

**ASSIGNMENT NUNC PRO TUNC
OF
TRADEMARK AND U.S. REGISTRATION**

WHEREAS, DJ DOTSON, an Illinois partnership (the "Assignor") composed of Jerry Adler [a/k/a Gerry Adler] and Daniel J. Dotson [a/k/a Dan Dotson], both U.S. citizens (and hereinafter referred to as the "Partners"), having a business address at 1199 Oxford Court, Highland Park, Illinois 60035, is the record owner and assignor hereunder of the following trademark and registration on the Principle Register in the U.S. Patent and Trademark Office:

Trademark: **DJ DOTSON** (word only form)

Goods: non-alcoholic cocktail mix

Int'l Class: 32

Registration No.: 1,865,919

Registration Date: December 6, 1994

(hereinafter referred to as the "Trademark" and the "Registration"); and

WHEREAS, Jerome's Beverages, Inc., an Illinois corporation (the "Assignee"), having a business address at 1199 Oxford Court, Highland Park, Illinois 60035, is the assignee of and successor to all the rights in and title to the Trademark and the Registration, including the goodwill of the business associated therewith, pursuant to a certain Settlement Agreement and Release dated November 29, 1993, by and among the Partners and others (the "Settlement Agreement"); and

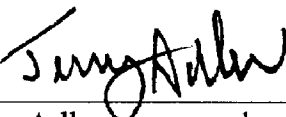
WHEREAS, the Assignor and Assignee desire to further document, and to record in the U.S. Patent and Trademark Office, the transfer to the Assignee of all of the Assignor's rights in and title to the Trademark and the Registration pursuant to, and as of the date of, the Settlement Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, conveys and transfers unto the Assignee, *nunc pro tunc* effective November 29, 1993, all right, title and interest in and to the Trademark and the Registration, together with the goodwill of the business and enterprise symbolized thereby, including the right to sue and collect for any past infringement thereof.

The undersigned, Jerry Adler, represents and warrants that he is one of the Partners comprising the Assignor and that he has the full right, power and authority to execute this instrument on behalf of the Assignor and cause the same to be recorded in the U.S. Patent and Trademark Office.

IN WITNESS WHEREOF, the undersigned has executed this Assignment Nunc Pro Tunc on behalf of the Assignor effective as of November 29, 1993, but actually on the date set forth below his signature .

DJ DOTSON
an Illinois Partnership

By 
Jerry Adler, a general partner

Date: June 28, 1999

STATE OF ILLINOIS)
) SS.
COUNTY OF Lake)

I, Ruth Maser, a Notary Public in and for the County and State aforesaid, do hereby certify that Jerry Adler, whose name is signed to the foregoing instrument, appeared before me on this day and acknowledged that he has authority to execute this instrument on behalf of the Assignor named herein.

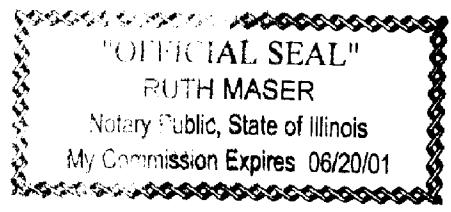
IN WITNESS WHEREOF, I hereunto set my hand and official Seal, this 28th day of June, 1999.

My commission expires: _____

Ruth Maser
Notary Public (Signature)

County of Residence: Lake

Printed Name: RUTH MASER



Please direct all correspondence in connection herewith, including a copy of the foregoing as recorded in the Assignment Division, to the undersigned, the Applicant's attorney in this matter.

Sincerely,

LOCKE REYNOLDS LLP

A handwritten signature in black ink, appearing to read "David S. Klinestiver", with a long horizontal flourish extending to the right.

David S. Klinestiver

Enclosures
Copy to: Mr. Jerry Adler

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CERTIFICATE OF EXPRESS MAILING UNDER 37 CFR 1.10

Registrant: Jerome's Beverages, Inc. (assignee of DJ Dotson, a partnership)

Registration No.: 1,865,919

Registration Date: December 6, 1994

Mark: **DJ DOTSON** (words only form)

Int'l Class: 32

- Correspondence:
- (i) Trademark Recordation Cover Sheet;
 - (ii) Assignment Nunc Pro Tunc; and
 - (iii) A check in the amount of \$40.00.

"Express Mail" Label No.: EM402661515US

Date of Deposit: August 5, 1999

I hereby certify that the above correspondence is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR § 1.10 on the date indicated above and is addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231.



David S. Klinestiver

Date: August 5, 1999

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