

12-06-2000



ER SHEET

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New
 Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

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111500*



11-15-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #67

Conveyance Type

Assignment License
 Security Agreement
 Merger
 Change of Name
 Other Release of Lien on Trademarks

Effective Date
Month Day Year
October 25, 2000

Conveying Party

Mark if additional names of conveying parties attached

Name The Bank of New York

Execution Date
Month Day Year
October 25, 2000

Formerly _____

Individual General Partnership Limited Partnership Corporation

Other a national banking association

Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Mistic Brands, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 709 Westchester Avenue

Address (line 2) White Plains, New York 10604

Address (line 3) _____

Individual General Partnership Limited Partnership Association
 Corporation
 Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached

Citizenship/State of Incorporation/Organization Delaware

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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

Page 2

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 212-309-7015

Name Maura B. Leeds, Esq.

Address (line 1) Morgan, Lewis & Bockius LLP

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036

Pages Enter the total number of pages of the attached conveyance document including any attachments.

4

Trademark Application Number(s) or Registration Number(s)

Trademark Application Number(s)

See Attached Schedule

Registration Number(s)

See Attached Schedule

Number of Properties Enter the total number of properties involved. # 36

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 915.00

Method of Payment: Enclosed Deposit Account _____

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes No _____

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. Charges to deposit account are authorized, as indicated herein.

Margaret A. Delacruz

Name of Person Signing


Signature

November 15, 2000

Date Signed

Schedule to Release of Lien on Trademarks in the name of Mistic Brands, Inc.

<u>Mark</u>	<u>Serial No.</u>	<u>Registration No.</u>
BAHAMA BLUEBERRY	75/420,634	
Bottle Design	75/909,886	
CHUGSTERS	75/268,437	
ENERGY BOOSTER Plus Design	74/700,118	2,111,543
LEMON LIME LIMBO	75/582,703	
LIQUID LOGIC	75/268,434	
M Plus Design	75/401,300	2,198,619
MANGO MANIA	74/501,723	1,931,183
MELON MANIA	75/707,624	2,326,734
Miscellaneous Design	75/804,323	
Miscellaneous Design	75/666,357	
MISSION	71/460,266	403,406
MISSION	75/318,326	
MISSION Design	75/462,011	
MISTIC	74/371,743	1,812,308
MISTIC (Stylized)	75/466,298	2,221,828
MISTIC BREEZE	75/272,478	2,135,986
MISTIC ITALIAN ICE SMOOTHIES (Stylized)	75/616,966	2,349,125
MISTIC MOUNTAIN SELECT	75/401,931	2,193,927
MISTIC POTIONS	75/401,930	2,212,964
MISTIC RAIN FOREST NECTARS	75/104,309	2,149,721
MISTIC SUPER POTIONS	75/496,353	2,250,619
MISTIC ZOTICS (Stylized)	75/897,057	
OFFICIAL SPONSOR OF THE THREE DAY WEEKEND	75/340,058	
OFFICIAL SPONSOR OF THE WILD THREE DAY WEEKEND	75/346,246	
PEACH BEACH	75/509,687	2,236,872
POWA	75/622,516	
ROYAL MISTIC	75/303,691	2,156,922
ROYAL MISTIC Plus Design	74/019,759	1,620,285
SHOW YOUR COLORS	75/164,823	2,160,900
STARLITE SPRINGS	75/104,560	2,109,924
SUN VALLEY SQUEEZE	75/486,450	
TASTE HAS NO LIMIT	76/117,291	
TASTE THE WORLD	75/896,436	
THE MAGIC'S INSIDE	75/432,587	
VITAMANIA	75/395,590	

Release of Lien on Trademarks

This Release of Lien on Trademarks (the "Release"), dated as of October 25, 2000 is made by The Bank of New York ("Bank"), as administrative agent (together with its successor(s) thereto, in such capacity the "Administrative Agent") for each of the Secured Parties as defined in the Credit Agreement, dated as of February 25, 1999 (the "Credit Agreement"), among the Borrowers, including Mystic Brands, Inc, a Delaware Corporation ("Grantor"), the Lenders and the Agents named therein, in favor of the Grantor. Capitalized terms used in this Release without definition have the meaning assigned to them in the Credit Agreement.

WHEREAS, Grantor entered into a Trademark Security Agreement ("Security Agreement") dated as of February 25, 1999 and recorded in the Patent and Trademark Office (the "PTO") as of May 4, 1999 at Reel 1893, Frame 0349, pursuant to which Grantor granted a security interest to the Bank in certain Trademark Collateral as such term is defined in the Security Agreement, including the trademark applications and registrations set forth on Schedule A attached hereto (the "Released Trademarks") to secure the performance of certain obligations (the "Obligations");

WHEREAS, the Obligations have now been satisfied, Grantor has requested that the Bank release any and all interest it may have in the Released Trademarks, and the Bank has agreed to do so.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, the Bank does hereby release, relinquish and discharge its security interest in, to and under the Released Trademarks.

IN WITNESS WHEREOF, the Bank has caused this Release to be duly executed as of the date hereinabove set forth.

THE BANK OF NEW YORK,
as Administrative Agent

By: _____

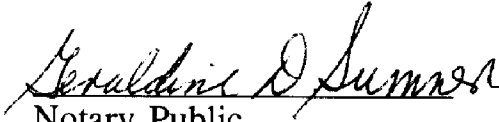
Name: James J. Ducey

Title: Vice President

STATE OF NY)
)
COUNTY OF NY)

SS:

On the 25th day of October, 2000 before me and personally came James J. Ducey, to me known, who, being by me duly sworn, did depose and say that he resides at One Wall Street, NY, NY; that he is a Vice President of The Bank of New York, the bank described in and which executed the above instrument; that he signed his name thereto on behalf of said bank; and that he acknowledged said instrument to be the free act and deed of said bank.


