

RE 11-9-98

11-06-1998

FORM PTO-1594 (Rev. 8-93)

OMB No. 0651-0011 (exp. 4/94)



100872381

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

R 11/10/98

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

1. Name of conveying party(ies): Premium Beverage Packers, Inc. and PBP Specialty Beverage, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation - Pennsylvania

Other

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

3. Nature of conveyance:

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

Execution Date: May 8, 1998

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

City-Club Corp.

Internal Address: Street Address: 164-38 85th Street City: Howard State: NY Zip: 11414 Beach

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation - New York, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 1,551,198

Additional numbers attached? [ ] Yes [ ] No

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

Name: & Nash, LLP

Internal Address: Suite 711

Street Address: 26 Broadway

City: NY State: NY ZIP: 10004

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41).....\$ 40.00

- 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.

Kevin J. Nash Name of Person Signing

Signature

November 9, 1998 Date

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

Send documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box 5000, Washington, D.C. 20521

MRD 7-24-98

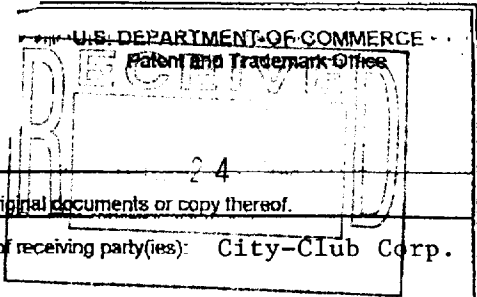
07-28-1998

FORM PTO-1594 (Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



100778179 ONLY



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

1. Name of conveying party(ies): Premium Beverage Packers, Inc. and PBP Specialty Beverage, Inc.

[ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Pennsylvania

[ ] Other

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

2. Name and address of receiving party(ies): City-Club Corp.

Internal Address: Street Address: 164-38 85th Street City: Howard State: NY Zip: 11414 Beach

[ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State New York [ ] 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 [x] Security Agreement [ ] Change of Name [ ] Other

Execution Date: May 8, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 1,551,198

Additional numbers attached? [ ] Yes [x] No

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

Name: Finkel Goldstein Berzow Rosenbloom & Nash, LLP

Internal Address: Suite 711

Street Address: 26 Broadway

City: NY State: NY ZIP: 10004

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41): \$ 40.00

[x] 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.

Name of Person Signing

Signature

Date

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

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

07/28/1998 TTON11 00000051 1551198

01 FC:481

40.00 DP

COLLATERAL AND CONDITIONAL ASSIGNMENT OF TRADEMARKS

WHEREAS, Premium Beverage Packers, Inc. and PBP Specialty Beverage, Inc. (collectively, "Assignor"), corporations organized and existing under the laws of the State of Pennsylvania, having a place of business at 1090 Spring Street, Wyomissing, Pennsylvania 19610, are the record owner of the below described federal Trademarks (the "Trademarks"), having acquired same in connection with a sale transaction involving the Assignee defined below, under which, inter alia, the Assignee shall retain a first priority lien and security interest covering the following Trademarks:

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>	<u>Expiration</u>
SUNNY ISLE	1,551,198	August 8, 1989	August 8, 2009

WHEREAS, Colita Beverage Corporation and City-Club Corp. (collectively, "Assignee"), corporations organized and existing under the laws of the State of New York, having a place of business at 164-38 85th Street, Howard Beach, New York 11414, having sold the Trademarks are desirous of obtaining a collateral and conditional assignment and security interest in the Trademarks together with the good will, product line and business associated or symbolized by the Trademarks and the registrations thereof;

NOW, THEREFORE, in consideration of and in exchange for the sum of one \$(1.00) dollar and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby conditionally assign, transfer and convey unto Assignee for collateral purposes only and subject to the Security Agreement of even date herewith, all right, title and interest in and to the Trademark, together with the goodwill, product line and business associated or symbolized by the Trademarks and the registrations thereof.

Dated: May 8, 1998

PREMIUM BEVERAGE PACKERS, INC., Assignor

By: [Signature]  
Name: Jeffrey D. Hettiger  
Position: President

PBP SPECIALTY BEVERAGE, INC., Assignor

By: [Signature]  
Name: Jeffrey D. Hettiger  
Position: President

COLITA BEVERAGE CORPORATION, Assignee

By: [Signature]  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_

CITY-CLUB CORP., Assignee

By: [Signature]  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_