

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
LEMON-X CORPORATION		09/30/2011	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	ComVest Capital II, L.P.
Street Address:	525 Okeechobee Boulevard
Internal Address:	Suite 1050
City:	West Palm Beach
State/Country:	FLORIDA
Postal Code:	33401
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	1917409	GROWERS FANCY
Registration Number:	2794816	EL LORO
Registration Number:	2971528	LOW CAL PLUS
Registration Number:	2471309	ROASTERS FANCY GOURMET COFFEE
Registration Number:	2613993	MARY'S DEVIL
Registration Number:	2738171	HYDRO PLUS
Registration Number:	2631021	LEMON-X
Registration Number:	2610676	PLANTERS GROVE
Registration Number:	2529239	MOON LAKE
Registration Number:	2529240	CARE TREE
Registration Number:	2539605	LA SAMANNA FROZEN COCKTAIL MIX
Registration Number:	2860135	LEMON-X BIB
Registration Number:	2860136	LEMON-X THE BARTENDERS MIX

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Registration Number:	2866649	
Serial Number:	78506653	ICEBERRY BLUE
Serial Number:	78619413	SUN VALLEY
Serial Number:	78619088	HONEYBEAR FARMS

CORRESPONDENCE DATA

Fax Number: (212)801-6400

Phone: 212.801.9200

Email: nytrmdkt@gtlaw.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Shae Sinanan

Address Line 1: Greenberg Traurig, LLP

Address Line 2: 200 Park Avenue

Address Line 4: New York, NEW YORK 10166

NAME OF SUBMITTER:	Shahe Sinanan
Signature:	/SS/
Date:	10/06/2011

Total Attachments: 2

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NOTICE OF TRADEMARK SECURITY AGREEMENT

WHEREAS, LEMON-X CORPORATION, a New York corporation (the "Grantor"), is the owner of certain trademarks, including without limitation the registrations therefor and applications in the United States Patent and Trademark Office as set forth on **Schedule A** annexed hereto and made a part hereof (collectively, the "Trademarks"); and

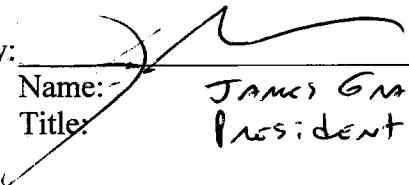
WHEREAS, the Grantor has entered into that certain Collateral Agreement of even date herewith (the "Collateral Agreement"), by and between the Grantor and ComVest Capital II, L.P., a Delaware limited partnership (the "Secured Party"); and

WHEREAS, pursuant to the Collateral Agreement, the Grantor has agreed to grant to the Secured Party a continuing security interest in, and a continuing lien on, all of the Grantor's right, title, and interest in and to the Trademarks (and any trademark(s) which may be issued upon the applications set forth on **Schedule A**);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby assign and grant to the Secured Party a continuing security interest in and a continuing lien on the Trademarks, as security for the payment and performance of the Obligations as defined in the Collateral Agreement.

IN WITNESS WHEREOF, the Grantor has caused this Notice of Trademark Security Agreement to be duly executed by its authorized officer or agent as of ~~August~~ ^{September} 30, 2011. M

LEMON-X CORPORATION

By: 
Name: JAMES GRASSI
Title: President

SCHEDULE A

<i>Trademark</i>	<i>Serial #</i>	<i>Registration Date</i>	<i>Reg #</i>
Growers Fancy	74379153	9/5/1995	1917409
El Loro	78184349	12/16/2003	2794816
Low Cal Plus	76444139		2971528
Roasters Fancy	75913047	7/24/2001	2471309
Mary's Devil	76079597	9/3/2002	2613993
Hydro Plus	76279530	7/15/2003	2738171
Lemon-X	76279531	8/10/2002	2631021
Planters Grove	76279746	8/20/2002	2610676
Moon Lake	76023234	1/15/2002	2529239
CareTree	76023235	1/15/2002	2529240
LaSamanna	76079599	2/19/2002	2539605
Lemon-X BIB	78214991	7/6/2004	2860135
The Bartenders Mix	78215006	7/6/2004	2631021
Man in the Moon	78215012	7/27/2004	2866649
Iceberry Blue	78506653		
Sun Valley	78619413		
Honey Bear Farms	78619088		