

MAR-26-04 04:28PM FROM: HAHN & HESSEN LLP

T-364 P.008/013 F-573

FORM PTO-1084
1-31-02

04-06-2004

IEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ==>>>

To the Honorable Commissioner of Pa

102714297

red original documents or copy thereof.

1. Name of conveying party(ies):
Brooklyn Bottling of Milton, New York, Inc.
143 South Road
Milton, NY 12547

- ☐ 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

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

Name: Citizens Business Credit Company

Internal Address: _____

Street Address: 350 Fifth Avenue

City: 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

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

A. Trademark Application(s)

SEE ATTACHED SCHEDULE A

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 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

17

7. Total fee (37 CFR 3.41): \$ 440.00

☐ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(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

Daren J. Stamp

Name of Person Signing

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

04/07/2004 6TON11 00000003 2195989

01 FC:8521
02 FC:852240.00 OP
400.00 OP

SCHEDULE A

Schedule A to Trademark Assignment of Security dated December 31, 2002, by and between Brooklyn Bottling of Milton, New York, Inc. and Citizens Business Credit Company, as Administrative Agent.

MARKREGISTRATION NO. OR
APPLICATION NO.REGISTRATION OR
FILING DATE

APPLE DANDY	2195989	10/13/1998
BEST HEALTH	2216306	01/05/1999
BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z	1986741	07/16/1996
BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z LEMON FLAVORED ICED TEA	2029540	01/14/1997
BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z PEACH FLAVORED ICED TEA	2026340	12/31/1996
BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z RASPBERRY FLAVORED ICED TEA	1983661	07/02/1996
BEST HEALTH'S ICE BREE'Z	2024887	12/24/1996
BEST HEALTH'S ICE BREE'Z LEMON FLAVORED ICED TEA	2031461	01/21/1997
BEST HEALTH'S ICE BREE'Z PEACH FLAVORED ICED TEA	1989640	07/30/1996
BEST HEALTH'S ICE BREE'Z RASPBERRY FLAVORED ICED TEA	1986740	02/03/1996
BIGGER	2303360	12/28/1999
ICE BREE'Z	1992500	08/13/1996
SABRA	1974467	05/21/1996
TROPICAL FANTASY	1899104	06/13/1995
Z SPORT	2079695	07/15/1997
LIL' SQUEEZ	76462396	10/11/2002
NATURE'S OWN	76445150	08/26/2002

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Brooklyn Bottling of Milton, New York, Inc., a corporation formed under the laws of New York, located at 143 South Road, Milton, New York 12547 ("BBMNY"), 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, BBMNY 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, BBMNY 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 BBMNY 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, BBMNY 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, BBMNY 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.

BBMNY 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:

BROOKLYN BOTTLING OF MILTON,
NEW YORK, INC.

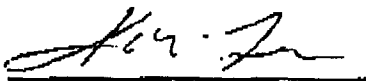


By:


Eric Miller,
President and CEO

11374562/ACG/113471/004 12/26/02

Witness:



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

By:

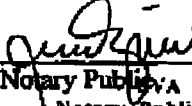

Vincent P. O'Leary,
Senior Vice President

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 24th 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 Brooklyn Bottling of Milton, New York, Inc., 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 A. 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 s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

SCHEDULE A

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APPLICATION NO.REGISTRATION OR
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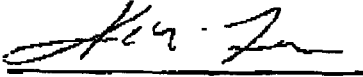
Dana Sobor

By:

E. J. Miller
Eric Miller,
President and CEO

113745A2/MCL/113471/006 12/26/02

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as Administrative Agent

By:

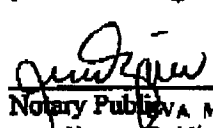

Vincent P. O'Leary,
Senior Vice President

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: ss.:

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Notary Public VA M. VIDALLON
Notary Public, State of New York
No. 01V16075098
Qualified in Nassau County
Commission Expires June 3, 2004

STATE OF NEW YORK)

: ss.:

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Notary Public

ANNETTE LUSARDI
Notary Public, State of New York
No. 01LU5077646
Qualified in Suffolk County
Commission Expires May 12, 2003

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

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STATE OF NEW YORK)

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Notary Public

ANNETTE LUSARDI
Notary Public, State of New York
No. 01LU6077648
Qualified in Suffolk County
Commission Expires May 12, 2003