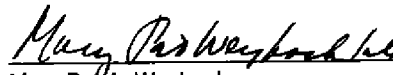


DRINKER BIDDLE & REATH LLP

1500 K Street, N.W., Suite 1100
 Washington, D.C. 20005-1209
 (202) 842-8800

<p>1. NAME OF CONVEYING PARTY:</p> <p>Metro Beverage Co. An Ohio corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>COTT BEVERAGES, INC. A Georgia corporation 4211 W. Boy Scout Boulevard Tampa, Florida 336078</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Release of Security Interest <input checked="" type="checkbox"/> Corrected cover sheet</p> <p>3A. EXECUTION DATE: October 19, 2004 3B. EFFECTIVE DATE: October 19, 2004</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>N/A</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Ser. No. 76/550,363 – DAFFY DOZEN</p> <p>Additional numbers attached? 2</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 1,753,371 – ALASKAN FALLS (stylized)</p> <p>Additional numbers attached? 7</p>
<p>Mary Pat A. Weyback Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209 Ph: 202-842-8800</p>	
<p>6. TOTAL NUMBER OF TITLES: 11</p> <p>7. TOTAL FEE: \$290.00</p> <p>8. CHARGE FEES TO: DEP. ACCT. NO. 50-0573</p> <p>Our Ref: 31570</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p> Mary Pat A. Weyback Date: November 5, 2004 Page 1 of 7</p>

CH \$290.00 500573 76550363

FILED BY FACSIMILE TO: (703)306-5995
 November 5, 2004



Reg. Nos.

1,753,371 – ALASKAN FALLS (stylized)

1,840,794 – ALASKAN FALLS

1,856,389 – ALASKAN FALLS (Design)

2,038,287 – CRYSTAL FRUIT

2,093,017 – LOTSA' DR POP

2,221,781 – LOTSA COUNTRY GOLD

2,261,661 – LOTSA SUNSHINE

2,285,500 – LOTSA

Ser.Nos.

76/550,363 – DAFFY DOZEN

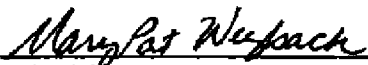
76/550,349 – CHILL PACK

78/274,551 – M-80

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DRINKER BIDDLE & REATH LLP
 1500 K Street, N.W., Suite 1100
 Washington, D.C. 20005-1209
 (202) 842-8800

1. NAME OF CONVEYING PARTY: Metro Beverage Co. An Ohio corporation	2. NAME AND ADDRESS OF RECEIVING PARTY: COTT BEVERAGES, INC. A Georgia corporation 4211 W. Boy Scout Boulevard Tampa, Florida 336078
3. NATURE OF CONVEYANCE: <input checked="" type="checkbox"/> <u>Assignment</u> <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Release of Security Interest 3A. EXECUTION DATE: October 19, 2004 3B. EFFECTIVE DATE: October 19, 2004	2A. ASSIGNEE A FOREIGN ENTITY: No: <input checked="" type="checkbox"/> 2B. DOMESTIC REPRESENTATIVE DESIGNATED: N/A
4A. TRADEMARK APPLICATION NOS.: Ser. No. 76/550,363 – DAFFY DOZEN Additional numbers attached? 2	4B. TRADEMARK REGISTRATION NO(S): Reg. No. 1,753,371 – ALASKAN FALLS (stylized) Additional numbers attached? 7
Mary Pat A. Weyback Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209 Ph: 202-842-8800	
6. TOTAL NUMBER OF TITLES: 11 7. TOTAL FEE: \$290.00 8. CHARGE FEES TO: DEP. ACCT. NO. 50-0573 Our Ref: 31570	9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.  Mary Pat A. Weyback Date: November 3, 2004 Page 1 of 5

FILED BY FACSIMILE TO: (703) 306-6995
 November 3, 2004



31570
 DC5182071

TRADEMARK
 REEL: 002972 FRAME: 0385

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made as of October 19, 2004, by and between Metro Beverage Co., an Ohio corporation (the "Assignor") and Cott Beverages Inc., a Georgia corporation (the "Assignee").

BACKGROUND:

A. Assignor is the owner of the trademark registrations and pending applications listed on Schedule A (the "Marks"), along with the goodwill associated with those Marks.

