

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
The Elations Company		04/03/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Comerica Bank
Street Address:	500 Woodward Avenue
Internal Address:	One Detroit Center
City:	Detroit
State/Country:	MICHIGAN
Postal Code:	48226
Entity Type:	banking corporation: MICHIGAN

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78008201	ELATIONS
Serial Number:	78044510	ELATIONS
Serial Number:	75980315	ELATIONS
Serial Number:	75915429	ELATIONS
Serial Number:	78017442	
Serial Number:	78039221	JOY FOR JOINTS
Serial Number:	78039115	JOY FOR JOINTS.
Serial Number:	78061122	JOYFUL JOINTS
Serial Number:	76622313	ELATIONS
Serial Number:	76630053	ELATIONS
Serial Number:	76637768	ELATIONS
Serial Number:	76978609	ELATIONS

CORRESPONDENCE DATA

900086971

**TRADEMARK
 REEL: 003621 FRAME: 0505**

CH \$315.00 78008201

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ATTORNEY DOCKET NUMBER:	71883-010
NAME OF SUBMITTER:	Patrick D. Richards
Signature:	/Patrick D. Richards/
Date:	09/14/2007

Total Attachments: 6

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**FIRST AMENDMENT TO
SECURITY AGREEMENT**

This First Amendment to that certain Security Agreement dated as of April 3, 2007 by and among Sunny Delight Beverages Co. ("**Borrower**"), SD IP Holdings Company ("**SDIP**"), the Elations Company ("**TEC**") (each a "**Debtor**" and together the "**Debtors**") and Agent, (as the same may be amended, restated or otherwise modified from time to time, the "**Security Agreement**"; capitalized terms not otherwise defined herein shall have the meanings set forth in the Security Agreement) ("**First Amendment**") is made as of August 3, 2007, by and among Sunny Delight Beverages Co. ("Borrower"), and Comerica Bank, as Agent for the Lenders (the "Agent").

Reference is made to that certain First Amendment to Credit Agreement by and among Sunny Delight Beverages Co. ("Borrower"), Beverages Holdings, LLC ("Holdings"), the Lenders parties thereto from time to time and Comerica Bank, as Agent for the Lenders (the "Agent") dated as of the date hereof ("First Amendment Credit Agreement")

Under the First Amendment to Credit Agreement the Agent and Lenders consented to the transfer of the Elations Assets from SDIP and Borrower to TEC in connection with the Elations Restructuring under the terms of the Elations Purchase Agreement (the Elations Assets, Elations Restructuring, and Elations Purchase Agreement shall have the meanings ascribed to them in the First Amendment to Credit Agreement). In connection with the Elations Restructuring, the Debtors have requested that the Lenders and the Agent release the liens granted to them by the Borrower and SDIP, so that the Elations Assets may pass to TEC free of any encumbrances as required under the terms of the Elations Purchase Agreement the ("Release"). The Lenders and Agent have agreed to the Release, but have required that once ownership of the Elations Assets pass to TEC that such assets be pledged by TEC under the terms of the Security Agreement.

The Security Agreement is hereby amended to evidence the Release and transfer of ownership of the Elations Assets to TEC, and the grant of a security interest by TEC in the Elations Assets by deleting Schedule 1.1 thereto and inserting the replacement Schedule 1.1, attached hereto as Attachment 1 in its place.

(signatures appear on the succeeding pages)

Detroit_786078_1

**TRADEMARK
REEL: 003621 FRAME: 0507**

COMERICA BANK, as Agent

By:  _____

Marc Adams

Its: Director

Signature Page to First Amendment to Security Agreement
(786078)

TRADEMARK
REEL: 003621 FRAME: 0508

IN WITNESS WHEREOF, the undersigned have executed this Amendment, as of this
3rd day of August

SUNNY DELIGHT BEVERAGES CO.