Notary Public

GERALDINE D. SUMNER
NOTARY PUBLIC, State of New York
No. 01SU4801816
Qualified in Kings County
Commission Expires May 31, 2001

1800 M Street, N.W.
Washington, D.C. 20036-5869
202-467-7000
Fax: 202-467-7176

**Morgan, Lewis
& Bockius LLP**
C O U N S E L O R S A T L A W

Margaret A. Delacruz
Legal Assistant
202-467-7738
mdelacruz@morganlewis.com



11-15-2000
U.S. Patent & TMOfo/TM Mail Rcpt Dt. #67

November 15, 2000

VIA HAND DELIVERY



Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, Virginia 22202-3513
Attention: Assignment Branch

Re: Recordation of Trademark Security Release
 Our Ref.: 63428-0018

Dear Madam:

I enclose for recording at the Assignment Branch a Release of Security Interests in Trademarks from The Bank of New York to Mystic Brands, Inc. This document is being filed to update record title to the thirty-six registrations and applications set forth on the attached schedule.

The details of this recording are set out in the enclosed Recordation Form Cover Sheet in compliance with the Patent and Trademark Office Rules. We enclose a check in the amount of \$915.00 to cover the recordation fee. Any additional fees should be charged to the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

Please contact the undersigned if there are any questions regarding this matter. Thank you for your assistance.

Sincerely,

Margaret A. Delacruz
Legal Assistant

Enclosures

cc: Allison Engel (w/encls.)
 Paul M. Vogt (w/encls.)
 Maura B. Leeds (w/o encls.)

Mistiv Brands, Inc.

TM & ® Marks (Grouped by Country) - Status

Country	Mark	Classes	Reg. Owner	App. #	App. Dt	Reg. #	Reg. Dt	Status
United States	Bahama Blueberry	32	Mistic Brands, Inc.	75/420634	1/20/98			Pending Application
	Chugsters	32	Mistic Brands, Inc.	75/268437	4/2/97			Pending Application
	Energy Booster & Design	32	Mistic Brands, Inc.	75/7000118	7/12/95	2,111,543	11/11/97	Registered
	Lemon Lime Limbo	32	Mistic Brands, Inc.	75/582703	11/4/98			Pending Application
United States	Liquid Logic	32	Mistic Brands, Inc.	75/268434	4/2/97			Pending Application
	M & Design	30, 32	Mistic Brands, Inc.	75/401300	12/8/97	2198619	10/20/98	Registered
	Mango Mania	32	Mistic Brands, Inc.	74/501723	3/11/94	1934183	11/7/95	Registered
	Mission	32	Mistic Brands, Inc.	71/460266	4/29/43	403406	9/21/43	Registered
	Mission (Design)	32	Mistic Brands, Inc.	75/318326	7/2/97			Pending Application
	MISTIC	30, 32	Mistic Brands, Inc.	75/462011	4/3/98			Pending Application
	Mistic (stylized)	30, 32	Mistic Brands, Inc.	74/371743	3/25/93	1812308	12/21/93	Registered
	Mistic Breeze	30, 32	Mistic Brands, Inc.	75/466298	4/10/98			Pending Application
	Mistic Italian Ice	32	Mistic Brands, Inc.	75/272478	4/10/97	2135986	2/10/98	Registered
	Smoothies				1/7/99			Pending Application
	Mistic Mountain Select	30	Mistic Brands, Inc.	75/401931	12/8/97	2193927	10/6/98	Registered
	Mistic Potions	30, 32	Mistic Brands, Inc.	75/401930	12/8/97	2212964	12/22/98	Registered
	Mistic Rain Forest Nectars	32	Mistic Brands, Inc.	75/104309	5/15/96	2149721	4/7/98	Registered
	Mistic Super Potions	30, 32	Mistic Brands, Inc.	75/496353	6/4/98			Pending Application
	Official Sponsor of the Three Day Weekend	32, 35	Mistic Brands, Inc.	75/340058	8/13/97			Pending Application
	Official Sponsor of the Wild Three Day Weekend	32, 35	Mistic Brands, Inc.	75/346246	8/25/97			Pending Application
	Peach Beach	32	Mistic Brands, Inc.	75/509687	6/29/98			Pending Application
	Powa	30, 32	Mistic Brands, Inc.	75/303691	6/5/97	2,156,922	5/12/98	Pending Application
	Royal Mistic	30	Mistic Brands, Inc.	74/019759	1/16/90	1620285	10/30/90	Registered
	Royal Mistic & Design	32	Mistic Brands, Inc.	75/164823	9/12/96	2106900	10/21/97	Registered
Show Your Colors	30, 32	Mistic Brands, Inc.	75/104560	5/15/96	2109924	10/28/97	Registered	
Starlite Springs	32	Mistic Brands, Inc.	75/486450	5/18/98			Pending Application	
Sun Valley Squeeze	32	Mistic Brands, Inc.	75/433587	2/11/98			Pending Application	
The Magic's Inside	32	Mistic Brands, Inc.	75/393590	11/24/97			Pending Application	
Vitamina	32	Mistic Brands, Inc.					Pending Application	