

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below

1. Name of conveying party(ies)/Execution Date(s):

The Procter & Gamble Company

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

Citizenship (see guidelines) _____

Execution Date(s) 08/01/2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: SD IP Holdings Company

Internal Address: Winton Hill Business Center

Street Address: 6083 Center Hill Avenue

City: Cincinnati

State: Ohio

Country: USA Zip: 45224

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

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)

3. Nature of conveyance:

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

see attachment

B. Trademark Registration No.(s)

see attachment

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Linda A.O. Lamberson

Internal Address: McDermott Will & Emery LLP

Street Address: 227 W. Monroe Street
Suite 4400

City: Chicago

State: IL Zip: 60606

Phone Number: 312-984-3277

Fax Number: 312-984-7700

Email Address: LLAMBERSON@mwe.com

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$215.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 13-0206

Authorized User Name McDermott Will & Emery LLP

9. Signature:



Signature

Linda A.O. Lamberson

Name of Person Signing

8/13/04
Date

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ATTACHMENT TO RECORDATION COVER SHEET

TRADEMARK ASSIGNMENT

FROM THE PROCTOR & GAMBLE COMPANY

TO SD IP HOLDINGS COMPANY

A TRADEMARK APPLICATION NOS:

78/061,122

78/039,221

78/017,442

75/915,429

75/980,315

78/044,510

B TRADEMARK REGISTRATION NOS:

2,626,568

2,667,298

TRADEMARK ASSIGNMENT

WHEREAS pursuant to the terms and conditions of the STOCK AND ASSET SALE AND PURCHASE AGREEMENT (the "Agreement"), dated March 30, 2004, as amended, among The Procter & Gamble Company, an Ohio corporation ("P&G"), and certain Affiliates of P&G to be identified by P&G to take part in this transaction, and Beverages Holdings, LLC, a Delaware limited liability company; The Procter & Gamble Company ("Seller") is assigning on this 1st day of August, 2004, effective as of the Effective Time, to SD IP Holdings Company, a Delaware corporation, with offices in Boston, Massachusetts ("SD IP Holdings Company"), all of Seller's right, title and interest in and to the trademarks, tradenames and service marks, and all applications and registrations therefor, listed on the attached Schedule A (collectively "Trademarks");

All capitalized words and terms used herein and not defined herein shall have the respective meanings ascribed to them in the Agreement.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the amounts set forth in the Agreement, and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, effective as of the Effective Time, Seller has sold, assigned and transferred, and by these presents does sell, assign and transfer to the SD IP Holdings Company, the entire right, title and interest, including the goodwill of the business appurtenant thereto, in the Trademarks, including all claims for damages by reason of infringement of the same.

AND, Seller hereby requests the Director of the United States Patent and Trademark Office (the "Director"), as well as his or her foreign counterparts in the foreign jurisdictions which exercise authority over any of the Trademarks to record this Trademark Assignment. Seller hereby further requests the Director and his or her foreign counterparts to issue any and all registrations resulting from applications among the Trademarks to the SD IP Holdings Company as assignee of the entire interest.

This Trademark Assignment shall be binding upon and shall inure to the benefit of the respective successors and assigns of the Seller and the SD IP Holdings Company. This Trademark Assignment shall not confer any rights or remedies upon any person other than the parties hereto, and their respective successors and assigns.

IN TESTIMONY WHEREOF, Sellers have caused this Assignment to be executed by its duly authorized representative on August 1, 2004.

The Procter & Gamble Company:

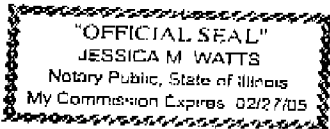
By: Joseph Steinhilber
Name: Joseph Steinhilber
Title: Attorney in Fact

CERTIFICATE OF ACKNOWLEDGEMENT

I, Jessica M Watts a Notary Public in and for Illinois do hereby certify that Joseph Steinhilber, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the identified corporation, The Procter & Gamble Company, with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 30 day of July, 2004.

Jessica M Watts
Notary Public
Commission Expires: 02/27/05



(SEAL)

SD IP Holdings Company:

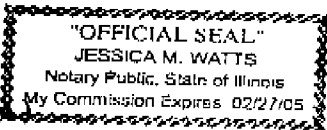
By: Jeffrey Teschke
Name: Jeffrey Teschke
Title: Vice President

CERTIFICATE OF ACKNOWLEDGEMENT

I, Jessica M Watts a Notary Public in and for Illinois do hereby certify that Jeffrey Teschke, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the identified corporation, SD IP Holdings Company, with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 30 day of July, 2004.

Jessica M Watts
Notary Public
Commission Expires: 02/27/05



(SEAL)

SCHEDULE A: ELATIONS TRADEMARKS

Country	Trademark	Class	Owner	App'l'n No	App'l'n Date	Reg'n No	Reg'n Date	Renewal	Status	Comments
CTM	ELATIONS	5,29,30,32	PGCo	2015279	22-Dec-00	2015279	20-Jun-02	22-Dec-10	R	
Canada	ELATIONS (Stretching Woman Device 00)	5,29	PGCo	1069328	2-Aug-00				A	Published
Canada	ELATIONSHIPS	5,29,32	PGCo	1071049	15-Aug-00				A	Published
Canada	GROWTH PLUS	32	PGCo	1049060	3-Mar-00				A	
Canada	JOY FOR JOINTS (& Stretching Characters Device 00)	5,32	PGCo	1086058	14-Dec-00				A	
Canada	JOY FOR JOINTS (ELATIONS 00)	5,32	PGCo	1086059	14-Dec-00				A	Published
Canada	JOYFUL JOINTS (ELATIONS 01)	5,32	PGCo	1101646	30-Apr-01				A	Published
Germany	ELATIONS	3,29,30,32	PGCo	30047549,7/05	26-Jun-00	30047549	12-Dec-00	30-Jun-10	R	
U.S.A.	ELATIONS	5	PGCo	78008201	15-May-00	2,626,588	24-Sep-02	24-Sep-12	R	
U.S.A.	ELATIONS	32	PGCo	78044510	23-Jan-01				A	
U.S.A.	ELATIONS	5	PGCo	75980315	2-Feb-00				A	Published
U.S.A.	ELATIONS	5,29,32	PGCo	75915429	2-Feb-00				A	
U.S.A.	ELATIONS (Stretching Woman Device 00)	5,29,30,32	PGCo	78017442	19-Jul-00				A	
U.S.A.	JOY FOR JOINTS (& Stretching Characters Device 00)	5,32	PGCo	78039221	14-Dec-00				A	
U.S.A.	JOY FOR JOINTS (ELATIONS 00)	5,32	PGCo	78039115	13-Dec-00	2,667,298	24-Dec-03	24-Dec-13	R	
U.S.A.	JOYFUL JOINTS (ELATIONS 01)	5,32	PGCo	78061122	30-Apr-01				A	

CIP99 43 0427-3,046068,0016