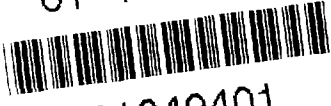


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

SOVEREIGN BANK

1/9/02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Federal Savings Bank

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

2. Name and address of receiving party(ies)

Name: PREMIUM BEVERAGE PACKERS, INC.

Internal Address:

Street Address: 1090 Spring Street

City: Wyomissing State: PA Zip: 19610

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Pennsylvania

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 Merger Security Agreement Change of Name Other Termination of Security Interest and Assignment

Execution Date: October 24, 2001

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

A. Trademark Application No.(s) 75492946, 74616753, 74616761 74122211

B. Trademark Registration No.(s) 2283459, 2261265 2064154, 1959704, 2183177, 1882419, 1776022 1510360, 1297930, 1285484, 1551198, 2437859

Additional number(s) attached Yes No

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

Name: Andy P. Berger, Esquire

Internal Address: STEVENS & LEE

Street Address: 111 North Sixth Street

P.O. Box 679

City: Reading State: PA Zip: 19603-0679

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41) \$415.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Andy P. Berger, Esquire Name of Person Signing

Signature

26 Oct 01 Date

Total number of pages including cover sheet, attachments, and document:

7

01/15/2002 BTOM11 00000137 75492946

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 40.00 OP 02 FC:482 375.00 OP

TERMINATION OF SECURITY INTEREST AND
ASSIGNMENT OF TRADEMARKS

TERMINATION OF SECURITY INTEREST AND ASSIGNMENT OF TRADEMARKS ("Assignment") made as of the 24th day of October, 2001, by SOVEREIGN BANK ("Assignor") to PREMIUM BEVERAGE PACKERS, INC., a Pennsylvania corporation ("Assignee").

BACKGROUND

A. Assignee is the owner of certain trademarks, including certain registered trademarks and trademark applications as reflected on the records of (1) the United States Patent and Trademark Office and (2) the Trademark Office of the State of New York, and all as more fully described on Exhibit "A" attached hereto and made a part hereof (the "Trademarks").

B. Assignee, as security for the repayment of certain indebtedness to Assignor, granted Assignor a lien on, and security interest in, the Trademarks pursuant to a Collateral Assignment of Patents, Trademarks, Licenses and Copyrights dated as of November 9, 1999 (the "Collateral Assignment").

C. Assignee has repaid all indebtedness owed to the Assignor in full, and Assignor is hereby (i) terminating the Collateral Assignment and (ii) releasing all of its right, title and interest in and to the Trademarks granted pursuant to the Collateral Assignment and is assigning all such right, title and interest in and to the Trademarks to Assignee.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee, each intending to be legally bound, hereby agrees as follows:

1. Incorporation of Background. The Background provisions set forth above (including, without limitation, all defined terms set forth therein) are hereby incorporated herein by reference and made a part of this Assignment as if set forth in their entirety in this Section 1.

2. Termination. Assignor and Assignee hereby agree that the Collateral Assignment, and all rights, duties and obligations of the Assignor and Assignee thereunder, are hereby terminated, effective as of the date hereof.

3. Assignment. Assignor hereby assigns, transfers, conveys and releases and sets over unto Assignee, without recourse, Assignor's entire right, title and interest in, to and under the Trademarks, together with all of the goodwill of the business associated with the use thereof and symbolized thereby.

4. Further Actions. From time to time after the date hereof, and without further consideration (subject to reimbursement of all out-of-pocket expenses in connection with clause

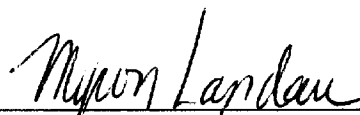
(b) below), Assignor shall promptly take such actions and execute and deliver such documents and instruments as Assignee or its counsel may reasonably request in order to perfect and record Assignee's ownership rights in the Trademarks.

5. Counterparts. This Assignment may be signed in two or more counterparts, each of which will be deemed to be an original of this Assignment and all of which, when taken together, will be deemed to constitute one and the same agreement.


6. Successors, etc.. This Assignment and all of the terms, covenants and provisions hereof shall inure to the benefit of Assignee and Assignor and their respective successors and assigns and shall be binding upon the same.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed and delivered as of the day and year first above written.

SOVEREIGN BANK

By: 
Name: MYRON LANDAU
Title: VICE PRESIDENT

PREMIUM BEVERAGE PACKERS, INC.

By: 
Jeffrey D. Hettinger, President

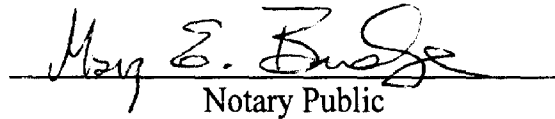
COMMONWEALTH OF PENNSYLVANIA :

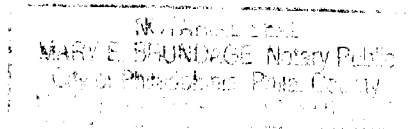
: SS.

COUNTY OF PHILADELPHIA :

On this 23RD day of October, 2001, before me, a notary public, the undersigned officer, personally appeared MYRON LANDAU, who acknowledged himself to be the VICE PRESIDENT of SOVEREIGN BANK, a federal savings bank, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the bank by himself as such officer.

IN WITNESS WHEREOF, I have herunto set my hand and official seal.



Notary Public



COMMONWEALTH OF PENNSYLVANIA :
 : SS.
COUNTY OF Philadelphia :

On this 25th day of October, 2001, before me, a notary public, the undersigned officer, personally appeared Jeffrey D. Hettinger, who acknowledged himself to be the President of PREMIUM BEVERAGE PACKERS, INC., a Pennsylvania corporation, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have herunto set my hand and official seal.



Notary Public

Notarial Seal
Charles F. Seliga, Notary Public
City of Reading, Berks County
My Commission Expires May 19, 2005
Member, Pennsylvania Association of Notaries

Exhibit "A"

(a) **Federally Registered Trademarks:**

Mark	U.S. Patent and Trademark Registration No.
Top Real Brewed Tea	RN-2283459
Top Fruit Medley	RN-2261265
American Classic	RN-2064154
Clear Choice	RN-1959704
Top Tea	RN-2183177
American Classic	RN-1882419
American Classic	RN-1776022
Top Pop	RN-1510360
Top Cola	RN-1297930
Top Pop	RN-1285484
Old Dutch (words and design)	RN-2437859
SUNNY ISLE	RN-1551198

(b) **Federal Trademark Applications:**

Mark	U.S. Patent and Trademark Serial No.
Old Dutch (words only)	SN-75-492946
Top (words only)	SN-74-616753
Top Sport (words only)	SN-74-616761
Slim N' Trim (words only)	SN-74-122211

(c) New York Registered Trademarks

<u>Mark</u>	<u>Registration No.</u>
C/C Since 1901 City Club Beverages	R-27192
CC	R-28568

(d) Unregistered Trademarks

C/C Since 1901 City Club-True Fruit Beverages