

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of rights under Security Agreement at Reel/Frame No. 3186/0172

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PNC Bank, National Association		06/30/2009	National Bank:

RECEIVING PARTY DATA

Name:	BNY Mezzanine Partners, L.P.
Street Address:	200 Park Avenue
Internal Address:	7th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10166
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1439644	THE WHIPPER
Registration Number:	2305909	FRIGOGRANITA
Registration Number:	0684925	STA-HOT
Registration Number:	1410380	BREW TIME
Registration Number:	1303572	CECILWARE
Registration Number:	0585533	CECILWARE
Registration Number:	1275017	COFFEE STATION
Registration Number:	2305908	FRIGODRINK

CORRESPONDENCE DATA

Fax Number: (973)624-7070
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973-622-4444
 Email: rsmith@mccarter.com
 Correspondent Name: ROBERT W. SMITH, ESQ.

900138750

**TRADEMARK
 REEL: 004025 FRAME: 0076**

CH \$215.00 1439644

Address Line 1: Four Gateway Center,
Address Line 2: 100 Mulberry Street
Address Line 4: Newark, NEW JERSEY 07102

ATTORNEY DOCKET NUMBER:	99183/1 (RWS-0406)
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NAME OF SUBMITTER:	Robert W. Smith
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Signature:	/robertwsmith/
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Date:	07/16/2009
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Total Attachments: 2 source=Security Agreement - BNY Mezzanine Partners, L.P#page1.tif source=Security Agreement - BNY Mezzanine Partners, L.P#page2.tif
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Confirmation of Assignment of Rights

This is a confirmation of an assignment of rights dated as of June 30, 2009 by PNC BANK, NATIONAL ASSOCIATION, as former agent (the "Resigning Agent") for the lenders under the Credit Agreement (as defined below) and BNY MEZZANINE PARTNERS, L.P. as successor agent (the "Successor Agent") under the Credit Agreement.

Whereas, pursuant to that certain Credit Agreement (as amended, restated, modified or supplemented from time to time, the "Credit Agreement") dated October 31, 2005 by and among Cecilware Corporation, a Delaware Corporation (the "Pledgor"), the Resigning Agent and the lenders party thereto, the lenders agreed to provide loans to the Pledgor.

Whereas, to secure the obligations of the Pledgor under the Credit Agreement, the Pledgor executed and delivered to the Resigning Agent for the benefit of the lenders under the Credit Agreement a Patent Trademark and Copyright Security Agreement dated as of October 31, 2005 (the "Security Agreement") pursuant to which the Pledgor granted to the Resigning Agent for the benefit of the lenders under the Credit Agreement a security interest in certain assets including the registered trademarks listed on Exhibit A hereto.

Whereas, the Security Agreement was recorded with the U.S. Patent and Trademark Office under Reel/Frame No. 3186/0672.

Whereas, in connection with the purchase for good and valuable consideration of all the rights of the lenders under the Credit Agreement and pursuant to a Resignation and Appointment Agreement the Resigning Agent resigned and the Successor Agent was appointed as agent for the benefit of the new lenders under the Credit Agreement and thereby succeeded to all of the rights of the Resigning Agent.

Now, therefore, the Resigning Agent hereby confirms that the Successor Agent has succeeded to all the rights of the Resigning Agent under the Security Agreement in accordance with the terms of the Resignation and Appointment Agreement and the Credit Agreement.

In witness whereof, the parties have executed this confirmation of assignment as of the date first noted above.

PNC Bank, National Association
as Resigning Agent

By: Robert A. Bakos, VP
Name: ROBERT A. BAKOS
Title: vice President

BNY Mezzanine Partners, LP.
as Successor Agent
By BNY Mezzanine Partners GP LLC, its General
Partner

By: Justin Kaplan
Name: Justin Kaplan
Title: SVP

Exhibit A

	Mark	Registered Owner	Jurisdiction of Registration	Registration Date	Registered Number	Class(es)
1.	THE WHIPPER		United States	5/12/1987	1,439,644	11
2.	FRIGOGRANITA		United States	1/4/2000	2,305,909	11
3.	KENCO		Canada	1/16/1976	211424	
4.	STA-HOT		United States	9/8/1959	684,925	11
5.	BREW TIME		United States	9/23/1986	1,410,380	11
6.	CECILWARE		Canada	9/2/1983	282961	
7.	CECILWARE		United States	11/6/1984	1,303,572	11, 16, 21
8.	CECILWARE		United States	2/9/1954	585,533	013
9.	COFFEE STATION		United States	4/24/1984	1,275,017	11
10.	FRIGODRINK		United States	1/4/2000	2,305,908	11