

02-13-2004

Form PTO-1594
1-31-92U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Pat.

102670345

the attached original documents or copy thereof.

1. Name of conveying party(ies):

ABC Beverage Corp.

2-10-04

- ☐ Individuals ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Michigan
☐ Other

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Interest ☐ Change of Name
☐ Other

Execution Date: December 19, 2003

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

A. Trademark Application No.(s)

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

Name: JPMorgan Chase Bank

Internal Address: Loan and Agency Services Group

Street Address: 1111 Fannin, 10th Floor

City: Houston State: Texas ZIP: 77002

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-
☐ Other Collateral Agent

Trademark Registration No.(s)

1890901

Additional numbers attached? ☒ Yes ☐ No

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

Name: Meredith Schorr

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New

York ZIP: 10036

6. Total number of applications and registration involved

23

7. Total fee (37 CFR 3.41): \$590.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

23-1705 (in event of deficiency)

(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.

Meredith Schorr

Name of Person Signing

Signature

2/10/04

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

02/12/2004 09:11:00 00000001 1890901

01 FC:8521
02 FC:852240.00 DP
550.00 DP

<u>Mark</u>	<u>Jurisdiction</u>	<u>Registration/ Application Number</u>
ALLIGATOR DESIGN	United States	1890901
AQUA CLEAR	United States	2024241
CANFIELD'S	United States	0976004
CANFIELD'S (AND DESIGN)	United States	1343117
CANFIELD'S (AND DESIGN)	United States	0740273
CHERRY-OLA	United States	0828265
CHICAGO COW	United States	1840061
COUNTRY MIST (STYLIZED)	United States	1742469
GRAF'S	United States	0406221
GRAF'S	United States	0900859
GRAN'PA GRAF'S	United States	1056693
HAWAIIAN PINEAPPLE	United States	1375303
HEE HAW (STYLIZED)	United States	1775407
JUICYFULL	United States	1411874
MICKY MELON	United States	1337051
SELECT BEVERAGES, INC.	United States	2029357
SPRING MIST	United States	1796051
STRAWBERRY SUPREME	United States	0950437
SWISS CREME (AND DESIGN)	United States	0853301
SYMBOL OF EXCELLENCE (AND DESIGN)	United States	0938156
UP-TOWN	United States	1510359
WATERTOWER	United States	1566268
WILDWOOD	United States	0992083

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ABC Beverage Corp., a Michigan corporation (the "Grantor") with principal offices at 7955 South Cass Avenue Suite 201, Darien, IL 60561, hereby grants to JPMorgan Chase Bank, as Collateral Agent, with offices at 1111 Fannin, 10th Floor, Loan and Agency Services Group, Houston, Texas 77002 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement by and among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 19, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). At the request and expense of the Grantor upon or after the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows.]

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

19th day of December, 2003.

ABC Beverage Corp., Grantor

By: W. M. Nelson
Name: WILLIAM M. NELSON
Title: VP

JPMORGAN CHASE BANK, as Collateral Agent
and Grantee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

19th day of December, 2003.

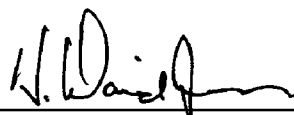
ABC Beverage Corp., Grantor

By: _____

Name:

Title:

JPMORGAN CHASE BANK, as Collateral Agent
and Grantee

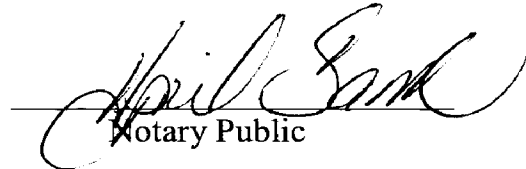
By:  _____

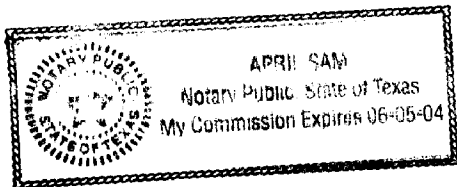
Name: H. David Jones

Title: Vice President

STATE OF TEXAS)
) ss.:
COUNTY OF DALLAS)

On this 19th day of DEC, 2003, before me personally came WILLIAM M
NELSON who, being by me duly sworn, did state as follows: that ☒ he is
V.P. of ABC Beverage Corp, that ☒ he is authorized to execute the foregoing Grant
on behalf of said CORPORATION and that ☒ he did so by authority of the Board of Directors of
said CORPORATION


Notary Public



STATE OF TEXAS)
) ss:
COUNTY OF HARRIS)

On this 18th day of December , 2003, before me personally came H. David Jones who, being by me duly sworn, did state as follows: that he is Managing Director of JPMorgan Chase Bank, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Ana D. De La Garza
Notary Public

