

03-19-2003

3119103

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To the Honorable Commissioner of

102394503

The attached original documents or copy thereof.

1. Name of conveying party(ies):

Reggae Imports Ltd.
1900 Linden Boulevard
Brooklyn, NY 12207

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: New York
☐ Other _____

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

3. Nature of conveyances:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: December 31, 2002

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

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

Name: Citizens Business Credit Company

Internal Address: _____

Street Address: 350 Fifth AvenueCity: New York State: NY ZIP: 10118

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State: Rhode Island
☐ Other _____

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

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

11

7. Total fee (37 CFR 3.41): _____

\$290.00

- ☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

03/20/2003 6TON11 00000029 1505047

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP
02 FC:8522 250.00 DP

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

Daren J. Stamp

Name of Person Signing

Daren J. Stamp

Signature

March 14, 2003

Date

Total number of pages including coversheet, attachments and document: _____

6

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE A

Schedule A to Trademark Assignment of Security dated December 31, 2002, by and between Reggae Imports Ltd. and Citizens Business Credit Company, as Administrative Agent.

MARK

REGISTRATION NO. OR
APPLICATION NO.

REGISTRATION OR
FILING DATE

BEST HEALTH'S	1505047	09/20/1988
[bottle design]	2029366	01/07/1997
2¢ PLAIN	2634498	10/15/2002
ALL NATURAL GOURMET	2265145	07/27/1999
BEST HEALTH'S SQUEEZ'R	2058015	04/29/1997
BROOKLYN BOTTLING CORP.	2318421	02/15/2000
DULCE DE LECHE	2633599	10/08/2002
EL MORRITO	2624026	09/24/2002
ICE BREE'Z	1982409	07/25/1996
SQUEEZ'R	1997599	08/27/1996
SQUEEZ'R	76240237	04/16/2001

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Reggae Imports Ltd., a corporation formed under the laws of New York, located at 1900 Linden Boulevard, Brooklyn, New York 11207 ("Reggae"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Reggae is obligated to Citizens Business Credit Company, a division of Citizens Leasing, Inc. ("CBCC") and various other financial institutions (collectively, "Lenders"), JPMorgan Chase Bank, as documentation agent ("Documentation Agent"), and CBCC as administrative agent for Lenders (in such capacity, "Administrative Agent") pursuant to (i) a certain Loan and Security Agreement (the "Loan Agreement"), dated the date hereof, among Administrative Agent, Documentation Agent, Lenders, Reggae and the other Loan Parties (as such term is defined in the Loan Agreement) and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Reggae in favor of Administrative Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Reggae is granting to Administrative Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Reggae does hereby assign unto Administrative Agent for its benefit and for the ratable benefit of Lenders and grant to Administrative Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.


Reggae expressly acknowledges and affirms that the rights and remedies of Administrative Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 31, 2002
New York, New York

Witness:

REGGAE IMPORTS LTD.



By: 
Eric Miller,
President and CEO

Witness:



CITIZENS BUSINESS CREDIT COMPANY,
a division of Citizens Leasing, Inc.,
as Administrative Agent

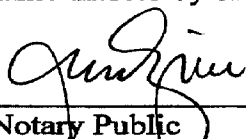
By:



Vincent P. O'Leary,
Senior Vice President

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

On this 23th day of December, 2002, before me personally came Eric Miller, to me known, who, being by me duly sworn, did depose and say that he is the President and Chief Executive Officer of Reggae Imports Ltd., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Notary Public

EVA M. VIDALLON
Notary Public, State of New York
No. 01V16075098
Qualified in Nassau County
Commission Expires June 3, 2006

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

On this ____ day of December, 2002, before me personally came Vincent P. O'Leary, to me known, who, being by me duly sworn, did depose and say that he is a Senior Vice President of Citizens Business Credit Company, the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.

Notary Public

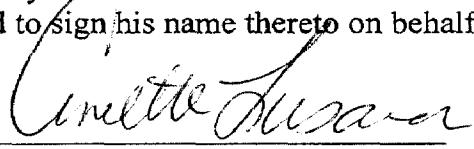
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this ____ day of December, 2002, before me personally came Eric Miller, to me known, who, being by me duly sworn, did depose and say that he is the President and Chief Executive Officer of Reggae Imports Ltd., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

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

On this 31st day of December, 2002, before me personally came Vincent P. O'Leary, to me known, who, being by me duly sworn, did depose and say that he is a Senior Vice President of Citizens Business Credit Company, the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.



Notary Public

ANNETTE LUSARDI
Notary Public, State of New York
No. 01LU5077646
Qualified in Suffolk County 
Commission Expires May 12, _____