

09-16-2002



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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨ ⇨ ⇨ ▼

102222408

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

WFD 9-11-02

1. Name of conveying party(ies):
 THOMPSON BEVERAGE ACQUISITION CORPORATION
 2515 MCKINNEY AVENUE, SUITE 1200
 DALLAS, TX 75201

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

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

2. Name and address of receiving party(ies)
 Name: First Union National Bank, as Administrative Agent
 Internal
 Address: _____

Street Address: 201 South College Street
 City: Charlotte State: NC Zip: 28288

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other National Banking Association

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

OFFICE OF PUBLIC RECORDS
2002 SEP 11 AM 10:47
FINANCIAL SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest

Execution Date: December 21, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s) _____
 SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Steven D. Thomas
 Internal Address: _____

 Street Address: Moore & Van Allen, PLLC
 2200 West Main Street, Suite 800
 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 50-2316

DO NOT USE THIS SPACE

9. Signature.
 Steven D. Thomas *Steven D. Thomas* September 11, 2002
 Name of Person Signing Signature Date

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

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

09/16/2002 ANNED1 00000020 2493247
01 FC:481 40.00 OP
02 FC:482 175.00 OP

TRADEMARK
REEL: 002582 FRAME: 0097

**Exhibit A
Trademarks**

**Thompson Beverage Acquisition Corporation
(Delaware Corporation)**

Registered Marks

Mark	Registration No.	Registration Date
SQUISH PAK!	2,493,247	9/25/01
SQUISHY SQUISH PAK and Design	2,332,065	3/21/00
SPILLGUARD	2,031,234	1/14/97
YOG-IT	2,074,156	6/24/97
MILK-IT and Design	1,982,881	6/25/96
MILK-IT	1,863,289	11/15/94

Pending Applications

Mark	App. Ser. No.	Filing Date
SQUISHY	75-627,342	1/25/99
WATER WORKS	75-257,239	3/14/97

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 21, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached EXHIBIT A	

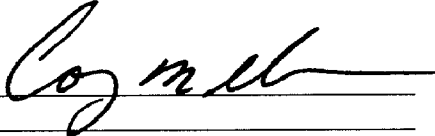
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached EXHIBIT A	

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

THOMPSON BEVERAGE ACQUISITION
CORPORATION, a Delaware corporation

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

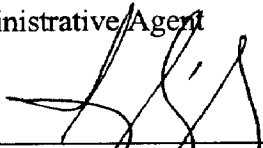
Very truly yours,

THOMPSON BEVERAGE ACQUISITION
CORPORATION, a Delaware corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By:  _____
Name: **Jorge A. Gonzalez** _____
Title: **Senior Vice President** _____