

11-02-2000

Form PTO-1594
1-31-92



101503169

SHEET
ILY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Bankers Trust Company

11-02-00

Individuals
 General Partnership -
 Corporation- State: New York
 Other - Collateral Agent

Association
 Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Beverage America, Inc.

Internal Address: _____

Street Address: 7955 S. Cass Avenue, Suite 201

City: Darien State: Illinois ZIP: 60561

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - Delaware
 Other - _____

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
 Security Interest
 Other - Release of a Security Interest

Merger
 Change of Name

Execution Date: October 6, 1999

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\

Please see attached Schedule A

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

Name: Vincent Martell, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed
 Authorized to be charged to deposit account, in case of deficiency

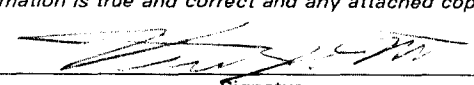
8. Deposit account number:
(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Vincent J. Martell
 Name of Person Signing


 Signature

10/17/00
 Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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

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UNITED STATES TRADEMARKS
OWNED BY BEVERAGE AMERICA, INC.

Mark	Application Number	Registration Number	Filing Date	Issue Date
BEVERAGE AMERICA, INC.	74635869	2173275	2-7-1995	7-14-1998
BEVERAGE AMERICA, INC. & Design	74685973	2124663	6-8-1995	12-30-1997

Handwritten: 1-20-00

RECORDATION FORM COVER SHEET
RETRADEMARKS ONLY

10-04-2000
Barcode
101466849

To the Honorable Commissioner of Patents and Trademarks: Please record the at

1. Name of conveying party(ies):

Bankers Trust Company

- Individuals
- General Partnership -
- Corporation-State - New York
- Other -

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OPR/FINANCE

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Interest
- Other - Release of a Security Interest
- Merger
- Change of Name

Execution Date: October 6, 1999

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

2. Name and address of receiving party(ies):

Name: Beverage America, Inc.

Internal Address: _____

Street Address: 7955 S. Cass Avenue, Suite 201

City: Darien State: Illinois ZIP: 60561

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation- Delaware
- Other - _____

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

Trademark Registration No.(s)\

Please see attached Schedule A

6. Total number of applications and registration involved

2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

02/16/2000 DNGUYEN 00000138 75635869

01 FC:481

40.00 OP

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Handwritten: Fee OK

9. 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.

Brian T. Jaenicke

Name of Person Signing

Handwritten Signature

Signature

Handwritten Date: 1/20/2000

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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Vertical stamp: 02/16/2000 DNGUYEN 00000138 75635869 40.00 OP 25.00 OP 01 FC:481 02 FC:482

TRADEMARK RELEASE

This Release granted on this 6th day of October, 1999, by BANKERS TRUST COMPANY, as Collateral Agent ("Collateral Agent"), to BEVERAGE AMERICA, INC., a Delaware corporation ("Assignor"), as follows:

W I T N E S S E T H

WHEREAS, the Assignor has heretofore granted to the Collateral Agent a security interest in certain U.S. trademarks, trademark registrations and trademark applications more particularly set forth on Schedule A attached hereto (the "Marks") to secure the Obligations (as defined in the Security Agreement, dated May 1, 1998, between the Collateral Agent and the Assignor (the "Security Agreement")); and

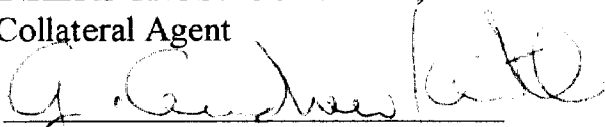
WHEREAS, the Collateral Agent wishes to release and restore all right, title and interest in and to the Marks to the Assignor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Collateral Agent hereby releases, discharges, quit claims and relinquishes unto the Assignor any and all right, title and interest in and to the Marks, and more particularly, the security interest in the patents, mark registrations and mark applications as set forth on Schedule A hereto, granted to Collateral Agent by the Assignor by the Security Agreement, which Assignment was duly recorded on May 13, 1998 at Trademark Reel 1733, Frame 0586 in the United States Patent and Trademark Office.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer,

has caused this instrument to be executed under seal on the date first written above.

BANKERS TRUST COMPANY,
as Collateral Agent

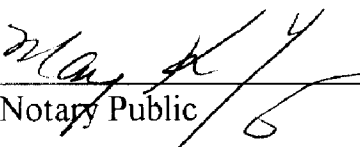
By 
Name: G. Andrew Keith
Title: Vice President

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 6th day of October, 1999, before me personally appeared G. Andrew Keith, to me known who, being by me duly sworn, did depose and say that he is Vice President of Bankers Trust Company described herein and which executed the foregoing instrument and that he signed his name thereto pursuant to the authority granted by Bankers Trust Company.



Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y1609063
Qualified in New York County
Commission Expires June 22, 2000

Please be so kind as to return the attached postcard to acknowledge receipt. Thank you for your assistance.

Best regards,



Vincent Martell
Legal Assistant

CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10


"Express Mail" mailing number

EL286879479US

Date of Deposit September 19, 2000

I hereby certify that this 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 Assistant Commissioner of Patents and Trademarks, Arlington, VA 22202.

Name: Vincent Martell

Signature: 

UNITED STATES TRADEMARKS
OWNED BY BEVERAGE AMERICA, INC.

Mark	Application Number	Registration Number	Filing Date	Issue Date
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74685973