

RECORDAT
TR.



101647513

Our Ref.: 63428-0021

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

ATTN: BOX ASSIGNMENT

3-19-01

1. Name of conveying party(ies):

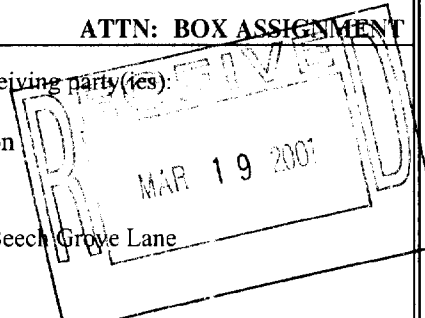
Firststar Bank, N.A.
a National Bank corporation
(as successor-in-interest to Star National Bank Association)

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

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

Slush Puppie Corporation
an Ohio corporation

Street Address: 5769 Beech Grove Lane



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

City: Cincinnati State: Ohio Zip: 45233
Domestic Representative designation attached? Yes No

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

Effective Date: January 24, 2001
Execution Date: January 24, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,724,087; 1,665,188; 1,669,663; 1,669,662; 1,597,745; 1,594,479;
1,558,338; 1,515,621; 1,126,200; 1,511,957; 1,275,991; 1,185,830;
1,161,903; and, 1,181,837.

Additional numbers attached: Yes No

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

Name: Keri A. Christ, Esq.
Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 14

7. Total fee (37 C.F.R §3.41): \$365.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

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.

Margaret A. Delacruz
Name of Person Signing

[Signature]
Signature

March 19, 2001
Date

Total number of pages including cover sheet, attachments and documents: 5

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks is granted and conveyed as of January 24, 2001 (the "Effective Date") by Firststar Bank, N.A., a national banking corporation, as successor-in-interest to Star National Bank Association, (hereinafter referred to as ("Firststar"), in favor of Slush Puppie Corporation, an Ohio corporation ("SPC").

WHEREAS, SPC and Firststar entered into a Trademark Security Agreement on February 28, 1992, under which SPC granted to Firststar a security interest in trademarks, including without limitation, those trademarks listed on the attached Schedule A, and any applications for federal registration or federal registrations therefor, and the goodwill associated therewith, (the "Marks"), which was recorded by the United States Patent and Trademark Office ("PTO") on April 8, 1992, at Trademark Reel 0857, Frame 0640 (the "Security Agreement");

WHEREAS, SPC satisfied all of its outstanding obligations under the Security Agreement on the Effective Date, and the parties seek to make of record Firststar's termination and release of its security interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, Firststar hereby terminates, releases, discharges, and relinquishes, as of the Effective Date, its security interest in the Marks. Firststar specifically acknowledges that the security interest is no longer effective, and that Firststar does not own any right, title or interest in the Marks, or to any royalties or other income generated by such Marks whether existing on the date of execution of the Security Agreement or thereafter created. Firststar hereby agrees to execute and deliver at a future date any additional documents that SPC, or its successor and assignee, determines may be necessary to release and terminate the prior grant of security interest in and to the Marks or any other collateral under the Security Agreement.

FIRSTAR BANK, N.A.

Date: January 24, 2001

By: _____

Name: _____

Title: _____

STATE OF Ohio)
) SS:
COUNTY OF Hamilton)

On this 19th day of January 2001, there appeared before me James R. Gruffalo,
who produced identification or who is personally known to me, who acknowledged that (s)he
signed the foregoing Release of Security Interest in Trademarks as his/her voluntary act and deed
on behalf and with full authority of Firstar Bank, N.A.



MARK J. JAHNKE, ATTORNEY AT LAW
Notary Public - State of Ohio
My Commission has no expiration
date. Section 147.03 O.R.C.

Mark Jahnke
Notary Public
My Commission Expires:

SCHEDULE A

MARK/GOODS	REG.NO./ DATE	STATUS
AS COOL AS IT GETS! Slush-type soft drinks for consumption on and off the premises, in Class 32	1,724,087 October 13, 1992	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
SLUSH PUPPIE Non-alcoholic slush-type beverages, syrups and preparations for making such beverages, in Class 32	1,665,188 November 19, 1991	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
THELMA'S OLD FASHIONED PINK LEMONADE Plus Design Lemonade, in Class 32	1,669,663 December 24, 1991	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
THELMA'S OLD FASHIONED LEMONADE Plus Design Lemonade, in Class 32	1,669,662 December 24, 1991	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
O.J. SQUEEZER ORANGE Plus Design Fruit juice concentrate used in the preparation of whipped juice drinks and whipped fruit juice, in Class 32	1,597,745 May 22, 1990	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
VITA PUP Plus Design Vitamin enriched slush-type fruit drinks, in Class 32	1,594,479 May 1, 1990	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
VITA PUP SC SLUSH PUPPIE Plus Design Vitamin enriched slush-type fruit drinks, in Class 32	1,558,338 September 26, 1989	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
SLUSH PUPPY Plus Design Bubble gum and candy, in Class 30	1,515,621 December 6, 1988	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
S SLUSH PUPPY Plus Design Plastic and paper cups, in Class 21; bases and syrup for slush-type soft drinks, in Class 32; technical and business assistance in the establishment and operation of sales, service and supply distributors of machines for dispensing ice drinks, plastic or paper cups, neutral base for ice drinks, syrup flavoring for ice drinks and materials incident thereto, in Class 35	1,126,200 October 23, 1979	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640

PAW PRINT Plus Design Bubble gum and candy, in Class 30	1,511,957 November 8, 1988	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
FREEZE BEE Plus Design Combination freezer and dispensing machines for soft serve ice milk dairy products; soft serve dairy based ice milk and mixes for same; technical and business assistance in the establishment of distributors of soft serve dairy-based ice milk and mixes for same, combination freezer and dispenser machines for soft serve ice milk dairy products, and other materials incident thereto, in Classes 11, 30 and 35	1,275,991 May 1, 1984	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
PAW PRINTS Plus Design Plastic and paper cups; slush-type beverages for consumption on or off the premises, in Classes 21 and 32	1,185,830 January 12, 1982	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
PAW PRINTS Plus Design Company newsletter concerning company products and services, personnel and activities, directed to slush-type soft drink distributors and employees, in Class 16	1,161,903 July 21, 1981	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640
SLUSH PUPPIE S Plus Design Non-coin-operated machines for dispensing slush-type soft drinks for consumption on or off the premises, in Classes 7 and 32	1,181,837 December 15, 1981	Registered - security interest assigned to Star Bank National Association on April 8, 1992, at Reel/Frame 0857/0640