

MRO
4/6/99

11-16-1999



101162286

To the Honorable Commissioner of Patents and Trademarks. Please record the attaché.

1. Name of conveying party(ies):

JAMBA JUICE COMPANY

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State: California

Other:

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: March 31, 1999

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

Name: SAND HILL CAPITAL, LLC
Address: 3000 Sand Hill Road, Bldg 2, Suite 110
City: Menlo Park, CA

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

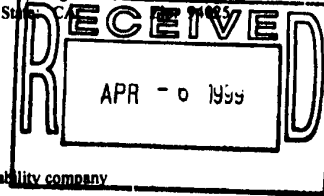
Corporation - State:

Other: California limited liability company

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 trademark number(s):

A. Trademark Application No.(s)

See attached sheets.

B. Trademark Registration No.(s)

See attached sheets.

Additional numbers attached? Yes No

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

Name: Erin O'Brien
Internal Address: GRAY CARY WARE & FREIDENRICH
400 Hamilton Avenue
Palo Alto, California 94301

6 Total number of applications and registrations involved: 45

7. Total fee (37 CFR 3.41) \$ 1140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 07-1907

(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.

Erin O'Brien

April 5, 1999

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: [6]

Mail Documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records

2089184 1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

04/06/1999 BHUYEN 00000308 071907

01 FC:481 40.00 CH
02 FC:482 1100.00 CH

PA1895337.1
1191271-904200

TRADEMARK
REEL: 001959 FRAME: 0170

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Berry Patch	2,089,184	08/19/97
Betablend	2,075,763	07/01/97
Boysenberry Bliss	2,126,828	01/06/98
Buzzerblend	2,075,765	07/01/97
Chlorablend	2,075,764	07/01/97
Citrus Squeeze	2,138,335	02/24/98
Coldbuster	75/461,915	04/03/98
Cranberry Craze	2,099,169	09/23/97
Dairy Dream	2,097,340	09/16/97
Drink Your Next Meal	2,174,423	09/21/98
Florablend	2,067,322	06/03/97
Harmony-Blend	2,075,762	07/01/97
Hawaiian Lust	2,187,103	09/08/98
Indian Summer	75/152,613	09/26/97
It's Not Just A Smoothie, It's A Way Of Life!	75/460,059	04/01/98
Jamba	75/445,205	03/05/98
Jamba Juice (Block letters)	2,014,541	11/05/96
Jamba Juice (Capital letters)	2,097,875	09/16/97
Jamba Juice (Stylized letters only in oval)	2,130,004	01/20/98
Jamba Juice & Whirl Design	2,130,460	01/20/98
Jamba Powerboost	75/572,877	10/19/98
Jambola	75/444,079	03/03/98
Juice Boost	2,219,962	02/20/97
Juice Club	2,183,888	08/25/98
Juice Club (Block letters)	2,079,260	07/15/97
Juice Club Whip It, Beat It, Blend It! (and Design)	1,829,996	04/05/94
Kinetablend	2,075,761	07/01/97
Kiwi Berry Burner	75/444,080	03/03/98
Neuroblend	2,075,760	07/01/97
Orange Oasis	75/148,351	08/12/96
Orange Zinger	75/148,350	08/12/96
Pacific Passion	2,111,942	11/11/97
Papaya Paradise	2,126,830	01/06/98
Peach Pleasure	2,126,829	01/06/98
Pineapple Pizazz	75/148,302	08/12/96
Power Meal	75/519,962	07/16/98
Power Berry	2,089,182	08/19/97
Pumpkin Patch	2,177,914	08/04/98
Raspberry Rage	75/572,876	10/19/98

**TRADEMARK
REEL: 001959 FRAME: 0171**

Description

Registration/
Application
Number

Registration/
Application
Date

Razzmatazz
Soy Milk Splash
Strawberries Wild
Souprimo
Vibrant-C
Whirl Design

75/148,339
75/148,337
75/148,336
75/444,077
2,087,566
75/726,662

08/12/96
08/12/96
08/12/96
03/03/98
08/12/97
09/08/95

TRADEMARK
REEL: 001959 FRAME: 0172

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of March 31, 1999 by and between SAND HILL CAPITAL, LLC ("Sand Hill") and JAMBA JUICE COMPANY, a California corporation, formerly known as JUICE CLUB, INC. ("Borrower").

