

02-06-2002

U.S. FORM COVER SHEET
Commerce
Patent and Trademark Office

1.22.02



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documents or copy thereof.

To the Honorable Commissioner of Patents and Trademark

<p>1. Name of conveying party(ies):</p> <p>First Union National Bank (successor by merger to Corestates Bank, N.A.)</p> <p>Individual(s) Association General Partnership Limited Partnership Corporation - Massachusetts corporation <input checked="" type="checkbox"/> Other: A national banking association</p> <p>Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Vermont Pure Holdings, Ltd.</p> <p>Street Address: 70 West Red Oak Lane</p> <p>City/State: White Plains, New York 10604-3602</p> <p>Individual(s) citizenship: _____ Association _____ General Partnership _____</p>
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<p>3. Nature of conveyance:</p> <p>Assignment Merger Security Agreement Change of Name <input checked="" type="checkbox"/> Other: Termination of Security Interest in Trademarks</p> <p>Execution Date: December 21, 2001</p>	<p>Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State - Delaware Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>
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<p>4. Application numbers: 75/417,104; 75/580,638; 75/480,501</p>	<p>B. Trademark Registration No.(s): 2,290,916; 2,292,164; 2,011,808; 2,053,931; 1,802,236; 1,604,885</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p>	<p>6. Total number of applications and registrations involved:9</p>
<p>Name: Donna M. Weinstein, Esq.</p> <p>Internal Address: <u>Foley Hoag & Eliot LLP</u></p>	<p>7. Total fee (37 CFR 3.41):..... \$240.00</p> <p>Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p>
<p>Street Address: <u>One Post Office Square</u></p> <p>City: <u>Boston</u> State: <u>MA</u> ZIP: <u>02109</u></p>	<p>8. Deposit account number:</p> <p><u>06-1446</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

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.

Donna M. Weinstein [Signature] 1/21/02
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet:1

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01 FC:481 40.00 CH
02 FC:482 200.00 CH

TRADEMARK
REEL: 002437 FRAME: 0684

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, Vermont Pure Holdings, Ltd. ("Debtor") has satisfied in full all of Debtor's obligations to First Union National Bank (successor by merger to Corestates Bank, N.A.) (the "Secured Party") under the Amended and Restated Credit Agreement dated as of January 28, 2000, thereby terminating the security interest of the Secured Party in the Trademarks (as defined below); and

WHEREAS, Debtor desires to record this instrument to evidence termination of the security interest in the Trademarks (as hereinafter defined).

NOW, THEREFORE, Secured Party agrees as follows:

- 1. Secured Party, on behalf of itself, its successors, legal representatives and assigns, hereby releases and terminates the security interest in, to and under, all of the Debtor's trademark applications and registered trademarks listed on Schedule 1 attached hereto and made a part hereof (collectively, the "Trademarks"), which Trademarks have been filed or registered with the United States Patent and Trademark Office.
- 2. Secured Party hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, to record the release and termination of the security interest of the Secured Party in the Trademarks.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be executed by its duly authorized corporate officer this 21st day of December, 2001.

FIRST UNION NATIONAL BANK

By [Signature]
 Its Authorized Officer
 Name: ANTHONY D. BRAXTON
 Title: VICE PRESIDENT

Commonwealth of Pennsylvania
City/County of Philadelphia

Acknowledgment

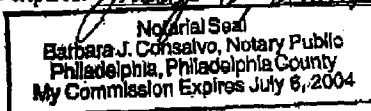
I certify that before me appeared this day Anthony D. Braxton, a person known to me, who after being sworn said he/she is a Vice President of First Union National Bank, a national banking association, and is duly authorized to act on behalf of said association and that said instrument was signed by him/her on behalf of said association, and being informed of the contents thereof, acknowledged execution of the foregoing instrument on behalf of said association.

Witness my hand and official seal, this 21st day of December, 2001.

Barbara J. Consalvo, Notary Public

BARBARA J. CONSALVO
(Printed Name of Notary)

My Commission expires: July 6, 2004



SCHEDULE 1Registered Trademarks

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
VERMONT PURE NATURAL SPRING WATER, SPORTSOURCE and design	2,290,916	Nov. 9, 1999
VERMONT PURE NATURAL SPRING WATER (stylized letters)	2,292,164	Nov. 16, 1999
HIDDEN SPRING (stylized letters)	2,011,808	Oct. 29, 1996
VERMONT PURE (stylized letters)	2,053,931	April 22, 1997
VERMONT PURE NATURAL SPRING WATER AMERICAN PREMIUM HIDDEN SPRINGS, VT. and Design	1,802,236	Nov. 2, 1993
VERMONT'S HIDDEN SPRING	1,604,885	July 3, 1990

Trademark Applications

<u>Trademark</u>	<u>App. No.</u>	<u>Filing Date</u>
VERMONT NATURALS	75/580,638	May 6, 1998
VERMONT NATURAL	75/480,501	May 6, 1998
FRUSION	75/417,104	Jan. 13, 1998