

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369862

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY -- TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harvest Hill Beverage Company		01/19/2016	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	TCW Asset Management Company, as collateral agent		
Street Address:	The John Hancock Tower, 200 Clarendon Street		
Internal Address:	51st floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4246841	FRUIT FOR ALL PROJECT	
Registration Number:	4335487	FRUIT PROMISE	
Registration Number:	1094669	JUICY JUICE	
Serial Number:	86662163	JUICY JUICE	
Serial Number:	86683822	JUICY JUICE ORGANICS	
Serial Number:	86422965	JUICY JUICE SPLASHERS	
Serial Number:	86422972	JUICY JUICE	
Serial Number:	86533944	GOODNESS MADE JUICY	
Serial Number:	86533943	THE HAPPY COMES STRAIGHT FROM THE FRUIT	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	25th Floor		

CH \$240.00 4246841

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 059182-0045

NAME OF SUBMITTER: Scott Kareff (059182-0045)

SIGNATURE: /kc for sk/

DATE SIGNED: 01/20/2016

Total Attachments: 12

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ASSIGNMENT FOR SECURITY - - TRADEMARKS

WHEREAS, Harvest Hill Beverage Company (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated January 19, 2016 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of TCW Asset Management Company, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

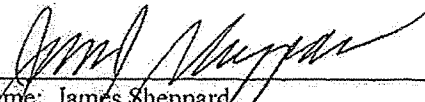
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of January 19, 2016.

HARVEST HILL BEVERAGE COMPANY

By: 
Name: James Sheppard
Title: Chief Financial Officer


Trademark Security Agreement (Borrower)

TRADEMARK
REEL: 005712 FRAME: 0791

SCHEDULE A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

1. Registered Trademarks

Company	Country	Trademark	Registration No.	Filing Date	Registration Date
Harvest Hill Beverage Company	COLOMBIA	JUICY JUICE and Design (Color) 	491736	3/20/2013	4/30/2014
Harvest Hill Beverage Company	JAMAICA	JUICY JUICE	60418	5/15/2012	5/15/2012
Harvest Hill Beverage Company	MADRID PROTOCOL (TM)	GOODNESS MADE JUICY	1265193	8/12/2015	8/12/2015
Harvest Hill Beverage Company	MADRID PROTOCOL (TM)	JUICY JUICE	1265511	8/12/2015	8/12/2015

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Company	Country	Trademark	Registration No.	Filing Date	Registration Date
Harvest Hill Beverage Company	SWITZERLAND	JUICY JUICE and Design (B&W) 	574985	2/1/2008	7/7/2008
Harvest Hill Beverage Company	TURKS & CAICOS ISLANDS	GOODNESS MADE JUICY	18215	8/13/2015	8/13/2015
Harvest Hill Beverage Company	TURKS & CAICOS ISLANDS	JUICY JUICE	18218	8/13/2015	8/13/2015
Harvest Hill Beverage Company	TURKS & CAICOS ISLANDS	GOODNESS MADE JUICY	18213	8/13/2015	8/13/2015
Harvest Hill Beverage Company	TURKS & CAICOS ISLANDS	GOODNESS MADE JUICY	18214	8/13/2015	8/13/2015
Harvest Hill Beverage Company	TURKS & CAICOS ISLANDS	JUICY JUICE	18216	8/13/2015	8/13/2015
Harvest Hill Beverage Company	TURKS & CAICOS ISLANDS	JUICY JUICE	18217	8/13/2015	8/13/2015
Harvest Hill Beverage Company	UNITED STATES	FRUIT FOR ALL PROJECT	4246841	6/13/2011	11/20/2012

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Company	Country	Trademark	Registration No.	Filing Date	Registration Date
Harvest Hill Beverage Company	UNITED STATES	FRUIT PROMISE	4335487	6/28/2011	5/14/2013
Harvest Hill Beverage Company	UNITED STATES	JUICY JUICE	1094669	12/6/1976	6/27/1978

2. Trademark Applications

Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	ARUBA	GOODNESS MADE JUICY	150911.11	8/11/2015
Harvest Hill Beverage Company	ARUBA	JUICY JUICE	TBD	9/10/2015
Harvest Hill Beverage Company	AUSTRALIA	GOODNESS MADE JUICY	A0052480	8/12/2015
Harvest Hill Beverage Company	AUSTRALIA	JUICY JUICE	A0052485	8/12/2015
Harvest Hill Beverage Company	BAHAMAS	GOODNESS MADE JUICY	TBD	8/12/2015

DOC ID - 23730404.3

Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	BAHAMAS	JUICY JUICE	TBD	8/25/2015
Harvest Hill Beverage Company	BERMUDA	GOODNESS MADE JUICY	54839	8/12/2015
Harvest Hill Beverage Company	BERMUDA	JUICY JUICE	N/A	8/19/2015
Harvest Hill Beverage Company	BERMUDA	JUICY JUICE	N/A	8/19/2015
Harvest Hill Beverage Company	BERMUDA	JUICY JUICE	N/A	8/19/2015
Harvest Hill Beverage Company	BERMUDA	GOODNESS MADE JUICY	54837	8/12/2015
Harvest Hill Beverage Company	BERMUDA	GOODNESS MADE JUICY	54838	8/12/2015
Harvest Hill Beverage Company	CHINA	GOODNESS MADE JUICY	A0052480	8/12/2015