RECITALS

Sand Hill and Borrower are parties to that certain loan agreement of even date (as amended from time to time, the "Loan Agreement"). Capitalized terms used herein have the meaning assigned in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrower has granted to Sand Hill a security interest in the Collateral.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure performance of its obligations under the Loan Agreement, Borrower grants to Sand Hill a security interest in all of Borrower's right, title and interest in Borrower's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Sand Hill under the Loan Agreement. Each right, power and remedy of Sand Hill provided for herein shall not preclude the simultaneous or later exercise by Sand Hill of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Borrower:

JAMBA JUICE COMPANY

1700 17th Street
San Francisco, CA 94111

By: Jan Pava

Title: Asst. Treasurer

Attn: John Powers

By: Alison Bachel

Title: President

Address of Sand Hill:

SAND HILL CAPITAL, LLC

3000 Sand Hill Road
Building 2, Suite 110
Menlo Park, CA 94025
Attn: Robert Johnson

By: Robert A. Johnson

Title: CHIEF CREDIT OFFICER

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Juice Club Compilation of receipt summaries	TX4139109	07/03/95
Strawberries Wild Logo	VAU310766	11/03/94
Banana Berry Logo	VAU310765	11/03/94
What Do You Think? Comment card	TXU611601	09/15/93
Dated or Fresh Daily? Comparison advertisement (bottled)	VAU257228	04/02/93
Naughty Or Natural? Comparison advertisement (dessert)	VAU257227	04/02/93
Fat or Fuel? Comparison advertisement (lunch)	VAU257226	04/02/93
Smoothie 101 Advertisement	VAU267172	09/15/93
Juice Club Customer comment card holder	VAU268257	06/01/93
Juice Club Smoothie card	VAU268256	06/01/93
Juice Club Reusable mug advertisement	VAU267049	04/27/93
Juice Club Wheatgrass juice advertisement	VAU367048	04/27/93
Juice Club Menu board	TX3582227	04/27/93
Juice Club Compilation of ingredients board	TX3582226	04/27/93
Juice Club Guidebook	TX3582225	04/27/93
Juice Club A Healthy Outlook Color brochure	TX3582224	04/27/93
The Juice Club Franchise Opportunity Brochure	TX3582223	04/27/93
Graduation Advertisement	VAU266068	06/01/93
Health Warning Advertisement	VAU266067	06/01/93
Healthier Than Ever! Advertisement	VA579060	04/27/93
Nuked, Or Nutritious? Comparison advertisement (dinner)	VAU257202	04/02/93
Fried Or Fresh? Comparison advertisement (breakfast)	VAU257201	04/02/93
Juice Club Grand Opening Advertisement	VAU262189	04/05/93
New Jambolas Poster	None	09/04/98
Pizza Protein	None	09/04/98
Mexi Well-Being	None	09/04/98
Honey Nut Energy Source	None	09/04/98
Mind Over Blueberry	None	09/04/98
Jambaism No. 1 Napkin	None	09/04/98
Jambaism No. 3 Napkin	None	09/04/98
Jambaism No. 11 Napkin	None	09/04/98
Jambaism No. 14 Napkin	None	09/04/98
Your Complete Information Source For Jambolas	None	In Process
Jambolas The Delicious New Power Source	None	In Process
The Power Meal	None	In Process

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REEL: 001959 FRAME: 0174

EXHIBIT B

Patents

NONE

PA883558.2
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TRADEMARK
REEL: 001959 FRAME: 0175

EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Berry Patch	2,089,184	08/19/97
Betablend	2,075,763	07/01/97
Boysenberry Bliss	2,126,828	01/06/98
Buzzerblend	2,075,765	07/01/97
Chlorablend	2,075,764	07/01/97
Citrus Squeeze	2,138,335	02/24/98
Coldbuster	75/461,915	04/03/98
Cranberry Craze	2,099,169	09/23/97
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Orange Zinger	75/148,350	08/12/96
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Power Berry	2,089,182	08/19/97
Pumpkin Patch	2,177,914	08/04/98
Raspberry Rage	75/572,876	10/19/98
	Registration/ Application	Registration/ Application

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1191271-900000

TRADEMARK
REEL: 001959 FRAME: 0176

Trademarks (cont.)

<u>Description</u>	<u>Number</u>	<u>Date</u>
Razzmatazz	75/148,339	08/12/96
Soy Milk Splash	75/148,337	08/12/96
Strawberries Wild	75/148,336	08/12/96
Souprimo	75/444,077	03/03/98
Vibrant-C	2,087,566	08/12/97
Whirl Design	75/726,662	09/08/95

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1191271-900000

RECORDED: 04/06/1999

TRADEMARK
REEL: 001959 FRAME: 0177