

07-01-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office



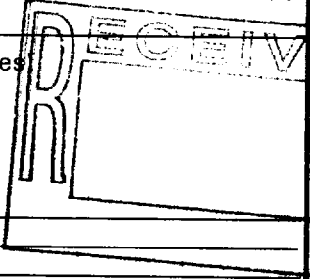
101080946

hed original documents or copy

To the Honorable Commissioner of Patents and thereof.

1. Name of conveying party(ies): **Crowley Beverage Corporation** *6-28-99*
d.b.a. **Virgil's Root Beer**
 Individual(s) Ltd. Partnership
 General Partnership Association
 Corporation-State (Massachusetts)
 Other _____

2. Name and address of receiving party(ies)
Original Beverage Co.
28926 Boniface Dr.
Malibu, CA 90265
 Individual(s) citizenship
 General Partnership
 Limited Partnership
 Corporation-State **Florida**
 Other _____



Additional names of conveying party(ies) attached?
Yes No

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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **June 15, 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,104,962 1,706,878
1,553,168 1,677,810
1,681,283

Additional numbers attached? Yes No

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

Louis J. Bovasso
OPPENHEIMER WOLFF & DONNELLY LLP
2029 Century Park East, 38th Fl.
Los Angeles, CA 90067

6. Total number of applications and registrations involved: [5]

7. Total fee (37 CFR 3.41).....\$140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 16-2230
(Attach duplicate copy of this page if paying by deposit account)

7/30/1999 MTHAI1 00000168 2104962

DO NOT USE THIS SPACE

FC:401 40.00 OP
SC:402 100.00 OP

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.

Louis J. Bovasso, Reg. 24,075

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: [5]

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

ASSIGNMENT OF INTELLECTUAL PROPERTY

STATE OF MASSACHUSETTS

COUNTY OF NORFOLK

WHEREAS, CROWLEY BEVERAGE CORPORATION d/b/a VIRGIL'S ROOT BEER, a Massachusetts corporation ("Assignor"), owns all of the right, title and interest in and to the trademarks listed on Exhibit A and any and all other trademarks, service marks, trade name, trade dress, brand name, logo, the Internet domain name www.virgils.com, any other Internet domain names, other trade designation (including unregistered names and marks), copyrights, patents, knowledge, trade secrets, proprietary information, technical data, drawings, patterns, techniques, invention, invention disclosure, formulation, process, method, protected formulae, moral rights, and know-how derived from the foregoing, and all the goodwill of the business associated therewith (collectively, the "Intellectual Property"); and

WHEREAS, ORIGINAL BEVERAGE CO., a corporation organized and existing under the laws of the State of Florida ("Assignee"), wishes to acquire said Intellectual Property, and all goodwill of the business associated therewith, and Assignor wishes to assign said Intellectual Property, and all goodwill of the business associated therewith, to Assignee;

NOW, THEREFORE, in consideration of the premises and the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt, adequacy and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor does hereby assign unto Assignee all of its right, title and interest in the Intellectual Property, together with the goodwill of the business associated therewith, and any applications, registrations or renewals thereof, including, without limitation, the right to sue for any past, present and future infringement of such Intellectual Property, all income, royalties, damages

and payments now or hereafter due or payable in respect to the Intellectual Property, as of the date hereof.

2. Assignor agrees, at the Assignee's request and expense, to execute and deliver, and to do or make, to the Assignee any and all further documents, instruments, agreements, papers, deeds, acts or things that may be reasonably required or necessary to confirm, record or perfect this Assignment.

Dated as of: June 16, 1999

ASSIGNOR:

CROWLEY BEVERAGE CORPORATION
d/b/a VIRGIL'S ROOT BEER

By: Elizabeth Coe-Crowley
Elizabeth Coe-Crowley, President

As to Assignor, sworn to and
subscribed before me
this 15th day of June, 1999

Sarkis Du Bedrossian

Notary Public

My Commission Expires:

Oct 5, 2001

[CORPORATE SEAL]

[AFFIX NOTARIAL SEAL
OR STAMP]

ASSIGNEE:

ORIGINAL BEVERAGE CO.

By: _____
Name: _____
Title: _____

As to Assignee, sworn to and
subscribed before me
this _____ day of June, 1999

Notary Public
My Commission Expires:

[CORPORATE SEAL]

[AFFIX NOTARIAL SEAL
OR STAMP]

and payments now or hereafter due or payable in respect to the Intellectual Property, as of the date hereof.

2. Assignor agrees, at the Assignee's request and expense, to execute and deliver, and to do or make, to the Assignee any and all further documents, instruments, agreements, papers, deeds, acts or things that may be reasonably required or necessary to confirm, record or perfect this Assignment.

Dated as of: June 16, 1999

ASSIGNOR:

CROWLEY BEVERAGE CORPORATION
d/b/a VIRGIL'S ROOT BEER

By: _____
Elizabeth Coe-Crowley, President

[CORPORATE SEAL]

As to Assignor, sworn to and
subscribed before me
this ____ day of June, 1999

Notary Public
My Commission Expires:

[AFFIX NOTARIAL SEAL
OR STAMP]

ASSIGNEE:

ORIGINAL BEVERAGE CO.

By: _____
Name: Chris Reed
Title: CEO

[CORPORATE SEAL]

As to Assignee, sworn to and
subscribed before me
this 15th day of June, 1999

Notary Public
My Commission Expires:
7/4/01

[AFFIX NOTARIAL SEAL
OR STAMP]

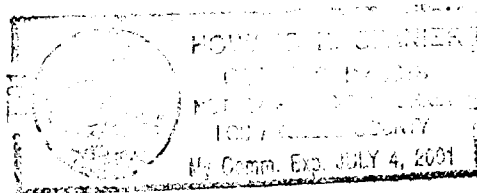


EXHIBIT "A"

TRADEMARKS

TRADEMARK	CANADIAN REGISTRATION NO.
NOBODY FAMOUS DRINKS IT	TMA407136
RAZCAL	TMA393368
ON LA BOIT...MEME SANS VEDETTE	TMA403989
RAZCAL & DESIGN	TMA399197
RAZCAL & DESIGN	TMA387777
RAZCAL	TMA387776

TRADEMARK	UNITED STATES REGISTRATION NO.
VIRGIL'S	2,104,962
RAZCAL & DESIGN	1,553,168
RAZCAL	1,681,283
Razcal & Design	1,706,878
NOBODY FAMOUS DRINKS IT	1,677,810