DOC ID - 23730404.3

Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	CHINA	JUICY JUICE	A0052485	8/12/2015
Harvest Hill Beverage Company	COLOMBIA	GOODNESS MADE JUICY	A0052480	8/12/2015
Harvest Hill Beverage Company	COLOMBIA	JUICY JUICE	12145209 (Abandoned)	8/27/2012
Harvest Hill Beverage Company	COSTA RICA	GOODNESS MADE JUICY	2015-007732	8/11/2015
Harvest Hill Beverage Company	CURACAO	GOODNESS MADE JUICY	A0052480	8/12/2015
Harvest Hill Beverage Company	CURACAO	JUICY JUICE	A0052485	8/12/2015
Harvest Hill Beverage Company	GUYANA	GOODNESS MADE JUICY	961979B	8/25/2015
Harvest Hill Beverage Company	GUYANA	JUICY JUICE	961980A	8/25/2015

DOC ID - 23730404.3

Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	GUYANA	GOODNESS MADE JUICY	961977B	8/25/2015
Harvest Hill Beverage Company	GUYANA	GOODNESS MADE JUICY	961978B	8/25/2015
Harvest Hill Beverage Company	GUYANA	JUICY JUICE	961981A	8/25/2015
Harvest Hill Beverage Company	GUYANA	JUICY JUICE	961982A	8/25/2015
Harvest Hill Beverage Company	HAITI	GOODNESS MADE JUICY	N/A	8/11/2015
Harvest Hill Beverage Company	HONDURAS	GOODNESS MADE JUICY	32235-15	8/12/2015
Harvest Hill Beverage Company	HONDURAS	JUICY JUICE	38603-15	10/1/2015
Harvest Hill Beverage Company	JAMAICA	GOODNESS MADE JUICY	67828	8/11/2015

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Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	JAMAICA	JUICY JUICE	67834	8/12/2015
Harvest Hill Beverage Company	NICARAGUA	GOODNESS MADE JUICY	2015-002962	8/11/2015
Harvest Hill Beverage Company	NICARAGUA	JUICY JUICE	2015-003652	9/29/2015
Harvest Hill Beverage Company	NIGERIA	GOODNESS MADE JUICY	F/TM/0/2015/64894	8/12/2015
Harvest Hill Beverage Company	NIGERIA	JUICY JUICE	F/TM/0/2015/64896	8/12/2015
Harvest Hill Beverage Company	NORWAY	GOODNESS MADE JUICY	A0052480	8/12/2015
Harvest Hill Beverage Company	NORWAY	JUICY JUICE	A0052485	8/12/2015
Harvest Hill Beverage Company	PANAMA	GOODNESS MADE JUICY	243262-01	8/12/2015

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Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	PUERTO RICO	GOODNESS MADE JUICY	211338-32-0	8/12/2015
Harvest Hill Beverage Company	PUERTO RICO	JUICY JUICE	211337-29-0	8/12/2015
Harvest Hill Beverage Company	PUERTO RICO	JUICY JUICE	211337-30-0	8/12/2015
Harvest Hill Beverage Company	PUERTO RICO	JUICY JUICE	211337-32-0	8/12/2015
Harvest Hill Beverage Company	PUERTO RICO	GOODNESS MADE JUICY	211338-30-0	8/12/2015
Harvest Hill Beverage Company	PUERTO RICO	GOODNESS MADE JUICY	211338-29-0	8/12/2015
Harvest Hill Beverage Company	SURINAM	GOODNESS MADE JUICY	26223	8/13/2015
Harvest Hill Beverage Company	SURINAM	JUICY JUICE	26254	8/25/2015

DOC ID - 23730404.3

Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	TRINIDAD & TOBAGO	GOODNESS MADE JUICY	50213	8/11/2015
Harvest Hill Beverage Company	TRINIDAD & TOBAGO	JUICY JUICE	50328	9/3/2015
Harvest Hill Beverage Company	UNITED ARAB EMIRATES	GOODNESS MADE JUICY	241627	10/12/2015
Harvest Hill Beverage Company	UNITED ARAB EMIRATES	JUICY JUICE	241628	10/12/2015
Harvest Hill Beverage Company	UNITED STATES	JUICY JUICE	86/662163	6/15/2015
Harvest Hill Beverage Company	UNITED STATES	JUICY JUICE ORGANICS	86/683822	7/6/2015
Harvest Hill Beverage Company	UNITED STATES	JUICY JUICE SPLASHERS	86/422965	10/14/2014
Harvest Hill Beverage Company	UNITED STATES	JUICY JUICE	86/422972	10/14/2014

DOC ID - 23730404.3

Company	Country	Trademark	Application No.	Filing Date
Harvest Hill Beverage Company	UNITED STATES	GOODNESS MADE JUICY	86/533944	2/12/2015
Harvest Hill Beverage Company	UNITED STATES	THE HAPPY COMES STRAIGHT FROM THE FRUIT	86/533943	2/12/2015

DOC ID - 23730404.3