B. Assignor, Assignee, Campbell and Campbell Partnership, Alaskan Falls Water Company, Ltd., Pat Campbell, Patrick Campbell and Cott Vending Inc. have entered into an asset purchase agreement, of even date herewith (the "Purchase Agreement"), pursuant to which Assignor has agreed to assign and transfer to Assignee all right, title and interest in the Marks, along with the goodwill associated with the Marks; and the portions of Assignor's ongoing and existing business to which the Marks pertain.

THE PARTIES AGREE AS FOLLOWS:

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, Assignor does hereby: (a) sell, assign, transfer, convey and deliver to Assignee all of the Assignor's right, title and interest in and to the Marks, including all claims for past infringement and all causes of action with respect to or arising out of the use of the Marks, together with the goodwill associated with the Marks; and (b) warrant that there are no licenses, encumbrances or other agreements, either written, oral or implied, relating to the Marks which restrict the right of Assignor to transfer the Marks to Assignee. The parties acknowledge that this Assignment is made in connection with a sale by Assignor to Assignee of those portions of Assignor's ongoing and existing business to which the Marks pertain. Assignor further covenants to execute, when requested, such additional instruments and documents as may be necessary or desirable to effectuate the purposes of this Assignment. This Assignment is delivered pursuant and is subject to all of the terms of the Purchase Agreement, including, without limitation, the representations and warranties and rights of indemnification contained therein.

{Signatures on following page}

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed as of the date first written above.

METRO BEVERAGE CO.

By: [Signature]
Name: F. Patrick Campbell
Title: President

STATE OF OHIO)
) ss
COUNTY OF FRANKLIN)

The foregoing instrument was acknowledged before me this 19th day of October, 2004 by F. Patrick Campbell, as President of Metro Beverage Co., an Ohio corporation, on behalf of the corporation.



TODD M. KESLER
Notary Public, State of Ohio
My Commission Expires 07/03/08

[Signature]
Notary Public
Commission Expires:

COTT BEVERAGES INC.

By:
Name:
Title:

CITY OF)
) ss
PROVINCE OF)

The foregoing instrument was acknowledged before me this ___ day of ___, 2004 by ___ as ___ of Cott Beverages Inc., a Georgia corporation, on behalf of the corporation.

Notary Public
Commission Expires:

[SEAL]

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed as of the date first written above.

METRO BEVERAGE CO.

By: _____
Name: _____
Title: _____

STATE OF OHIO)
) ss
COUNTY OF FRANKLIN)

The foregoing instrument was acknowledged before me this _____ day of _____, 2004 by _____, as _____ of Metro Beverage Co., an Ohio corporation, on behalf of the corporation.

Notary Public
Commission Expires:

[SEAL]

COTT BEVERAGES INC.

By: *[Signature]*
Name: C. Brennan
Title: VP TREASURY

STATE OF OHIO)
) ss
COUNTY OF FRANKLIN)

The foregoing instrument was acknowledged before me this 19th day of Oct, 2004 by CARLINE BRENNAN, as VP TREASURY of Cott Beverages Inc., a Georgia corporation, on behalf of the corporation.

[Signature]
Notary Public
Commission Expires: NA

[SEAL]

Schedule A

Trademarks

Registered Trademarks

<u>Registration No.</u>	<u>Mark</u>	<u>International Class 032 for:</u>
1,753,371	ALASKAN FALLS (Stylized)	Spring water.
1,840,794	ALASKAN FALLS (Words Only)	Purified water and drinking water.
1,856,389	ALASKAN FALLS (Design)	Spring water.
2,038,287	CRYSTAL FRUIT	Fruit flavored soft drink.
2,093,017	LOTSA' DR POP	Flavored soft drink.
2,221,781	LOTSA COUNTRY GOLD	Fruit flavored soft drink.
2,261,661	LOTSA SUNSHINE	Fruit flavored soft drink.
2,285,500	LOTSA	Carbonated and non-carbonated soft drinks; bottled drinking water.

Pending Trademarks

<u>Serial No.</u>	<u>Mark</u>	<u>International Class 032 for:</u>
76/550,363	DAFFY DOZEN	Soft drinks sold in paperboard cartons.
76/550,349	CHILL PACK	Soft drinks sold in paperboard cartons.
78/274,551	M-80	Energy drink beverage.