

05/02/00

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05-24-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
4 20 00

Conveying Party

Mark if additional names of conveying parties attached

Name PASCO BEVERAGE COMPANY

Execution Date
Month Day Year
4 20 00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name COOPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK, B.A., ("Rabobank Nederland"),
New York Branch

DBA/AKA/TA _____

Composed of _____

Address (line 1) 245 Park Avenue

Address (line 2) 36th Floor

Address (line 3) New York New York 10167
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other Domiciled in the State of New York
- Citizenship/State of Incorporation/Organization _____

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. (Designation must be a separate document from Assignment.)

05/23/2000 JSMBZZ 00000096 75467432

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 225.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, TRADEMARK 231

REEL: 002077 FRAME: 0546

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text" value="75/467,432"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="2260661"/>	<input type="text" value="1213405"/>	<input type="text" value="2117774"/>
<input type="text" value="2262556"/>	<input type="text" value="895172"/>	<input type="text" value="1914253"/>
<input type="text" value="2262555"/>	<input type="text" value="1800220"/>	<input type="text" value="1243039"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

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.

LaShana C. Jimmar

Name of Person Signing

Signature

4/28/00

Date Signed

TRADEMARK SECURITY AGREEMENT

WHEREAS, Pasco Beverage Company, a Florida corporation (“Grantor”), owns the Trademarks and applications for Trademarks listed on Schedule 1 annexed hereto; and

WHEREAS, Grantor, certain affiliates of Grantor and Coöperatieve Centrale Raiffeisen-Boerenleenbank, B.A., “Rabobank Nederland”, New York Branch, as agent (the “Agent”) are parties to a Credit Agreement dated April 20, 2000 (as same may be amended and in effect from time to time, the “Credit Agreement”), providing for extensions of credit to be made to Grantor by the Agent and certain other financial institutions that may from time to time become parties thereto as Lenders (as defined in the Credit Agreement); and

WHEREAS, pursuant to the terms of the Working Capital Security Agreement dated as of April 20, 2000 (as the same may be amended and in effect from time to time, the “Security Agreement”) between Grantor and the Agent (in such capacity, “Grantee”), Grantor has granted to Grantee for the benefit of the Lenders a security interest in certain assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor’s Trademarks, and all proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Grantee a continuing security interest in all of Grantor’s right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the “Trademark Collateral”), whether presently existing or hereafter created or acquired:

(a) each Trademark and application for Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(b) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

The security interest granted hereby is granted in conjunction with the security interests granted to Grantee pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set

forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer as of the 20th day of April, 2000.

PASCO BEVERAGE COMPANY,
a Florida corporation

By: [Signature]
Name: Gary Viljoen
Title: Vice President and Chief Financial Officer

Acknowledged:

COÖPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK, B.A., "RABOBANK
NEDERLAND", New York Branch, as the Agent

By: [Signature]
Name: Betty Mills
Title: Executive Director

BTD

By: [Signature]
Name: W. Dieter C. Kodde
Title: Managing Director

ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF New York)

ss.

On the 20th day of April, 2000 before me personally appeared Gary Viljoen, to me personally known or proved to me on the basis of satisfactory evidence to be the person described in and who executed the foregoing instrument as Vice President and Chief Financial Officer of Pasco Beverage Company who being by me duly sworn, did depose and say that he/she is V.P. / C.F.O. of Pasco Beverage Company the corporation described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that the said instrument was signed and sealed on behalf of said corporation by order of its Board of Directors; that he/she signed his/her name thereto by like order; and that he/she acknowledged said instrument to be the free act and deed of said corporation.

BRUCE ROBINSON
Notary Public, State of New York
No. 01RO6012612
Qualified in New York County
Commission Expires Aug. 31, 2000

Bruce Robinson
Notary Public

{Seal}

My commission expires: _____

ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF New York)

ss.

On the 20th day of April, 2000 before me personally appeared Betty Mills, to me personally known or proved to me on the basis of satisfactory evidence to be the person described in and who executed the foregoing instrument as Executive Director of Coöperatieve Centrale Raiffeisen-Boerenleenbank, B.A., "Rabobank Nederland" who being by me duly sworn, did depose and say that he/she is Executive Director of Coöperatieve Centrale Raiffeisen-Boerenleenbank, B.A., "Rabobank Nederland", the corporation described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that the said instrument was signed and sealed on behalf of said corporation by order of its Board of Directors; that he/she signed his/her name thereto by like order; and that he/she acknowledged said instrument to be the free act and deed of said corporation.

BRUCE ROBINSON
Notary Public, State of New York
No. 01RO6012612
Qualified in New York County
Commission Expires Aug. 31, 2000

Bruce Robinson
Notary Public

{Seal}

My commission expires: _____

ACKNOWLEDGMENT

STATE OF New York)

COUNTY OF New York)

ss.

On the 20th day of April, 2000 before me personally appeared W. Pieter Kotte, to me personally known or proved to me on the basis of satisfactory evidence to be the person described in and who executed the foregoing instrument as Managing Director Coöperatieve Centrale Raiffeisen-Boerenleenbank, B.A., "Rabobank Nederland" who being by me duly sworn, did depose and say that he/she is Managing Director Coöperatieve Centrale Raiffeisen-Boerenleenbank, B.A., "Rabobank Nederland", the corporation described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that the said instrument was signed and sealed on behalf of said corporation by order of its Board of Directors; that he/she signed his/her name thereto by like order; and that he/she acknowledged said instrument to be the free act and deed of said corporation.

BRUCE ROBINSON
Notary Public, State of New York
No. 01RO6012612
Qualified in New York County
Commission Expires Aug. 31, 2000

Bruce Robinson
Notary Public

{Seal}

My commission expires: _____

Schedule 1
Trademarks

Pasco Beverage Company

Country	Trademark	Filing Date	Serial Number	Reg. Date	Reg. No.	Status	Class
United States	Belle Harbour	2/5/98	75/429,598	7/13/99	2260661	Registered	30, 31, 35
	Belle Harbour Gift Fruit Company	2/5/98	75/429,599	7/20/99	2262556	Registered	30, 31, 35
	Belle Harbour Gift Fruit Company & Design	2/5/98	75/429,597	7/20/99	2262555	Registered	30, 31, 35
	Florida Gold	4/6/81	304458	10/19/82	1213405	Registered	32
	Florida Gold	9/5/69	72/337182	7/21/70	895172	Registered	29, 32
	Hamiltonian	6/21/91	74/178,394	10/19/93	1800220	Registered	31
	Island Passion	10/25/96	75/187,349	12/2/97	2117774	Registered	31
	Island Passion	4/17/98	75/467,432	N/A	N/A	Pending	32
	Island Passion	3/1/93	74/362,899	8/22/95	1914253	Registered	32
	Juice Time	2/2/82	348334	6/21/83	1243039	Registered	32