

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Naked Juice Co. of Glendora, Inc.	FORMERLY California Day Fresh Foods, Inc.; successor in interest to Wiman Beverage Company	12/21/2004	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 43**

Property Type	Number	Word Mark
Registration Number:	2235934	BERRY NAKED
Registration Number:	2219057	CHROMIUM CRUSHER
Registration Number:	2294542	
Registration Number:	2336525	
Registration Number:	2330141	
Registration Number:	2175149	
Registration Number:	2246027	ECHINACEA ENHANCER
Registration Number:	2182524	GREEN DREAM
Registration Number:	2242270	GREEN MIX
Serial Number:	75785871	HOT RAVE!
Registration Number:	2221782	MANGO ME
Registration Number:	2291885	MIGHTY MANGO
Registration Number:	2263624	NAKED

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Registration Number:	2280433	NAKED
Registration Number:	2155051	NAKED
Registration Number:	2235341	NAKED
Registration Number:	2155052	NAKED
Registration Number:	2173153	NAKED
Registration Number:	2526384	NAKED
Registration Number:	2286243	NAKED
Registration Number:	2235935	NAKED IN PARADISE
Registration Number:	1486401	NAKED JUICE
Registration Number:	2180956	NAKED SHAKE
Registration Number:	2223087	NAKED SUNRISE
Registration Number:	2242269	PROTEIN COLADA
Registration Number:	2181212	PROTEIN ZONE
Registration Number:	2223888	PURPLE POWER
Registration Number:	2849985	RAVE!
Registration Number:	2222903	SALAD IN A BOTTLE
Registration Number:	2217460	SPIRULINA SUNSHINE
Registration Number:	2260135	SUPER SIXTEEN
Registration Number:	2488406	TIDAL WAVE
Registration Number:	2215320	TURBO C
Registration Number:	2263272	VITA BANG 16
Registration Number:	2295261	VITAL VEGGIE
Registration Number:	2507510	WELL BEING
Registration Number:	2657693	WIMAN'S
Registration Number:	2221786	ZIPPITEA
Registration Number:	2281889	AS FRESH AS THE SPEED LIMIT ALLOWS
Registration Number:	2186924	AS FRESH AS THE SPEED LIMIT WILL ALLOW
Registration Number:	2243390	JUICIE CUBES
Registration Number:	2211517	NAKED BLUEBERRY BOOSTER
Registration Number:	2155050	NAKED

CORRESPONDENCE DATA

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

**TRADEMARK**  
**REEL: 003027 FRAME: 0880**

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. OF GLENDORA, INC. (f/k/a California Day Fresh Foods, Inc.; successor in interest to Wiman Beverage Company), a California 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, 18<sup>th</sup> 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. OF  
GLENDORA, INC.

By:   
Name: Louis E. Marinaccio  
Title: Vice President

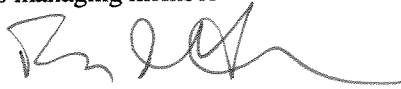
D.B. ZWIRN SPECIAL OPPORTUNITIES  
FUND, L.P.,  
as Collateral Agent

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**

<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. of Glendora, Inc. <sup>1</sup>								
California Day-Fresh Foods, Inc.	United States	Berry Naked	75/481,256	2,235,934	5/7/1998	3/30/1999	Fruit Based Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Chromium Crusher	75/455,549	2,219,057	3/24/1998	1/19/1999	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Circle and Ribbon Design	75/621,931	2,294,542	1/15/1999	11/23/1999	Drinking Water	Registered
California Day-Fresh Foods, Inc.	United States	Circle Design	75/348,473	2,336,525	8/28/1997	3/28/2000	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Circle Design	75/355,553	2,330,141	9/12/1997	3/14/2000	Clothing, namely tee-shirts and caps	Registered
California Day-Fresh Foods, Inc.	United States	Circle Design	75/349,482	2,175,149	8/29/1997	7/21/1998	Cut Fruit, Vegetable Salad, Sauce, Salsa, Salad Dressing, Fruit Nectar, Blended Fruit Juice, Fresh Squeezed Fruit and Vegetable Juices	Registered
California Day-Fresh Foods, Inc.	United States	Echinacea Enhancer	75/456,107	2,246,027	3/24/1998	5/18/1999	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Green Dream	75/366,326	2,182,524	10/1/1997	8/18/1998	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Green Mix	75/455,502	2,242,270	3/24/1998	4/27/1999	Vegetable Juice	Registered
California Day-Fresh Foods, Inc.	United States	Hot Rave!	75/785,871	N/A	8/25/1999	N/A	Coffee Flavored Smoothie Drinks	Pending

<sup>1</sup> The company's United States trademarks may currently be registered under (i) California Day-Fresh Foods, Inc., the company's former name, or (ii) Wiman Beverage Company, which merged into the company in June 2001.



