

10-30-2002



102265711

RECORDS

10/25/02 AM 11:57

10/25/02

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

FINANCE SECTION

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 Security Interest

Effective Date  
Month Day Year  
10/22/01

Conveying Party

Mark if additional names of conveying parties attached

Name Cliffstar Corporation Execution Date  
Month Day Year  
10/22/01

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name HSBC Bank

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) One HSBC Center

Address (line 2) \_\_\_\_\_

Address (line 3) Buffalo New York 14203  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other bank

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.)

10/29/2002 DBYRNE 00000241 7557447

01 FC:8521 40.00 OP

02 FC:8522 525.00 OP

FOR OFFICE USE ONLY

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, Washington, D.C. 20231

TRADEMARK  
REEL: 002607 FRAME: 0125

**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)**

**Registration Number(s)**

**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

1 x 40.00 = 40.00

21 x 25.00 = 525.00

(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.

Michelle L. Bouton

Michelle L. Bouton

October 16, 2002

Name of Person Signing

Signature

Date Signed

**Trademark Registrations**

2,386,486

2,351,102

2,428,857

2,192,405

2,394,075

1,870,579

2,163,690

**NOTICE OF SECURITY INTEREST**

Notice is hereby given that **CLIFFSTAR CORPORATION**, a Delaware corporation, with its principal place of business located at One Cliffstar Avenue, Dunkirk, New York ("Company") has granted a security interest to **HSBC BANK USA** with its principal place of business located at One HSBC Center, Buffalo, New York 14203 ("Bank"), in and to all of the trademarks listed on Schedule A and the applications, registrations and goodwill associated therewith, pursuant to an agreement between Company and Bank dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: October 22, 2001

**CLIFFSTAR CORPORATION**

By: *Dean Sallak*  
**Dean Sallak**  
**Chief Financial Officer**

STATE OF NEW YORK    )  
                  CHAUTAUQUA ) SS.:  
COUNTY OF ~~ERIE~~    )

On the 22 day of October in the year 2001, before me, the undersigned, a notary public in and for said state, personally appeared DEAN SALLAK, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

KATHLEEN M. KEITH  
Notary Public, State of New York  
No. 5002116  
Qualified in Chautauqua County  
Commission Expires September 21, 2002  
BFLO Doc # 1092782.7

*Kathleen M. Keith*  
Notary Public

this Security Agreement and shall be deemed to have been conditioned upon such payment having become final and irrevocable. Any notice of discontinuance shall be furnished by Company in accordance with the notice provisions set forth in the Amended and Restated Credit Agreement.

Dated: October 22, 2001

**CLIFFSTAR CORPORATION**

By:   
**Dean Sallak**  
**Chief Financial Officer**

BFLO Doc # 1092782.7  
Security Agmt ITSM

**CLIFFSTAR CORPORATION TRADEMARK STATUS LIST**

|   |        |            |           |            |  |           |  |            |
|---|--------|------------|-----------|------------|--|-----------|--|------------|
| <b>BANSHEE</b><br>Goods: fruit drinks, fruit juices, and non-alcoholic cocktail mixers, alcoholic beverage mixers for cocktails | Canada | 04/09/1999 | 1011476   |            |  |           | 12/15/2001 Status Check                                | Pending    |
| <b>BANSHEE</b><br>Class/Goods: 32 - fruit drinks and fruit juices; 34 - alcoholic cocktail mixes                                | US     | 09/23/1998 | 75557,447 |            |  |           | 10/26/01 Statement Of Use or Extension must be filed   | Allowed    |
| <b>BERRY-DACTYL</b><br>Goods: non-alcoholic fruit drinks and fruit juices   | Canada | 03/13/1998 | 872098    | 03/30/2000 |  | 526177    | 03/30/2015 Renewal                                     | Registered |
| <b>BERRY-DACTYL</b><br>Class/Goods: 32 - fruit beverages  | US     | 04/06/1993 | 74576,551 | 11/29/1994 |  | 1,865,388 | 11/29/2004 Renewal                                     | Registered |
| <b>BOUNTY RUNNER</b><br>Class/Goods: 32 - non-alcoholic cocktail mixes  | US     | 01/08/1999 | 75617,346 |            |  |           | 10/12/2001 Statement Of Use or Extension must be filed | Allowed    |
| <b>BREAKWATER</b><br>Goods: non-alcoholic cocktail mixes  | Canada | 07/08/1999 | 1021618   | 01/25/2001 |  | 540303    | 01/25/2016 Renewal                                     | Registered |
| <b>BREAKWATER</b><br>Class/Goods: 32 - fruit drinks   | US     | 01/08/1999 | 75617,455 |            |  |           | 10/12/2001 Statement Of Use or Extension must be filed | Allowed    |
| <b>COOLY-SAURUS</b><br>Goods: non-alcoholic fruit drinks and fruit juices   | Canada | 03/13/1998 | 872099    | 03/28/2000 |  | 525950    | 03/28/2015 Renewal                                     | Registered |
| <b>COOLY-SAURUS</b><br>Class/Goods: 32 - fruit drinks   | US     | 10/12/1994 | 74593,794 | 10/31/1995 |  | 1,931,437 | 10/31/2005 Renewal                                     | Registered |

