

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
North American Beverages, LLC		08/06/2007	LIMITED LIABILITY COMPANY: TEXAS

RECEIVING PARTY DATA

Name:	Goldman Sachs Specialty Lending Group, L.P., as Collateral Agent
Street Address:	6011 Connection Drive
Internal Address:	Attn: Big Reg Account Manager
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2352076	NUGRAPE
Registration Number:	2455948	AS GOOD AS IT GETS!
Registration Number:	1694726	BIG PEACH
Registration Number:	1611421	BIG RED
Registration Number:	1628540	BIG RED
Registration Number:	1628539	BIG RED
Registration Number:	0691351	BIG RED
Registration Number:	2842988	NESBITT'S
Registration Number:	3131820	NESBITT'S
Serial Number:	78698205	AS GOOD AS IT GETS

CORRESPONDENCE DATA

Fax Number: (214)661-4899

900083754

**TRADEMARK
 REEL: 003595 FRAME: 0915**

CH \$265.00 2352076

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

Phone: 214.953.6818
Email: daltmdept@bakerbotts.com
Correspondent Name: Valerie Verret
Address Line 1: 2001 Ross Avenue
Address Line 2: Suite 600
Address Line 4: Dallas, TEXAS 752012980

ATTORNEY DOCKET NUMBER:	077417.0108
NAME OF SUBMITTER:	Valerie Verret
Signature:	/Valerie Verret/
Date:	08/07/2007

Total Attachments: 4

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to and subject to the terms of that certain Pledge and Security Agreement (the "Security Agreement"), dated as of August 6, 2007, North American Beverages, LLC., a Texas limited liability company, as assignor (the "Assignor"), whose address is 720 Jewell Drive, Waco, TX 76712, hereby grants and assigns to Goldman Sachs Specialty Lending Group, L.P. as Collateral Agent, whose address is 6011 Connection Drive, Irving, Texas 75039, Attention: Big Red Account Manager, as assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Assignor, together with the goodwill associated therewith (the "Goodwill"), including without limitation the below listed registrations and applications for registration:

Registrations

Mark	Reg. No.	Reg. Date
NUGRAPE	2,352,076	23-May-2000
AS GOOD AS IT GETS! <i>As Good As It Gets!</i>	2,455,948	29-May-2001
BIG PEACH	1,694,726	16-Jun-1992
BIG RED	1,611,421	28-Aug-1990
BIG RED BIG RED	1,628,540	18-Dec-1990
BIG RED	1,628,539	18-Dec-1990
BIG RED BIG RED	691,351	12-Jan-1960
NESBITT'S <i>Nesbitt's</i>	2,842,988	18-May-04
NESBITT'S	3,131,820	22-Aug-06

Applications

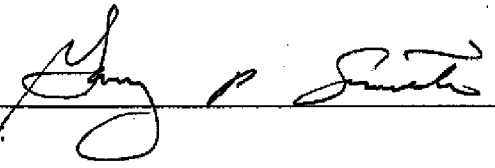
Mark	Appl. No.	Appl. Date
AS GOOD AS IT GETS	78/698,205	23-Aug-05

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

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IN WITNESS WHEREOF, this Assignment of Security Interest in Trademarks has been executed as of August 6th, 2007.

NORTH AMERICAN BEVERAGES, LLC

By: 
Name: _____
Title:

ACKNOWLEDGMENT:

STATE OF Texas
COUNTY OF Dallas

On this 14th day of August, 2007 before me, a Notary Public for the State and County aforesaid, came Guy Smith, to me known and known to be the President of North American Beverages, LLC, a Texas limited liability company, and he or she acknowledged to me that he or she executed the foregoing Assignment on behalf of North American Beverages, LLC, pursuant to authority duly vested in him or her by said North American Beverages, LLC.

Michele Cox
Notary Public

