

10-30-2002



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RECORDS

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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  
Effective Date  
Month Day Year  
10/22/01

Change of Name

Other Security Interest

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year  
10/22/01

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

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> 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> 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> 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> 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> 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> Goods: non-alcoholic cocktail mixes	Canada	07/08/1999	1021618	01/25/2001		540303	01/25/2016 Renewal	Registered
<b>BREAKWATER</b> 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> 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> 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> 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> 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> 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> 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> 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> 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> 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> 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> Class/Classes: 32 - beverage mixers, namely, peach daiquiri margarita mix	US	03/17/1999	75661,928	01/02/2001	2,418,317	01/02/2007 Affidavit of Use	Registered
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<b>HARBORSIDE CAFÉ</b> Goods: non-alcoholic beverages, namely coffee syrup	Canada	09/10/1999	1024132				11/15/2001 Status Check	Pending
<b>HARBORSIDE CAFÉ</b> Class/Goods: 30 - non-alcoholic 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> Goods: reconstituted lemon juices and reconstituted lime juices, fruit juices, concentrated bases for making reconstituted fruit juices, concentrated fruit juice bases for making cocktail mixes, non-carbonated fruit juice drinks	Canada	02/04/1999	1003995	06/12/2000	528970		02/04/2002 Declaration of Use	Registered
<b>HARVEST CLASSICS</b> Class/Goods: 32 - fruit juices and fruit drinks	US	03/10/2000	75/941,125				10/20/2001 Response to Office Action - Sent letter to J. Barton 4/26/01, and M. Howell 8/2/01	Pending
<b>JUICEY MAGIC</b> 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> Goods: alcoholic beverage mixer, namely, peach daiquiri margarita mix	Canada	07/15/1999	1022521				01/15/2002 Status Check	Pending

<b>RUGGED SAILS</b> Goods: non-alcoholic cocktail mixes, namely, raspberry daiquiri margarita mixes	Canada	09/16/1999	1029189				01/15/2002 Status Check	Pending
<b>RUGGED SAILS</b> 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> Goods: fruit juices	Canada	03/13/1998	872094	03/27/2000	525800	03/27/2015 Renewal		Registered
<b>SABER BLUE TIGER</b> 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> Goods: non-alcoholic cocktail mixes	Canada	06/16/1998	881440	05/05/2000	527377			Registered

<p><b>SHANSTAR</b>  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>  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>  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  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> Goods: non-alcoholic fruit drinks and fruit juices	Canada	06/16/1998	881441	05/20/2000	528563	03/20/2015 Renewal	Registered
<b>STEGASOURUS</b> Goods: non-alcoholic fruit drinks and fruit juices	Canada	03/13/1998	872096	03/27/2000	525798	03/27/2015 Renewal	Registered
<b>STEGASOURUS</b> 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 A GREAT COCKTAIL</b> Class/Goods: 31 - non-alcoholic cocktail mixes	Canada	08/19/1999	1026367			Abandon per J. Barton	Pending
<b>THE HEART AND SOUL OF A GREAT COCKTAIL</b> Goods: 32 - non-alcoholic cocktail mixes	US	04/27/1999	75/691,658			Abandon per J. Barton b/c not used as trademark. Hence, we filed a copyright application for same.	Allowed - will be abandoned
<b>TRAXX</b> Goods: non-alcoholic drinks, namely isotonic drinks	Canada	03/13/1998	872092	03/27/2000	525804	03/27/2015 Renewal	Registered
<b>TRAXX</b> Class/Goods: 32 - isotonic 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.