

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citizens Business Credit Company		02/11/2005	CORPORATION: RHODE ISLAND

RECEIVING PARTY DATA

Name:	Brooklyn Bottling of Milton, New York, Inc.
Street Address:	143 South Road
City:	Milton
State/Country:	NEW YORK
Postal Code:	12547
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2195989	APPLE DANDY
Registration Number:	2216306	BEST HEALTH
Registration Number:	1986741	BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z
Registration Number:	2029540	BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z LEMON FLAVORED ICED TEA
Registration Number:	2026340	BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z PEACH FLAVORED ICED TEA
Registration Number:	1983661	BEST HEALTH'S ALL NATURAL GOURMET ICE BREE'Z RASPBERRY FLAVORED ICED TEA
Registration Number:	2024887	BEST HEALTH'S ICE BREE'Z
Registration Number:	2031461	BEST HEALTH'S ICE BREE'Z LEMON FLAVORED ICED TEA
Registration Number:	1989640	BEST HEALTH'S ICE BREE'Z PEACH FLAVORED ICED TEA
Registration Number:	1986740	BEST HEALTH'S ICE BREE'Z RASPBERRY FLAVORED ICED TEA
Registration Number:	2303360	BIGGER

OP \$440.00 2195989

Registration Number:	1992500	ICE BREE'Z
Registration Number:	1974467	SABRA
Registration Number:	1899104	TROPICAL FANTASY
Registration Number:	2079695	Z SPORT
Serial Number:	76462396	LIL' SQUEEZ
Serial Number:	76445150	NATURE'S OWN

CORRESPONDENCE DATA

Fax Number: (212)478-7400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-478-7385
Email: scowitt@hahnessen.com
Correspondent Name: Stuart S. Cowitt
Address Line 1: 488 Madison Avenue
Address Line 2: Hahn & Hessen LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Stuart S. Cowitt
Signature:	/ssc/
Date:	02/25/2005

Total Attachments: 5
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ASSIGNMENT OF TRADEMARKS

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 Corporation ("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 as of December 31, 2002, 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 as of December 31, 2002, 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 granted 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; and

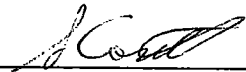
WHEREAS, due to a recording error by the United States Patent and Trademark Office, the entire interest in the Marks and the goodwill related thereto were transferred to the Administrative Agent; and

WHEREAS, pursuant to an Assignment and Acceptance Agreement dated as of the date hereof, Administrative Agent and Lenders are assigning to Siemens Financial Services, Inc. all of their respective rights, obligations and commitments under the Agreements and all collateral security therefor.

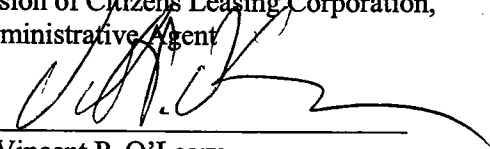
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Administrative Agent on its behalf and on behalf of the Lenders does hereby assign unto BBMNY all of Administrative Agent's right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment shall be without recourse, representation or warranty.

Dated: February 11, 2005
New York, New York

Witness:



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

By: 

Vincent P. O'Leary,
Senior Vice President

Witness:

BROOKLYN BOTTLING OF MILTON,
NEW YORK, INC.

By: _____
Eric Miller,
President and CEO

ASSIGNMENT OF TRADEMARKS

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 Corporation ("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 as of December 31, 2002, 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 as of December 31, 2002, 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 granted 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; and

WHEREAS, due to a recording error by the United States Patent and Trademark Office, the entire interest in the Marks and the goodwill related thereto were transferred to the Administrative Agent; and

WHEREAS, pursuant to an Assignment and Acceptance Agreement dated as of the date hereof, Administrative Agent and Lenders are assigning to Siemens Financial Services, Inc. all of their respective rights, obligations and commitments under the Agreements and all collateral security therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Administrative Agent on its behalf and on behalf of the Lenders does hereby assign unto BBMNY all of Administrative Agent's right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment shall be without recourse, representation or warranty.

Dated: February 11, 2005
New York, New York

Witness:

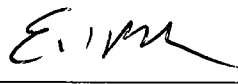
CITIZENS BUSINESS CREDIT COMPANY,
a division of Citizens Leasing Corporation,
as Administrative Agent

By: _____
Vincent P. O'Leary,
Senior Vice President

Witness:

BROOKLYN BOTTLING OF MILTON,
NEW YORK, INC.



By: 
Eric Miller,
President and CEO

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

On this 2nd day of February, 2005, 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

STEVEN J. SEIF
Notary Public, State of New York
No. 02SE4737076
Qualified in Westchester County
Commission Expires May, 31, 2007

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

On this ____ day of February, 2005, 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


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

On this ____ day of February, 2005, 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~~ ^{KING})

On this 9th day of February, 2005, 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

REBECCA G. GOLDSTEIN
Notary Public, State of New York
No. 01-GO4814490
Qualified in Nassau County
Commission Expires 2-28-2007

SCHEDULE A

Schedule A to Assignment of Trademarks dated February //, 2005, by and between Citizens Business Credit Company and Brooklyn Bottling of Milton, New York, Inc.

<u>MARK</u>	<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>
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