|  |         |            |            |            |           |                             |            |
|--|---------|------------|------------|------------|-----------|-----------------------------|------------|
| <b>GOLDEN CROWN</b><br>Class/Goods: 46 - non-carbonated fruit juice drink  | US (46) |            | 72077,435  | 07/05/1960 | 700,638   | 07/05/2010 Renewal          | Registered |
| <b>GOLDEN CROWN</b><br>Class/Goods: 46 - for fruit juice concentrated bases for making reconstituted fruit juice and concentrated fruit juice bases for making cocktail mixes              | US (46) |            |            | 08/21/1973 | 966,665   | 08/21/2003 Renewal          | Registered |
| <b>GOLDEN CROWN</b><br>Class/Goods: 32 - for reconstituted lemon juice   | US (32) | 04/13/1990 | 74,578,659 | 06/16/1992 | 1,694,722 | 06/16/2002 Renewal          | Registered |
| <b>GOLDEN CROWN</b><br>Class/Goods: 32 - reconstituted lemon juice and reconstituted lime juice  | US (32) | 12/13/1991 | 74,229,985 | 03/07/1995 | 1,882,418 | 03/07/2005 Renewal          | Registered |
| [REDACTED SECTION]   |         |            |            |            |           |                             |            |
| <b>GRAPE-A-DON</b><br>Goods: non-alcoholic fruit drinks and fruit juices   | Canada  | 03/13/1998 | 872097     | 03/30/2000 | 526176    | 03/30/2015 Renewal          | Registered |
| <b>GRAPE-A-DON</b><br>Class/Goods: 32 - for fruit beverages  | US      | 04/06/1993 | 74,376,552 | 12/27/1994 | 1,870,758 | 12/27/2004 Renewal          | Registered |
| <b>HARBORSIDE</b><br>Goods: fruit juices, non-alcoholic fruit drinks, lemonade, tea-based beverages with fruit flavoring, non-alcoholic cocktail mixers and syrups for making fruit drinks | Canada  | 03/13/1998 | 872093     | 03/21/2001 | 542773    | 03/21/2016 Renewal          | Registered |
| <b>HARBORSIDE</b><br>Class/Goods: 32 - fruit drinks  | US      | 09/23/1998 | 75,557,980 | 07/20/1999 | 2,263,293 | 07/20/2005 Affidavit of Use | Registered |

|   |    |            |           |            |           |                             |            |
|---|----|------------|-----------|------------|-----------|-----------------------------|------------|
| <b>PIRATE'S PARADISE</b><br>Class/Classes: 32 - beverage<br>mixers, namely, peach daiquiri<br>margarita mix | US | 03/17/1999 | 75661,928 | 01/02/2001 | 2,418,317 | 01/02/2007 Affidavit of Use | Registered |
|---|----|------------|-----------|------------|-----------|-----------------------------|------------|



|  |        |            |            |            |           |  |  |            |
|--|--------|------------|------------|------------|-----------|--|--|------------|
| <b>HARBORSIDE CAFÉ</b><br>Goods: non-alcoholic beverages,<br>namely coffee syrup   | Canada | 09/10/1999 | 1024132    |            |           |  | 11/15/2001 Status Check  | Pending    |
| <b>HARBORSIDE CAFÉ</b><br>Class/Goods: 30 - non-alcoholic<br>beverages, namely coffee syrup  | US     | 02/01/1999 | 75/631,355 | 09/12/2000 | 2,386,486 |  | 09/12/2006 Affidavit of Use  | Registered |
| [REDACTED SECTION]   |        |            |            |            |           |  |  |            |
| <b>HARBORSIDE</b><br>Goods: reconstituted lemon<br>juices and reconstituted lime<br>juices, fruit juices, concentrated<br>bases for making reconstituted<br>fruit juices, concentrated fruit<br>juice bases for making cocktail<br>mixes, non-carbonated fruit juice<br>drinks | Canada | 02/04/1999 | 1003995    | 06/12/2000 | 528970    |  | 02/04/2002 Declaration of<br>Use   | Registered |
| <b>HARVEST CLASSICS</b><br>Class/Goods: 32 - fruit juices<br>and fruit drinks  | US     | 03/10/2000 | 75/941,125 |            |           |  | 10/20/2001 Response to<br>Office Action - Sent letter to<br>J. Barton 4/26/01, and M.<br>Howell 8/2/01 | Pending    |
| <b>JUICEY MAGIC</b><br>Class/Goods: 32 - fruit juices  | US     | 05/06/1997 | 75/287,563 | 05/23/2000 | 2,351,102 |  | 05/23/2006 Affidavit of Use  | Registered |
| <b>PIRATE'S PARADISE</b><br>Goods: alcoholic beverage<br>mixer, namely, peach daiquiri<br>margarita mix  | Canada | 07/15/1999 | 1022521    |            |           |  | 01/15/2002 Status Check  | Pending    |

