

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	02/10/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gary Hansen, Rodney C. Sacks, Trustees		02/10/1998	TRUSTEE:

RECEIVING PARTY DATA

Name:	Rodney C. Sacks, as Sole Trustee of Hansen's Trust
Street Address:	2380 Railroad Street
Internal Address:	Suite 101
City:	Corona
State/Country:	CALIFORNIA
Postal Code:	91720
Entity Type:	Sole Trustee of Hansen's Trust:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1258779	HANSEN'S NATURAL SODA
Registration Number:	1258780	HANSEN'S
Registration Number:	1253907	GRAPEFRUIT HANSEN'S NATURAL SODA

CORRESPONDENCE DATA

Fax Number: (949)760-9502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-760-0404
 Email: efilings@kmob.com
 Correspondent Name: Diane M. Reed
 Address Line 1: 2040 Main Street
 Address Line 2: 14th Floor
 Address Line 4: Irvine, CALIFORNIA 92614

CH \$90.00 1258779

ATTORNEY DOCKET NUMBER:	HANBEV.033T
NAME OF SUBMITTER:	Diane M. Reed
Signature:	/Diane M. Reed/
Date:	10/16/2006
Total Attachments: 4 source=HANBEV.033T trust 1998 assignment#page1.tif source=HANBEV.033T trust 1998 assignment#page2.tif source=HANBEV.033T trust 1998 assignment#page3.tif source=HANBEV.033T trust 1998 assignment#page4.tif	

**AMENDMENT NO. 2 TO AGREEMENT OF TRUST
OF THE
HANSEN'S TRUST**

This Amendment No. 2 to Agreement of Trust ("Amendment No. 2") dated as of the 10th day of February, 1998, by and between THE FRESH JUICE COMPANY OF CALIFORNIA, INC., a Delaware corporation ("FJC"), and HANSEN BEVERAGE COMPANY, a Delaware corporation ("HBC") (collectively, the "Grantors").

W I T N E S S E T H :

WHEREAS, Hansen's Juices, Inc., a California corporation ("HJI"), and HBC, as grantors/beneficiaries, and Gary Hansen, Anthony Kane and Burton S. Rosky, as the initial trustees of the Trust (the "Initial Trustees") are parties to that certain Agreement of Trust of the Hansen's Trust dated as of July 27, 1992 (the "Trust Agreement") pursuant to which the Trust was established;

WHEREAS, HJI, HBC and the Initial Trustees are parties to that certain Amendment No. 1 to Agreement of Trust of the Hansen's Trust dated as of July 8, 1996 ("Amendment No. 1") pursuant to which the Trust Agreement was amended in certain respects;

WHEREAS, pursuant to Amendment No. 1, among other matters, the number of trustees acting under the Trust Agreement ("Trustees") was set at two, one Trustee to be designated by each of HJI and HBC, and Amendment No. 1 further provided that any action by the Trustees on behalf of the Trust shall require the approval of both Trustees;

WHEREAS, effective December 2, 1996 HJI was merged with and into FJC with FJC as the surviving entity;

WHEREAS, the Trustee designated by HJI has resigned and FJC has not designated a replacement Trustee; and

WHEREAS, the Grantors desire to further amend the Trust Agreement to authorize Rodney C. Sacks in his capacity as the Trustee designated by HBC, or any successor Trustee designated by HBC (the "HBC Trustee"), to take any and all actions on behalf of the Trust during any period in which there is no currently active Trustee designated by FJC;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein set forth, the parties hereto agree as follows:

1. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Trust Agreement.
2. At all times when the HBC Trustee is the sole Trustee, the HBC Trustee shall have the power and authority acting alone to take any and all actions which can or may be taken by joint action of the Trustees under the Trust Agreement.
3. FJC represents and warrants to HBC that it is the legal successor to HJI by merger of HJI with and into FJC with FJC as the surviving corporation effective December 2, 1996.
4. (a) Commencing March 1, 1998 all notices to be given to HBC or the HBC Trustee shall be addressed as follows:

Hansen Beverage Company
2380 Railroad Street, Suite 101
Corona, California 91720
Attention: Chairman
Telecopy: (909) 739-6210

with a copy to:

Benjamin M. Polk, Esq.
Whitman Breed Abbott & Morgan LLP
200 Park Avenue
27th Floor
New York, New York 10166
Telecopy: (212) 351-3131

(b) Commencing immediately, all notices to be given to FJC shall
be addressed as follows:

The Fresh Juice Company of California, Inc.
875 West Eighth Street
Azusa, California 91702-2247
Attention: Chief Executive Officer
Telecopy: (626) 812-6077

with a copy to:

Lawrence J. Hilton, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive
Suite 1700
Newport Beach, California 92660
Telecopy: (714) 669-6994

5. In the event of any conflicts or inconsistencies between the provisions
of this Amendment No. 2 and the Trust Agreement or Amendment No. 1, the provisions of
this Amendment No. 2 shall control.

6. All other provisions of the Trust Agreement and Amendment No. 1 shall remain in full force and effect in accordance with the terms thereof to the extent not conflicting or inconsistent with the provisions of this Amendment No. 2.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed as of the date first above written.

THE FRESH JUICE COMPANY OF
CALIFORNIA, INC.

By: 
Name: _____
Title: PRESIDENT/CEO

HANSEN BEVERAGE COMPANY

By: 
Name: _____
Title: 