

11-20-2001



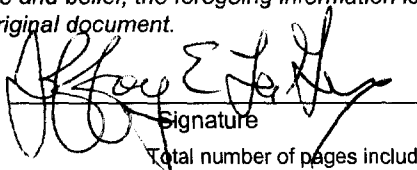
TRADEMARK

COVER SHEET

101898590

11-20-01

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

<p>1. Name of conveying party(ies): The Chase Manhattan Bank 200 Jericho Quadrangle Jericho, New York 11753</p> <p>A New York Banking Corporation</p> <p>Additional names(s) of conveying party(ies) attached? NO</p>	<p>2. Name and Address of receiving party(ies): Flavtek, Inc. 1960 Hawkins Circle Los Angeles, CA 90001</p> <p>A California Corporation</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: NO (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? No</p>
<p>3. Nature of conveyance: Release and Reassignment Execution Date: November 5, 2001</p>	
<p>4. A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) <u>1,138,333</u></p>
<p>Additional numbers attached? NO</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PATTERSON, BELKNAP, WEBB & TYLER LLP 1133 Avenue of the Americas New York, New York 10036-6710 Attn: IP Department</p>	<p>6. Total number of documents involved: 1</p>
	<p>7. Total fee (37 CFR 3.41): \$40.00 Enclosed as part of Check No. 112244 In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 16-6330.</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>8. 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.</p> <p>Jeffrey E. LaGueux Name of Person Signing</p> <p> Signature</p> <p>November 16, 2001 Date</p> <p>Total number of pages including cover sheet, attachments, and document: 6</p>	

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**RELEASE OF SECURITY INTEREST IN
AND REASSIGNMENT OF TRADEMARK REGISTRATION**

This RELEASE AND REASSIGNMENT is granted on this 5th day of November, 2001, by The Chase Manhattan Bank, as "Administrative Agent", with offices at 200 Jericho Quadrangle, Jericho, New York 11753 (the "Secured Party"), to Flavtek, Inc., a California corporation with offices at 1960 Hawkins Circle, Los Angeles, CA 90001 (the "Grantor"), as follows:

W I T N E S S E T H:

WHEREAS, the Grantor has heretofore granted to the Secured Party a security interest in the U.S. Trademark Registration for the mark FLAVTEK under Registration No. 1,138,333 registered on August 5, 1980 (the "Trademark"), to secure the obligations of the Grantor in connection with a Security Agreement and Mortgage - Trademarks and Patents, dated as of October 9, 1998 (the "Security Agreement"), by and between the Grantor and the Secured Party, as administrative agent for the lenders set forth in the Security Agreement; and

WHEREAS, the Secured Party wishes to release, restore and reassign all right, title and interest in and to the Trademark to the Grantor and to dissolve any and all liens and encumbrances respecting the Trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby releases, discharges, quitclaims, relinquishes and reassigns to the Grantor any and all right, title and interest in and to the Trademark and the security interest in the Trademark previously granted to the Secured

Party by the Grantor and recorded on October 14, 1998 in the United States Patent and Trademark Office.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed as of the date first written above.

THE CHASE MANHATTAN BANK
as Administrative Agent

By: *[Signature]*
Name: *ANDREA LEMPTON*
Title: *VP*

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss: *NEW YORK*

This instrument was acknowledged before me this 5 day of November 2001 by The Chase Manhattan Bank.

[Signature]
Notary Public
JEFFREY S. ACKERMAN
NOTARY PUBLIC, State of New York
No. 246707613
Qualified in Kings County
Commission Expires June 30, 2003

My commission expires:
6/30/03

T1/19/ALL

1/19/1 (Item 1 from file: 226)DIALOG(R) File 226:TRADEMARKSCAN(R)-US FED
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FLAVTEK

INTL CLASS: 2 (Paints)
 3 (Cosmetics & Cleaning Preparations)
 30 (Staple Foods)
 32 (Light Beverages)
 33 (Wines & Spirits)

U.S. CLASS: 6 (Chemicals & Chemical Compositions)
 11 (Inks & Inking Materials)
 16 (Protective & Decorative Coatings)
 46 (Foods & Ingredients of Foods)

T&T U.S. CLASS: 45 (Soft Drinks, & Carbonated Waters)
 49 (Distilled Alcohol Liquors)

STATUS: Renewed

GOODS/SERVICES: (INT. CL. 2) <FOOD AND BEVERAGE COLORING
 MATERIALS> (INT. CL. 3) ESSENTIAL OILS, FRUIT ESSENCES AND
 FLAVORINGS, COSMETIC ESSENCES (INT. CL. 30) AROMATIC
 PREPARATIONS AND FRUIT FLAVORINGS FOR FOOD, AND COOKING
 ESSENCES (INT. CL. 32) NON-ALCOHOLIC FRUIT EXTRACTS, AND
 ESSENCES FOR BEVERAGES (INT. CL. 33) ALCOHOLIC FRUIT EXTRACTS

SERIAL NO.: 73-201,793

REG. NO.: 1,138,333

REGISTERED: August 5, 1980

FIRST USE: November 1978 (Intl Class 2)
 November 1978 (Intl Class 3)
 November 1978 (Intl Class 30)
 November 1978 (Intl Class 32)
 November 1978 (Intl Class 33)

FIRST COMMERCE: November 1978 (Intl Class 2)
 November 1978 (Intl Class 3)
 November 1978 (Intl Class 30)
 November 1978 (Intl Class 32)
 November 1978 (Intl Class 33)

FILED: January 29, 1979

PUBLISHED: January 29, 1980

AFFIDAVIT SEC.: 8-15^8(PARTIAL)^8-15^8(PARTIAL)^8-15; August 15,
1986

ORIGINAL REGISTRANT: FLAVTEK, INC. (California Corporation), 1960
 HAWKINS CIRCLE, LOS ANGELES, CA (California), 90001, USA
 (United States of America)

ASSIGNEE(S): CHASE MANHATTAN BANK, THE, AS AGENT (New York
 Banking corporation), 200 JERICHO QUADRANGLE, JERICHO, NY (New
 York), 11753, USA (United States of America)

Assignor(s): FLAVTEK, INC. (California Corporation)

Reel/Frame: 1801/0451

Recorded: October 14, 1998

Brief: SECURITY AGREEMENT

EXTRA STATUS DATA: CANCELLED SECTION 8 IN INTL. CL. 2 ONLY O.G.
3-20-2001

FILING CORRESPONDENT: RUSSELL R. PALMER, JR., CHRISTIE PARKER &
 HALE, LLP, P.O. BOX 7068, PASADENA, CA 91109-7068

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1/19/2 (Item 1 from file: 246)DIALOG(R) File 246:TRADEMARKSCAN(R)-U.S. STATE
(c) 2001 THOMSON & THOMSON. All rts. reserv.