## 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

Fax Number: (312)984-7700

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

Phone: 3123722000

Email: chicago\_ip\_docket@mwe.com

Correspondent Name: Patrick Richards, McDermott Will & Emery

Address Line 1: 227 W. Monroe Street

Address Line 2: Suite 4400

Address Line 4: Chicago, INDIANA 60606

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 interested 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

COMERICA BANK, as Agei	C	OMERI	CA	BAN	IK.	as	Agen	ιŧ
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By: Marc Adams

Its: Director

Signature Page to First Amendment to Security Agreement (786078)

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

By: James S. Vollings Company

By: James S. Vollings Company

By: James S. Vollings Company

Its: James S. Vollings

The Elations Company

By: Why

SUNNY DELIGHT BEVERAGES CO.

(SIGNATURE PAGE TO FIRST AMENDMENT TO SECURITY AGREEMENT)

Attachment 1 (Replacement Schedule 1.1) (See Attached)

# SCHEDULE A: ELATIONS TRADEMARKS

	Trademark	Class	Appfin No	Appľa Date	Reg'n No	Reg'n Date	Status
ATK	ELATIONS	5,29,30,32	2015279	22-Dec-00	2015279	20-Jun-02	œ
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ATIC	SNS	5,32	2005/63463	08-Jun-00	4513301	12-0ct-01	
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ATIC	SNS	32	78/044510	23-Jan-01		1	4
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ATIC	SNC	5, 29	26/978,609				

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## SCHEDULE A: ELATIONS PATENTS

**RECORDED: 09/14/2007** 

	Country	Stat	Asp &o.	App. Base	Pub. No.	Pub Date	Grant	Crant Date
Filed         PIGE 14285-8         CATZGOT           Filed         PIGE 14285-8         11/15/2002           Filed         CAG688-8         11/15/2002           Filed         COT810982-9         E/1/2001           Filed         O1948259-5         11/15/2002           Filed         O1948259-5         6/1/2001         VAITING           Filed         2784461.2         11/15/2002         WAITING           Filed         2002-501404         6/1/2001         VAITING           Filed         2003-545299         11/15/2002         WAITING           Filed         2007-011939         6/1/2001         2002/0132780A1         6/1/2001           Filed         2007-011939         6/1/2001         2002/0132780A1         6/1/2002           Filed         2007-011939         6/1/2002         2002/0132780A1         6/1/2002           Filed         2007-031937         11/15/2002         2003/009679A1         6/1/2002           Filed         US02-206531         11/15/2002         WO034/3617         6/1/10152.8           Filed         US02-206531         11/15/2002         WO034/3617         6/1/10152.8	X F C C	7 3:0	Colored America				Kunber	
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