<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>
California Day-Fresh Foods, Inc.	United States	Mango Me	75/455,524	2,221,782	3/24/1998	2/2/1999	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Mighty Mango	75/271,740	2,291,885	4/9/1997	11/16/1999	Fruit Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/348,374	2,263,624	8/28/1997	7/20/1999	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/356,046	2,280,433	9/12/1997	9/28/1999	Vegetable Salad	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/356,046	2,280,433	9/12/1997	9/28/1999	Sauce, Salsa, Salad Dressing	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/356,046	2,280,433	9/12/1997	9/28/1999	Blended Fruit Juice; Fresh Squeezed Fruit and Vegetable Juices	Registered
California Day-Fresh Foods, Inc.	United States	Naked	75/348,294	2,155,051	8/28/1997	5/5/1998	Drinking Water	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/348,290	2,155,150	8/28/1997	5/5/1998	Drinking Water	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/348,291	2,235,341	8/28/1997	3/23/1999	Tea	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/349,484	2,155,052	8/29/1997	5/5/1998	Sauce, Salsa, Fruit	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/349,483	2,173,153	8/29/1997	7/14/1998	Cut Fruit, Vegetable Salad, Sauce, Salsa, Salad Dressing, Fruit Nectar, Blended Fruit Juice, Fresh Squeezed Fruit and Vegetable Juices	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/356,047	2,526,384	9/12/1997	1/8/2002	Sauce, Salsa, Dressing	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/356,047	2,526,384	9/12/1997	1/8/2002	Cut Fruit, Vegetable Salad	Registered
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/356,047	2,526,384	9/12/1997	1/8/2002	Nectar, Blended Fruit Juice; Fresh Squeezed Fruit and Vegetable Juices	Registered

<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>
California Day-Fresh Foods, Inc.	United States	Naked (Stylized)	75/348,469	2,286,243	8/28/1997	10/12/1999	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Blueberry Booster	75/154,822	2,286,243	8/28/1997	10/12/1999	Soft Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked in Paradise	75/481,257	2,235,935	5/7/1998	3/30/1999	Fruit Based Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Juice	666,965	1,486,401	6/17/1987	4/26/1988	Fresh Squeezed Fruit and Vegetable Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Shake	74/728,459	2,180,956	9/13/1995	8/11/1998	Soft Drinks, Fruit Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Naked Sunrise	75/154,825	2,223,087	8/23/1996	2/9/1999	Fruit-based Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Protein Colada	75/455,500	2,242,269	3/24/1998	4/27/1999	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Protein Zone	75/158,817	2,181,212	8/30/1996	8/11/1998	Fruit Based Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Purple Power	75/359,622	2,223,888	9/19/1997	2/16/1999	Fruit Drinks and Fruit Juices	Registered
California Day-Fresh Foods, Inc.	United States	Rave! (Stylized)	75/784,483	2,849,985	8/25/1999	6/8/2004	Coffee Flavored Smoothie Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Rave! (Stylized)	75/784,483	2,849,985	8/25/1999	6/8/2004	Fruit Flavored Smoothie Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Salad in a Bottle	75/456,106	2,222,903	3/24/1998	2/9/1999	Vegetable Juice	Registered
California Day-Fresh Foods, Inc.	United States	Spirulina Sunshine	75/455,501	2,217,460	3/24/1998	1/12/1999	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Super Sixteen	75/481,255	2,260,135	5/7/1998	7/6/1999	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Tidal Wave	75/671,878	2,488,406	3/31/1999	9/11/2001	Fruit Juice and Fruit Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Turbo C	75/271,738	2,215,320	4/9/1997	12/29/1998	Beverages, Namely, Fruit Drinks	Registered
California Day-Fresh Foods, Inc.	United States	Vita Bang 16	75/548,736	2,263,272	9/4/1998	7/20/1999	Fruit Juice	Registered
California Day-Fresh Foods, Inc.	United States	Vital Veggie	75/456,11	2,295,261	3/24/1998	11/30/1999	Vegetable Juice	Registered
California Day-Fresh Foods, Inc.	United States	Well Being	75/598,394	2,507,510	12/2/1998	11/13/2001	Fruit Juice and Fruit Drinks	Registered

<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>
California Day-Fresh Foods, Inc.	United States	Wiman's	75/904,596	2,657,693	1/26/2000	12/10/2002	Fruit Juice and Fruit Juice Concentrates	Registered
California Day-Fresh Foods, Inc.	United States	Zippitea	75/455,841	2,221,786	3/24/1998	2/2/1999	Tea	Registered
Wiman Beverage Company, Inc.	United States	As Fresh As The Speed Limit Allows	75/093,488	2,281,889	4/24/1996	9/28/1999	Fruit Juices and Fruit Juice Concentrate	Registered
Wiman Beverage Company, Inc.	United States	As Fresh As The Speed Limit Will Allow	75/977,506	2,186,924	4/24/1996	9/1/1998	Wholesale Distributorships Featuring Fruit Juices and Fruit Juice Concentrates	Registered
Wiman Beverage Company, Inc.	State of California	Javalicious	103467	103467	2/25/1998	3/2/1998	Non-Alcoholic Beverages	Registered
Wiman Beverage Company, Inc.	United States	Juicie Cubes	75/264,498	2,243,390	3/26/1997	5/4/1999	Frozen Preparations for Making Fruit Juices	Registered