

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET REFERENCE:
TRADEMARKS ONLY Document ID No: 700157823

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):

Izze Beverage Co.

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

Citizenship (see guidelines) _____

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: Izze Beverage Co.

Internal Address: _____

Street Address: 1105 Spruce Street

City: Boulder

State: CO

Country: USA Zip: 80302

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 /Execution Date(s) :

Execution Date(s) 09/28/2004

- 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)
78/310,779 and 78/350,096

B. Trademark Registration No.(s)

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: V. Craig Belair

Internal Address: Patton Boggs LLP

Suite 3000

Street Address: 2001 Ross Avenue

City: Dallas

State: TX Zip: 75201

Phone Number: 214-758-6631

Fax Number: 214-758-1550

Email Address: cbelair@pattonboggs.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- 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 50-1848

Authorized User Name V. Craig Belair

9. Signature: V. Craig Belair

Signature

19 APR 2005

Date

Total number of pages including cover sheet, attachments, and document: 4

Name of Person Signing

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

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective as of the 25th day of September, 2004, between IZZE, BEVERAGE CO., a Colorado corporation ("Assignor") and IZZE BEVERAGE CO., a Delaware corporation ("Assignee").

WHEREAS, ASSIGNOR has adopted, used and has not abandoned certain trademarks (hereinafter referred to as the "Common Law Marks") and certain marks for which there are pending applications (hereinafter the "Pending Applications") and certain marks for which there are registrations issued by the United States Patent and Trademark Office or state authorities (hereinafter referred to as "Registrations") listed in Schedule A attached and incorporated in the Assignment;

WHEREAS, ASSIGNOR has adopted and intends to use in its business other trademarks also listed on Schedule A attached to and incorporated in this Assignment that are the subject of applications for trademark registration pending with the U.S. Patent and Trademark Office, as indicated on Schedule A (hereinafter collectively referred to as the "Intent-to-Use Applications");

WHEREAS, ASSIGNOR is transferring to ASSIGNEE certain assets whereby ASSIGNEE is acquiring from ASSIGNOR, and thereby becoming the successor to, the portion of ASSIGNOR'S business to which the Intent-to-Use Marks pertain, which business is ongoing and existing;

WHEREAS, ASSIGNEE, is desirous of acquiring said Common Law Marks, Pending Applications, Registrations, Intent-to-Use Applications and registrations issuing from the Applications, and the goodwill of the business associated therewith; and

WHEREAS, in light of the foregoing, the parties acknowledge that this Assignment is intended to effectuate an assignment to ASSIGNEE of all rights in and to the said Common Law Marks, Pending Applications, Registrations, and registrations issuing from the Intent-to-Use Applications, and the goodwill of the business associated therewith.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign to ASSIGNEE all rights, title and interest in and to the Common Law Marks, Pending Applications, Registrations, Intent-to-Use Applications, together with the goodwill of the business symbolized thereby, and ASSIGNOR agrees to execute all papers and to perform such other proper acts as ASSIGNEE may reasonably deem necessary to secure to said ASSIGNEE all rights herein assigned.

IZZE BEVERAGE CO.

By: 

Name: Colin Sankey

Title: CFO

STATE OF COLORADO

COUNTY OF BOULDER

NOTARY PUBLIC

SS.

Before me personally appeared COLIN SANKEY, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of IZZE BEVERAGE CO. and being first duly sworn by me did depose and say that he is an authorized officer of said company, that said instrument was signed on behalf of said company authorized by its members/managers and that he acknowledged said instrument to the free act and deed of said company.

SUBSCRIBED AND SWORN TO before me this 28TH day of September, 2004



{SEAL} Notary Public in and for the State of COLORADO


My Commission Expires:

My Commission Expires
07/02/2006

BETTY WOON
Printed Name

**SCHEDULE A
TRADEMARKS**

Pending Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Federal/State</u>
	78/310,779	10/8/2003	Federal
DISCOVER PURE REFRESHMENT	78/350,096	1/9/2004	Federal



2001 Ross Avenue
Suite 3000
Dallas, TX 75201-8001
214-758-1500

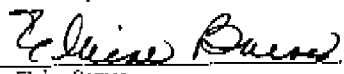
Facsimile 214-758-1550
www.pattonboggs.com

April 19, 2005

V. Craig Belair
(214) 758-6631
cbelair@pattonboggs.com

VIA FACSIMILE (703) 306-5995

Mail Stop Assignment Recordation Services
Director of the USPTO
P.O. Box 1450
Alexandria, VA 22313-1450

CERTIFICATE OF TRANSMISSION
I hereby certify that this correspondence and the enclosures are being transmitted via facsimile to Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P. O. Box 1450, Alexandria, VA 22313-1450
Date of Transmittal: April 19, 2005
Signature: <u></u> Elaine Barnes

Re: United States Trademark Applications 78/310,779 and 78/350,096
Applicant: Izze Beverage Co.
Document ID No.: 700157823
Our Ref. No.: 020405.0203TMUS and 020405.0204TMUS

Dear Sir:

Enclosed for filing in the above-identified trademarks are the following:

1. (Corrected) Recordation Form Cover Sheet;
2. Trademark Assignment between Izze Beverage Co., a Colorado corporation ("Assignor") and Izze Beverage Co., a Delaware corporation ("Assignee"); and
3. Correspondence Received from the USPTO re: Notice of Non-Recordation of Document.

Please charge the required fee to our Deposit Account No. 50-1848.

Very truly yours,

V. Craig Belair

VCB/ekb
Enclosures