

TRADEMARKS ONLY

39033-010

07-03-2001

Tab settings → → → ▼ ▼

To the Honorable Commissioner of Pat

attached original documents or copy thereof.

1. Name of conveying party(ies):

Sunburst Fruit Juices, Inc.
Twin Mountain Spring Water Company, Inc.

Name of receiving party(ies):

American Beverage Corporation

6.22.01

Internal Address: _____

Street Address: One Daily Way

City: Verona State: PA ZIP: 15147

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Massachusetts
- Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: May 7, 2001

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

A. Trademark Application No.(s)

74/707,172
74/708,493

B. Trademark Registration No.(s)

2,036,600	1,945,135	1,693,436
1,662,688	2,000,342	2,134,559
919,849	2,023,059	

Additional numbers Yes No

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

Name: Toby H. Kusmer

Internal Address: McDermott, Will & Emery

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved:..... 10

7. Total fee (37 CFR 3.41):.....\$ \$265.00

- Enclosed
- Authorized to be charged to deposit account

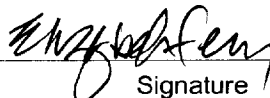
8. Deposit account number:
Any deficiencies in fee, charge Deposit Account No.:
50-1133

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.

Elizabeth A. Levy, Esq.
Name of Person Signing


Signature

June 20, 2001
Date

Total number of pages including cover sheet, attachments, and

8

TRADEMARK

CONFIRMATORY ASSIGNMENT

WHEREAS, AMERICAN BEVERAGE CORPORATION, a Delaware corporation ("ABC"), has entered into that certain Asset Purchase Agreement dated March 26, 1999 ("the Agreement") with, *inter alia*, SUNBURST FRUIT JUICES, INC., a Massachusetts corporation, having its principal offices at 220 Highland Avenue, Salem, Massachusetts ("SUNBURST") and TWIN MOUNTAIN SPRING WATER COMPANY, INC., a Massachusetts corporation, having its principal offices at 220 Highland Avenue, Salem, Massachusetts ("TWIN MOUNTAIN");

WHEREAS, pursuant to the Agreement, SUNBURST and TWIN MOUNTAIN have sold, conveyed, transferred and assigned to ABC, and ABC has purchased from SUNBURST and TWIN MOUNTAIN, certain assets, including the trademarks and trademark registrations set forth in Schedule 3.18 of the Agreement;

NOW THEREFORE, in consideration of the sum of one dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, SUNBURST and TWIN MOUNTAIN confirm the assignment to ABC of all right, title and interest in the United States in and to said trademarks and said registrations therefor, together with the goodwill of the business symbolized by said trademarks and the registrations thereof.

Signed at Buxard, this 7th day of May, 2001.

SUNBURST FRUIT JUICES, INC.

By: Arthur P. Poirer, Jr.
Name: ARTHUR P. POIRER, JR.
Title: C.E.O.

State of MASSACHUSETTS)
County of ESSEX)
_____)

ss:

On this 7th day of MAY, 2001, personally appeared ARTHUR P. POIRER, JR., to me known and known to me to be CEO of SUNBURST FRUIT JUICES, INC., the assignor above named, and acknowledged that he executed the foregoing Confirmatory Assignment pursuant to authority duly received.

James D. McKinley
Notary Public
MY COMMISSION EXPIRES
JUNE 26, 2003
TWIN MOUNTAIN SPRING WATER
COMPANY, INC.

By: Arthur P. Poole Jr.
Name: Arthur P. Poole Jr.
Title: CEO

State of MASSACHUSETTS)
County of ESSEX)

ss:

On this 7th day of MAY, 2001, personally appeared Arthur P. Poole Jr.
to me known and known to me to be CEO of TWIN MOUNTAIN SPRING
WATER COMPANY, INC., the assignor above named, and acknowledged that he executed the
foregoing Confirmatory Assignment pursuant to authority duly received.

James D. McKinley
Notary Public MY COMMISSION EXPIRES
JUNE 26, 2003

BST99 1203908-1.039033.0010

SCHEDULE 3.12

TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
TIME-OUT	707172	July 28, 1995	Application Abandoned	
SUNBURST	708493	July 28, 1995	Application Abandoned	
BIG BURST	74/707169	July 28, 1995	2036600	February 11, 1997
TEENI	036134	March 7, 1990	1662688	October 29, 1991
TEENI-PAK	351235	February 12, 1970	919849	September 7, 1971
SUN DEW and Design	74/540979	June 22, 1994	1945135	January 2, 1996
HAMPTON FALLS	74/586780	October 18, 1994	2000342	September 10, 1996
TWIN MOUNTAIN NATURAL SPRING WATER And Design	674827	May 15, 1995	2023059	December 17, 1996
TWIN MOUNTAIN	036198	March 7, 1990	1693436	June 9, 1992
GUZZLER	75/268872	April 3, 1997	2134559	February 3, 1998