

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:	Reggae Imports Ltd.
Street Address:	1900 Linden Boulevard
City:	Brooklyn
State/Country:	NEW YORK
Postal Code:	11207
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1505047	BEST HEALTH'S
Registration Number:	2029366	
Registration Number:	2634498	2¢ PLAIN
Registration Number:	2265145	ALL NATURAL GOURMET
Registration Number:	2058015	BEST HEALTH'S SQUEEZ'R
Registration Number:	2318421	BROOKLYN BOTTLING CORP.
Registration Number:	2633599	DULCE DE LECHE
Registration Number:	2624026	EL MORRITO
Registration Number:	1982409	ICE BREE'Z
Registration Number:	1997599	SQUEEZ'R
Registration Number:	2733864	SQUEEZ'R

CORRESPONDENCE DATA

Fax Number: (212)478-7400

900020365

**TRADEMARK
 REEL: 003035 FRAME: 0282**

OP \$290.00 1505047

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (212) 478-7385
Email: scowitt@hahn Hessen.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, Reggae Imports Ltd., a corporation formed under the laws of New York, located at 1900 Linden Boulevard, Brooklyn, New York 11207 ("Reggae"), 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, Reggae 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, Reggae 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 Reggae 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, Reggae 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.

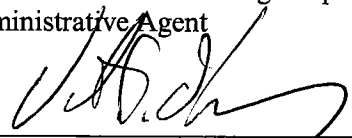
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Administrative Agent on its behalf and on behalf of the Lenders does hereby assign unto Reggae all of Administrative Agent's right, title and interest in and to the Marks together with the goodwill of the business 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:

REGGAE IMPORTS LTD.

By: _____
Eric Miller,
President and CEO

ASSIGNMENT OF TRADEMARKS

WHEREAS, Reggae Imports Ltd., a corporation formed under the laws of New York, located at 1900 Linden Boulevard, Brooklyn, New York 11207 ("Reggae"), 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, Reggae 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, Reggae 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 Reggae in favor of Administrative Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

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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

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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 Reggae 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:

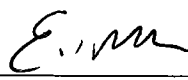
CITIZENS BUSINESS CREDIT COMPANY,
a division of Citizens Leasing Corporation,
as Administrative Agent

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

Witness:

REGGAE IMPORTS LTD.



By: 
Eric Miller,
President and CEO

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

On this 22nd 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 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

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~~ KINGS)

On this 9 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.

Rebecca M Goldstein
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 22, 2005, by and between Citizens Business Credit Company and Reggae Imports Ltd.

<u>MARK</u>	<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>
BEST HEALTH'S	1505047	09/20/1988
[bottle design]	2029366	01/07/1997
2¢ PLAIN	2634498	10/15/2002
ALL NATURAL GOURMET	2265145	07/27/1999
BEST HEALTH'S SQUEEZ'R	2058015	04/29/1997
BROOKLYN BOTTLING CORP.	2318421	02/15/2000
DULCE DE LECHE	2633599	10/08/2002
EL MORRITO	2624026	09/24/2002
ICE BREE'Z	1982409	07/25/1996
SQUEEZ'R	1997599	08/27/1996
SQUEEZ'R	2733864	04/16/2001