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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA

PEPSICO, INC., a corporation,)	CASE NO. 07-CV-367
Plaintiff,)	JUDGE BATTEN
vs.)	STIPULATED PRELIMINARY
)	INJUNCTION
#1 WHOLESALE, LLC., a limited)	
liability company; LIME LITE)	
FASHIONS, INC., a corporation;)	
SAHNI ENTERPRISES, INC., a)	
corporation; and DOES 1-10,)	
Defendants.)	

This Stipulated Preliminary Injunction is entered into by and between Plaintiff, PepsiCo, Inc. ("PepsiCo"), and Defendants, #1 Wholesale, LLC, Lime Lite Fashions, Inc., and Sahni Enterprises, Inc. ("Sahni"), as follows.

1. PepsiCo filed its Complaint against Sahni and the Doe Defendants on February 12, 2007.
2. PepsiCo served the complaint and a motion for temporary restraining order February 13, 2007, at Sahni's premises.

3. Sahni is complying with the Proposed Order requested by PepsiCo by:
 - (a) agreeing to send recall letters to their customers in a form and on a date agreed to by the parties;
 - (b) responding to PepsiCo's expedited discovery requests, subject to a schedule agreed to by the parties; and
 - (c) agreeing to identify Sahni's sources for: (i) bottle safes bearing infringing PEPSI, DIET PEPSI, MOUNTAIN DEW and AQUAFINA trademarks ("Infringing Bottle Safes"); and (ii) can safes bearing infringing PEPSI, DIET PEPSI, MOUNTAIN DEW and SIERRA MIST trademarks ("Infringing Can Safes").
4. The parties agree that PepsiCo has met the requirements necessary to establish its entitlement to a preliminary injunction under Rule 65.
5. The parties agree to waive the right to a hearing pursuant Rule 65(b) of the Federal Rules of Civil Procedure.
6. PepsiCo shall within three (3) court days of the entry of this Order secure and file with the court a \$100.00 bond that shall remain in place as

sufficient security for this preliminary injunction order pursuant to Rule 65(c) of the Federal Rules of Civil Procedure.

Accordingly, IT IS STIPULATED AND AGREED between and among PepsiCo and Sahni, subject to the Court's approval, that:

1. #1 Wholesale, LLC, Lime Lite Fashions, Inc., Sahni Enterprises, Inc. and their agents, servants, employees, officers, attorneys, successors and assigns, and all persons in active concert or participation with them who receive actual notice of this Order, are enjoined and restrained during the pendency of this action from:

(a) manufacturing, distributing, selling, offering for sale, holding for sale, advertising, hiding or destroying products consisting of bottle safes, can safes or any other concealment devices bearing the PEPSI, DIET PEPSI, MOUNTAIN DEW, SIERRA MIST and AQUAFINA trademarks, any colorable imitations thereof, or any other trademark owned by PepsiCo (hereinafter "Infringing Safes");

(b) doing any other act or thing likely to confuse, mislead or deceive members of the public that the Infringing Safes emanate from PepsiCo or are connected with, licensed, sponsored or approved by PepsiCo;

(c) destroying, moving, hiding, distributing or otherwise disposing of any documents, equipment, machinery or things relating to the manufacturing, sale, distribution, advertising or promotion of the Infringing Safes, including documents and equipment relating to Defendants' manufacture of the Infringing Safes, the identity of other sources or manufacturers of the Infringing Safes, Defendants' distribution, sale, advertising and promotion of these Infringing Safes, and documents relating to Defendants' purchase or receipt of bottles, cans or labels bearing the PEPSI, DIET PEPSI, MOUNTAIN DEW, SIERRA MIST and AQUAFINA marks; it being recognized that such documents shall consist of any writings, correspondence, notes, books, e-mail messages, memoranda, invoices, purchase orders, receipts, pamphlets, reports, account books, rolodex information, calendars, photographs, slides, videotapes, films, drawings, sketches, illustrative materials, magnetic recording tapes, computer records or data, web sites, microfilm and other storage means by which information is retained in retrievable form, and all other materials whether printed, typewritten, handwritten, recorded or reproduced by any process and whether in final or draft form; and it being recognized that such machinery

consists of any article of production by which the Infringing Safes are made, altered, fashioned or put into final form;

(d) contacting, or having someone else contact, any other sources, sellers or manufacturers of Infringing Safes, or any source of Sahni's bottles, canisters, cans, labels or other components of the Infringing Safes until further order of this Court (except as part of the recall order detailed below); and

(e) assisting, aiding or abetting any other person or business entity in engaging in any of the activities prohibited in subparagraphs (a) through (d) above.

2. Sahni shall:

(a) provide written notice through a letter sent by U.S. mail, in a form and on a date approved by PepsiCo, to each of their customers to whom they have sold Infringing Safes instructing them not to sell these products, indicating that Sahni shall refund to them the cost of these products, and requiring them to return these products to Sahni's location at Sahni's expense; and

(b) confirm to PepsiCo its compliance with this recall order by executing a declaration and serving it on PepsiCo within seven (7) days of complying with this recall order.

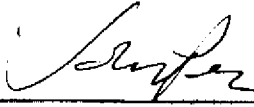
3. Sahni shall continue to comply with PepsiCo's discovery requests served with the motion for temporary restraining order, and any subsequent discovery requests, subject to the agreement of the parties.

4. Sahni shall continue to cooperate with PepsiCo in identifying any other sources of the Infringing Safes whether or not they are related to Sahni.

SO STIPULATED:

Womble Carlyle Sandridge & Rice, PLLC


By: _____


Nisbet S. (Ken) Kendrick, III
Georgia Bar Number 414075
John G. Perry
Georgia Bar Number 141609
One Atlantic Center
1201 West Peachtree Street
Suite 3500
Atlanta, GA 30309
404-888-7488 (Direct)
404-870-4861 (Fax)
kkendrick@wcsr.com
joperry@wcsr.com

David C. Hilliard
Jonathan S. Jennings
Phillip Barengolts
PATTISHALL, MCAULIFFE, NEWBURY
HILLIARD & GERALDSON LLP
311 S. Wacker Drive, Suite 5000
Chicago, Illinois 60606
Telephone: (312) 554.8000
Facsimile: (312) 554.8015

Attorneys for Plaintiff
PEPSICO, INC.


DATED: February 19th, 2007 By:


Jesse Young with permission
Ga. Bar No. 782380

Attorney At Law
5340 McCarter Station
Stone Mountain, GA 30088
770-879-8000 Office
770-879-4631 Fax
Attorney for Defendants
#1 WHOLESALE, LLC, LIME LITE
FASHIONS, INC., and SAHNI
ENTERPRISES, INC.

IT IS SO ORDERED:

Dated: February 21, 2007


Honorable Timothy C. Batten, Sr.
United States District Judge

WCSR 3546683v2