|   | Canada | 09/16/1999 | 1029189    |            |           | 01/15/2002 Status Check     | Pending    |
|---|--------|------------|------------|------------|-----------|-----------------------------|------------|
| <b>RUGGED SAILS</b><br>Goods: non-alcoholic cocktail mixes, namely, raspberry daiquiri margarita mixes            | Canada |            |            |            |           |                             |            |
| <b>RUGGED SAILS</b><br>Class/Goods: 32 - non-alcoholic cocktail mixes, namely, raspberry daiquiri margarita mixes | US     | 03/17/1999 | 75862,317  | 02/13/2001 | 2,428,857 | 02/13/2007 Affidavit of Use | Registered |
| <b>SABER BLUE TIGER</b><br>Goods: fruit juices  | Canada | 03/13/1998 | 872094     | 03/27/2000 | 525800    | 03/27/2015 Renewal          | Registered |
| <b>SABER BLUE TIGER</b><br>Class/Goods: 32 - fruit drinks   | US     | 11/21/1997 | 758394,245 | 09/29/1998 | 2,192,405 | 09/29/2004 Affidavit of Use | Registered |
| <b>SEA WITCH</b><br>Goods: non-alcoholic cocktail mixes   | Canada | 06/16/1998 | 881440     | 05/05/2000 | 527377    |                             | Registered |

|  |               |                   |                   |                   |                  |  |                   |
|--|---------------|-------------------|-------------------|-------------------|------------------|--|-------------------|
| <p><b>SHANSTAR</b><br/> Class/Goods: 01 - chemical compound used as an ingredient in the manufacture of food products, beverages, vitamins, personal hygiene products, detergents, toothpaste, germicidal products, anti-oxidant products, and anti-microbial products</p> | <p>US</p>     | <p>09/03/1998</p> | <p>75/547,351</p> | <p>10/10/2000</p> | <p>2,394,075</p> | <p>10/10/2006 Affidavit of Use</p>   | <p>Registered</p> |
| <p><b>SOLAR SQUEEZE</b><br/> Goods: non-alcoholic fruit drinks and fruit juices</p>  | <p>Canada</p> | <p>12/18/1998</p> | <p>1000047</p>    |                   |                  | <p>06/30/2001 Stmt Of Opposition. Coca Cola has filed an extension to file an opposition. Sent letter to M. Howell 8/30/01 re: same; awaiting response.</p>        | <p>Pending</p>    |
| <p><b>SOLAR SQUEEZE</b><br/> Class/Goods: 32 - fruit drink</p>   | <p>US</p>     | <p>11/21/1997</p> | <p>75,394,244</p> |                   |                  | <p>12/15/2001 Status Check<br/> Suspended pending outcome of applications filed prior to this filing date. Sent letter to M. Howell on 7/30/01 regarding same.</p> | <p>Pending</p>    |

|  |        |            |            |            |           |   |                                   |
|--|--------|------------|------------|------------|-----------|---|-----------------------------------|
| <b>SPOUTIN' WHALE</b><br>Goods: non-alcoholic fruit drinks<br>and fruit juices                         | Canada | 06/16/1998 | 881441     | 05/20/2000 | 528563    | 03/20/2015 Renewal  | Registered                        |
| <b>STEGASOURUS</b><br>Goods: non-alcoholic fruit drinks<br>and fruit juices                            | Canada | 03/13/1998 | 872096     | 03/27/2000 | 525798    | 03/27/2015 Renewal  | Registered                        |
| <b>STEGASOURUS</b><br>Class/Goods: 32 - fruit beverages  | US     | 04/06/1993 | 74376,553  | 12/27/1994 | 1,870,579 | 12/27/2004 Renewal  | Registered                        |
| <b>THE HEART AND SOUL OF<br/>A GREAT COCKTAIL</b><br>Class/Goods: 31 - non-alcoholic<br>cocktail mixes | Canada | 08/19/1999 | 1026367    |            |           | Abandon per J. Barton   | Pending                           |
| <b>THE HEART AND SOUL OF<br/>A GREAT COCKTAIL</b><br>Goods: 32 - non-alcoholic<br>cocktail mixes       | US     | 04/27/1999 | 75/691,658 |            |           | Abandon per J. Barton b/c<br>not used as trademark.<br>Hence, we filed a copyright<br>application for same. | Allowed -<br>will be<br>abandoned |
| <b>TRAXX</b><br>Goods: non-alcoholic drinks,<br>namely isotonic drinks                                 | Canada | 03/13/1998 | 872092     | 03/27/2000 | 525804    | 03/27/2015 Renewal  | Registered                        |
| <b>TRAXX</b><br>Class/Goods: 32 - isotonic<br>beverages  | US     | 03/13/1997 | 75/256,726 | 06/09/1998 | 2,163,690 | 06/09/2004 Affidavit of Use   | Registered                        |

REGISTRATION  
11/17/2001

Updated: 8/8/01

Canada has no classification system, thus there are no classes.