By: Timothy S. Velling
Its: Treasurer

SD IP HOLDINGS COMPANY

By: Timothy S. Velling
Its: Treasurer

THE ELATIONS COMPANY

By: MS Lynn
Its: Pres + CEO

(SIGNATURE PAGE TO FIRST AMENDMENT TO SECURITY AGREEMENT)

TRADEMARK
REEL: 003621 FRAME: 0509

Attachment 1
(Replacement Schedule 1.1)
(See Attached)

SCHEDULE A: ELATIONS TRADEMARKS

Country	Trademark	Class	App'n No	App'n Date	Reg'n No	Reg'n Date	Status
CTM	ELATIONS	5, 29, 30, 32	2015279	22-Dec-00	2015279	20-Jun-02	R
Canada	ELATIONS (Stretching Woman Device 00)	5, 29	1069328	2-Aug-00			A
Canada	ELATIONS (Stretching Woman Device 00)	5, 29, 32	1071049	15-Aug-00			A
Canada	ELATIONS (Stretching Woman Device 00)	32	1049060	3-Mar-00			A
Canada	ELATIONS (Stretching Woman Device 00)	5, 32	1088008	14-Dec-00			A
Canada	JOYFUL JOINTS & Stretching Characters Device 00	5, 32	1068050	14-Dec-00			A
Canada	JOYFUL JOINTS (ELATIONS 00)	5, 32	1101646	30-Apr-01			A
Germany	JOYFUL JOINTS (ELATIONS 01)	3, 29, 30, 32	36047546, 7435	26-Jun-00	30047549	12-Dec-00	R
Japan	ELATIONS	5, 32	300363403	08-Jun-00	4513301	12-Oct-01	R
U.S.A.	ELATIONS	5	780308201	15-May-00	2,626,560	24-Sep-02	R
U.S.A.	ELATIONS	32	780446510	23-Jan-01			A
U.S.A.	ELATIONS	5	75980315	2-Feb-00			A
U.S.A.	ELATIONS	5, 29, 32	75935429	2-Feb-00			A
U.S.A.	ELATIONS (Stretching Woman Device 00)	5, 29, 30, 32	78017442	19-Jul-00			A
U.S.A.	JOYFUL JOINTS (& Stretching Characters Device 00)	5, 32	78039221	14-Dec-00			A
U.S.A.	JOYFUL JOINTS (ELATIONS 00)	5, 32	78038115	13-Dec-00	2,667,298	24-Dec-03	R
U.S.A.	JOYFUL JOINTS (ELATIONS 01)	5, 32	78081122	30-Apr-01			A
U.S.A.	ELATIONS	32	76622,313				
U.S.A.	ELATIONS	29	76630,053				
U.S.A.	ELATIONS	30	76637,768				
U.S.A.	ELATIONS	5, 29	76978,609				

CI1199-4856960-3-071883-0710

SCHEDULE A: ELATIONS PATENTS

Country	Stat.	App No.	App Date	Pub No.	Pub Date	Grant Number	Grant Date
Brazil	Filed	PIB11292.8	6/1/2001				
Brazil	Filed	PIB214259.9	11/15/2002				
Canada	Filed	2459610	6/1/2001				
Canada	Filed	2463559	11/15/2002				
China	Filed	01810932.9	5/1/2001	CN1438692A	8/27/2003		
China	Filed	02822967.3	11/15/2002				
EP - Europe	Filed	01948259.5	6/1/2001	1289532	12/13/2001		
EP - Europe	Filed	2784461.2	11/15/2002	WAITING	5/30/2003		
Japan	Filed	2002-501404	6/1/2001				
Japan	Filed	2003-545298	11/15/2002				
Mexico	Filed	2002-011939	6/1/2001				
Mexico	Filed	WAITING	11/15/2002				
United States	Filed	09755965	1/12/2001	2002/0132780A1	9/19/2002		
United States	Granted	096963841	11/20/2001	2003/0096794A1	5/22/2003	6032449	10/14/2003
WO - Int'l Registration	Filed	US02/06531	11/15/2002	WO03/43617	5/30/2003		
Hong Kong		05101722.8	3/1/05				

C1159 4856921-3,071883,0010