]

IN WITNESS WHEREOF, the Seller has caused this Assignment of Trademarks to
be executed as of the date first written above.

LIQUI-BOX CORPORATION,

as successor in interest to
Alaskan Falls Bottling Company

By: Karen M. Conner
Name: Karen M. Conner
Title: Vice President

State of Ohio)

) ss.:

County of:)

On this 17th day of December, 2002, before me, MARISA BASH, personally appeared Karen M. Conner, Vice President of Liqui-Box Corporation, as successor in interest to Alaskan Falls Bottling Company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Notary Public
MARISA M. BASH
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES DEC. 15, 2003

Schedule A

Trademarks

Reg No. 74416541 - ALASKAN FALLS (Words only) - for purified water and drinking water

Reg. No. 1856389 - ALASKAN FALLS (and Design) - for spring water

Reg. No. 1753371 - ALASKAN FALLS (Stylized) - for spring water