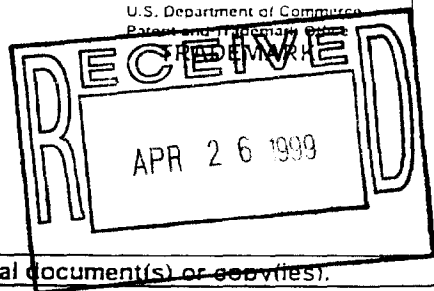


05-04-1999



MRD
4-26-99



RECOR

101027247 COVER SHEET

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
09 01 97

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
09 01 97

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

05/03/1999 DNGUYEN 00000179 1986707

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1891 FRAME: 0108

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,986,707"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

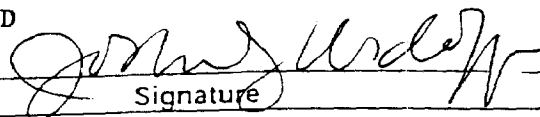
Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

BROWNSTEIN HYATT FARBER & STRICKLAND

BY: JOSHUA J. WIDOFF

Name of Person Signing



Signature

4-16-99


Date Signed

SERVICE MARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is acknowledged, The Juice Stop (Lake Forest), a California general partnership, hereby irrevocably assigns and transfers to Juice Stop Franchising Corp., a California corporation, its successors and assigns, all of its right, title and interest in its baseball bat logo federal service mark, registration no. 1,986,707, serial no. 74-621,431, registered on the Principal Register of the U.S. Patent and Trademark Office and business and goodwill associated with the mark. A true and correct copy of said service mark registration is attached hereto as Exhibit A. The undersigned waives any further claim to or use of said service mark in any form whatsoever.

Dated: September 1, 1997.

The Juice Stop (Lake Forest),
a California general partnership

by: 
Susan Jespersen, general partner

by: 
Derek S. Humphreys, general partner

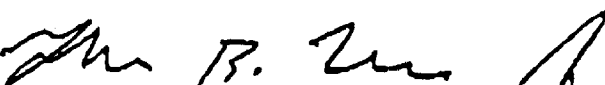
by: 
Thomas B. Humphreys Jr., general partner

ACCEPTANCE OF ASSIGNMENT

Juice Stop Franchising Corp., a California corporation, hereby accepts the above assignment.

Dated: September 1, 1997.

Juice Stop Franchising Corp.,
a California corporation

by: 
Thomas B. Humphreys, Jr., President

Attest:


Derek S. Humphreys, Secretary

Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

United States Patent and Trademark Office

Reg. No. 1,986,707
Registered July 18, 1996

SERVICE MARK
PRINCIPAL REGISTER



JUICE STOP (PARTNERSHIP)
22611 FOREST DRIVE, SUITE C-3
LAKE FOREST, CA 92630

FOR: RESTAURANT SERVICES FEATURING
BLENDED FRUIT DRINKS, IN CLASS 42
(U.S. CLS. 100 AND 101).
FIRST USE 9-1-1992; IN COMMERCE
12-12-1992.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "JUICE", APART FROM THE
MARK AS SHOWN.

SER. NO. 74-621,431. FILED 1-17-1995.

MITCHELL FRONT, EXAMINING ATTORNEY

BROWNSTEIN HYATT FARBER & STRICKLAND, P.C.

ATTORNEYS AT LAW
TWENTY-SECOND FLOOR
410 SEVENTEENTH STREET
DENVER, COLORADO 80202-4437
(303) 534-6335
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WASHINGTON OFFICE
601 PENNSYLVANIA AVENUE, N.W.
SUITE 900
WASHINGTON, D.C. 20004
(202) 434-8377
FAX (202) 393-7864

Joshua J. Widoff
email: jwidoff@bhfs.com
Direct Dial: (303) 223-1125

April 22, 1999

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Dear Sir or Madam:

I attach the following documents for recording in your office:

1. Recordation Form Cover Sheet with Assignment of Trademark from the Juice Stop, a California general partnership, to Juice Stop Franchising Corp., a California corporation;
2. Recordation Form Cover Sheet with Termination of Security Agreement by and between Capex, L.P., Critical Capital Growth Fund, L.P., both as lenders, and Juice Stop Franchising Corp., and Juice Stop International, Inc., both as debtors;
3. Recordation Form Cover Sheet with Assignment of Trademark from Juice Stop Franchising Corp. to Juice Kitchen, Inc.;
4. Recordation Form Cover Sheet with Security Agreement granted by Juice Kitchen, Inc., as debtor, to Capex, L.P., and Critical Capital Growth Fund, L.P., both as lenders.

Please record the above recordation form cover sheets in the exact order set forth above, beginning with number 1 and ending with number 4. Please note that item 1 relates only to Registration No. 1986707, while items 2, 3 and 4 relate to both Registration No. 1986707 and Application No. 75366645.

Enclosed with this letter are checks in the amounts of \$40.00, \$65.00, \$65.00, and \$65.00, representing the appropriate filing fee amounts for each of items 1 through 4 respectively.

TRADEMARK
REEL: 1891 FRAME: 0112

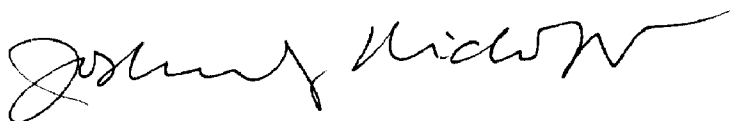
April 22, 1999

Page 2

If you have any questions or concerns regarding this letter or the enclosed items for recording, please do not hesitate to contact the undersigned at your earliest convenience.

Very truly yours,

BROWNSTEIN HYATT FARBER
& STRICKLAND, P.C.

A handwritten signature in black ink, appearing to read "Joshua J. Widoff". The signature is written in a cursive style with a long, sweeping horizontal line at the end.

Joshua J. Widoff

JJW/lb
Enclosures