

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Naked Juice Co.	FORMERLY Saratoga Beverage Group Inc. and Ultimate Juice Company	12/21/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	D.B. Zwirn Special Opportunuties Fund, L.P.
Street Address:	745 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10151
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	76560520	BERRIED TREASURE
Serial Number:	76560516	BLUE MACHINE
Serial Number:	76560518	CITRUS-CICLE
Serial Number:	76560974	CRÈME DE SOY
Registration Number:	2066707	GREEN MACHINE
Serial Number:	76560519	PEACH ME I'M DREAMIN'
Serial Number:	76560517	RED MACHINE
Registration Number:	2466141	FROOJA
Serial Number:	76476352	BARELY NAKED
Serial Number:	76476350	NA-KID
Registration Number:	2859068	SUPERFOOD
Serial Number:	76476351	UNDO

CORRESPONDENCE DATA

900019556

**TRADEMARK
 REEL: 003027 FRAME: 0578**

CH \$315.00 76560520

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2127562388
Email: daniel.angel@srz.com
Correspondent Name: Daniel Angel, Esq.
Address Line 1: 919 Third Avenue
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq.
Signature:	/sas for da/
Date:	02/11/2005

Total Attachments: 8
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**TRADEMARK SECURITY AGREEMENT
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, NAKED JUICE CO. (f/k/a Saratoga Beverage Group, Inc. and Ultimate Juice Company), a Delaware corporation (the “Assignor”), having its chief executive office at 935 W. Eighth Street, Azusa CA 91702, hereby grants to D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P., a Delaware limited partnership, as Collateral Agent (the “Assignee”), with offices at 745 Fifth Avenue, 18th Floor, New York NY 10151, a security interest in all of the Assignor’s right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the “Trademark Collateral”), whether presently existing or hereafter arising or acquired:

(i) the United States trademarks described on Schedule A hereto (as such schedule may be amended, supplemented or modified from time to time) and any renewals thereof;

(ii) all other trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos, brand names, trade dress, prints and labels on which any of the foregoing have appeared or appear, package and other designs, and any other source or business identifiers, and general intangibles of like nature, and the rights in any of the foregoing which arise under applicable law;

(iii) the goodwill of the business symbolized thereby or associated with each of them;

(iv) all registrations and applications in connection therewith, including, without limitation, registrations and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States or any state thereof;

(v) all reissues, extensions and renewals thereof;

(vi) all claims for, and rights to sue for, past or future infringements of any of the foregoing;

(vii) all income, royalties, damages and payments now or hereafter due or payable with respect to any of the foregoing, including, without limitation, damages and payments for past or future infringements thereof; and

(viii) all proceeds and products of any and all of the foregoing.

This Trademark Security Agreement is granted in conjunction with the security interests granted to the Assignee pursuant to the Security Agreement among the Obligors from time to time party thereto and the Assignee, dated as of December 21, 2004, as amended, supplemented or modified from time to time (the "Security Agreement"). The terms and provisions of the Security Agreement are incorporated herein by reference. In the event that any provisions of this Trademark Security Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

This Trademark Security Agreement may be executed by the parties in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together one and the same agreement.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Trademark Security Agreement as of the ___ day of December, 2004.

NAKED JUICE CO.

By: 

Name: Louis E. Marinaccio

Title: Vice President

D.B. ZWIRN SPECIAL OPPORTUNITIES
FUND, L.P.,
as Collateral Agent

By: _____

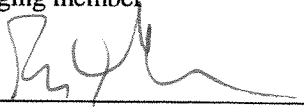
Name:

Title:

D.B. ZWIRN SPECIAL OPPORTUNITIES
FUND, L.P.,
as Collateral Agent

By: D. B. ZWIRN PARTNERS, LLC,
its general partner

By: ZWIRN HOLDINGS, LLC,
its managing member

By:  _____

Name:

Title:

SCHEDULE A

Company	Country	Trademark	Application	Registration No.	Filing Date	Registration Date	Classes	Pending/Registered
Naked Juice Co. ¹ Naked Juice Co.	United States	Berried Treasure	76/560,520	N/A	11/6/2003	N/A	Fruit and Vegetable Juices with Soy and Combinations thereof, and Fruit Based and Vegetable Juice Based Beverages, whether Pasteurized or Unpasteurized	Pending
Naked Juice Co.	United States	Blue Machine	76/560,516	N/A	11/6/2003	N/A	Fruit and Vegetable Juices and Smoothies, and Combinations thereof, and Fruit and Vegetable Based Beverages, Pasteurized or Unpasteurized, Fortified or Unfortified	Pending

¹ The company's trademarks may currently be registered under the company's former names (i) Ultimate Juice Company or (ii) Saratoga Beverage Group, Inc.

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application</u>	<u>Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Classes</u>	<u>Pending/Registered</u>
Naked Juice Co.	United States	Citrus-Cicle	76/560,518	N/A	11/6/2003	N/A	Fruit and Vegetable Juices with Soy and Combinations thereof, and Fruit Based and Vegetable Juice Based Beverages, whether Pasteurized or Unpasteurized	Pending
Naked Juice Co.	United States	Crème de Soy	76/560,974	N/A	11/20/2003	N/A	Fruit and Vegetable Juices with Soy and Combinations thereof, Fruit and Vegetable Based Beverages, whether Pasteurized or Unpasteurized, whether Fortified or Unfortified	Pending
Naked Juice Co.	United States	Green Machine	75/071,605	2,066,707	3/12/1996	6/3/1997	Blended Fruit Juice	Registered
Naked Juice Co.	United States	Peach Me I'm Dreamin	76/560,519	N/A	11/6/2003	N/A	Fruit and Vegetable Juices with Soy and Combinations thereof, and Fruit Based and Vegetable Juice Based Beverages, whether Pasteurized or Unpasteurized	Pending

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Naked Juice Co.	United States	Red Machine	76/560,517	N/A	11/6/2003	N/A	Fruit and Vegetable Juices and Smoothies, and Combinations thereof, and Fruit and Vegetable Based Beverages, Pasteurized or Unpasteurized, Fortified or Unfortified	Pending
Saratoga Beverage Group, Inc.	United States	Frooja	75/565,072	2,466,141	10/6/1998	7/3/2001	Naturally Flavored Fruit Juice Beverages, Namely, Fruit Juices, Fruit Juice Concentrates, Fruit Drinks, and Fruit Flavored Soft Drinks	Registered
Ultimate Juice Company	United States	Barely Naked	76/476,352	N/A	12/12/2002	N/A	Fruit and Vegetable Juices and Combinations thereof, and Fruit Based Beverages Whether Pasteurized and Unpasteurized	Allowed
Ultimate Juice Company	United States	Na-Kid	76/476,350	N/A	12/12/2002	N/A	Fruit and Vegetable Juices and Combinations thereof, and Fruit Based Beverages Whether Pasteurized and Unpasteurized	Pending

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application</u>	<u>Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Classes</u>	<u>Pending/Registered</u>
Ultimate Juice Company	United States	Superfood	76/476,353	2,859,068	12/12/2002	6/29/2004	Fruit and Vegetable Juices and Combinations Thereof, and Fruit Based Beverages, Whether Pasteurized and Unpasteurized	Registered
Ultimate Juice Company	United States	Undo	76/476,351	N/A	12/2/2002	N/A	Fruit and Vegetable Juices; Pasteurized and Unpasteurized Fruit Based Beverages, Namely Pure Fruit Juice, Both Alone and in Combinations	Pending