

FORM PTO-1618A
Expires 06/30/00
OMB 0951-0037

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) Document ID# _____ <input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	Conveyance Type <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment <input type="checkbox"/> Merger Effective Date Month Day Year <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____
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Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
 Month Day Year
 May 9 2000

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/KAYTA _____

Composed of _____

Address (line 1)

Address (line 2) _____

Address (line 3)
 City State ZIP Code

Individual General Partnership Limited Partnership Association
 Corporation Association

Citizenship/State of Incorporation/Organization

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 is attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet information to:
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7000089 TRADEMARK
7000089 FRAME: 0407

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Page 2

U.S. Department of Commerce
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TRADEMARK

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="2,200,108"/>	<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.

Michael A. Carrillo
Name of Person Signing

Michael Carrillo
Signature

May 23, 2000
Date

SILVER CREEK
Reg. No. 2,200,108

ASSIGNMENT OF TRADEMARK

AND

THE UNITED STATES REGISTRATION THEREOF

WHEREAS, SILVER CREEK BOTTLING COMPANY, an Illinois corporation, 1814 North 15th Avenue, Melrose Park, Illinois 60160 ("ASSIGNOR"), acquired, adopted and used, and thereby owns, all right, title and interest in and to the trademark SILVER CREEK and the United States registration thereof, being Registration No. 2,200,108 registered on the Principal Register October 27, 1998 (the "Mark"), along with the goodwill of the business appurtenant to the Mark; and

WHEREAS, pursuant to that certain "Asset Transfer Agreement" entered into by and between ASSIGNOR and CAROLANG BOTTLING COMPANY, an Illinois corporation, 1814 North 15th Avenue, Melrose Park, Illinois 60160 ("ASSIGNEE") on May 9, 2000, ASSIGNOR assigned to ASSIGNEE all of its assets including the Mark and the goodwill appurtenant thereto, and in order to effectuate such transfer ASSIGNOR is executing this instrument of assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, ASSIGNOR does hereby assign, convey and transfer to ASSIGNEE, its successors, assigns and legal representatives, ASSIGNOR's entire right, title and interest in and to the Mark and the attendant goodwill symbolized by the Mark, the same to vest in ASSIGNEE, including, without limitation, the ownership of all causes of action for, and claims for damages by reason of, infringement of the Mark, which actions and claims arose prior to the date hereof.

ASSIGNOR hereby represents and warrants that, except as it may have otherwise disclosed to ASSIGNEE: (i) it is the sole owner of the Mark and the goodwill associated therewith; (ii) the Registration thereof was not obtained fraudulently or contrary to any provision of the trademark laws of the United States; (iii) the United States Registration thereof is not the subject of any cancellation proceedings in the United States Patent and Trademark Office; (iv) it has granted no licenses to any other party to use the Mark in the United States; (v) it is not aware of any third party who has asserted a claim of any ownership right, title or interest in the Mark or any other rights or interests therein which are adverse to those of ASSIGNOR; and (vi) it is not a party to any prior agreement, commitment or understanding which would be breached or otherwise violated by the foregoing assignment of the Mark. In this connection, ASSIGNOR makes no other representations or warranties whatsoever, expressed or implied, except as specifically set forth hereinabove or in the Asset Transfer Agreement.

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ASSIGNOR agrees that ASSIGNEE shall have the right to record this instrument of assignment in the United States Patent and Trademark Office so as to establish ASSIGNEE as owner of record of the Mark in the United States.

ASSIGNOR further agrees, at the request of ASSIGNEE and without charge or cost to ASSIGNEE, to: (i) execute and have executed any and all other documents of any kind whatsoever, and to provide whatever information may be required, to carry out the terms and intent of this Assignment; and (ii) fully cooperate with ASSIGNEE, as reasonably required, to enable ASSIGNEE to record this instrument with the United States Patent and Trademark Office so that ASSIGNEE's ownership of the Mark is duly made of record in the United States.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed on the 9th day of May, 2000.

SILVER CREEK BOTTLING COMPANY ("ASSIGNOR")

By: 
Name: Carolyn M. Lang
Title: President

State of Illinois)
) SS
County of Cook)

On this 9th day of May, 2000, before me, the undersigned Notary Public, personally appeared Carolyn M. Lang, personally known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument the entity upon behalf of which she acted had executed the instrument.

WITNESS my hand and official seal.




Notary's Signature



10 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-7488

TEL: (312) 715-4000
FAX: (312) 715-4800

FACSIMILE COVER PAGE

DELIVER TO	COMPANY/CITY, ST, COUNTRY	FAX #	CONTACT PHONE #
Assignment Division	Commissioner of Patents and Trademarks	(703) 306-6996	

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