

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372193

| | | | |
|-----------------------------------|------------------------------|------------------------|----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| SUNNY DELIGHT BEVERAGES CO. | | 02/02/2016 | CORPORATION: FLORIDA |
| VERYFINE PRODUCTS, INC. | | 02/02/2016 | CORPORATION: MASSACHUSETTS |
| RECEIVING PARTY DATA | | | |
| Name: | TCW ASSET MANAGEMENT COMPANY | | |
| Street Address: | 865 South Figueroa Street | | |
| Internal Address: | Suite 1800 | | |
| City: | Los Angeles | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 90017 | | |
| Entity Type: | CORPORATION: CALIFORNIA | | |
| PROPERTY NUMBERS Total: 34 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2127913 | | |
| Registration Number: | 4519479 | | |
| Registration Number: | 4519478 | | |
| Registration Number: | 4519477 | | |
| Registration Number: | 4209821 | DRINK UP & DOWNLOAD | |
| Registration Number: | 4209818 | DRINK UP & DOWNLOAD | |
| Registration Number: | 3791553 | FRESH PICKED WATER | |
| Registration Number: | 2419817 | FRUIT2O | |
| Registration Number: | 4533586 | FRUIT2O | |
| Registration Number: | 3782371 | FRUIT2O | |
| Registration Number: | 3788305 | FRUIT2O ESSENTIALS | |
| Registration Number: | 3893972 | FRUIT2O ESSENTIALS | |
| Registration Number: | 4752695 | FRUIT2O NO CALORIES | |
| Registration Number: | 4752696 | FRUIT2O NO CALORIES | |
| Registration Number: | 4206744 | MAKE TODAY A SUNNY DAY | |
| Registration Number: | 1000420 | | |

OP \$865.00 2127913

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 1352268 | |
| Registration Number: | 1434149 | |
| Registration Number: | 4007190 | SMALL CHANGES > LIFELONG RESULTS |
| Registration Number: | 1734136 | SUNNY D |
| Registration Number: | 1916700 | SUNNY DELIGHT |
| Registration Number: | 3424079 | SUNNY DELIGHT BEVERAGES CO. |
| Registration Number: | 1000419 | |
| Registration Number: | 3872803 | SUNNYD |
| Registration Number: | 4876022 | SUNNYD BURST |
| Registration Number: | 4812248 | SUNNYD CHILLERS |
| Registration Number: | 4812254 | SUNNYD X |
| Registration Number: | 3893498 | THE WONDERS OF FRUIT. THE REFRESHMENT OF |
| Registration Number: | 3808141 | THE WONDERS OF FRUIT. THE REFRESHMENT OF |
| Registration Number: | 4164518 | VERYFINE |
| Registration Number: | 4778266 | VERYFINE |
| Registration Number: | 2152253 | VERYFINE |
| Registration Number: | 1654456 | VERYFINE |
| Serial Number: | 86825213 | FRUIT2O LIME TWISTS |

CORRESPONDENCE DATA

Fax Number: 6172484000

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.

Email: tmadmin@choate.com

Correspondent Name: Sara M. Bauer

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 2011906.0002 |
| NAME OF SUBMITTER: | Sara M. Bauer |
| SIGNATURE: | /sara bauer/ |
| DATE SIGNED: | 02/05/2016 |

Total Attachments: 10

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ASSIGNMENT FOR SECURITY -- TRADEMARKS

WHEREAS, The undersigned (each, an "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 or the Canadian Intellectual Property Office (the "Trademarks");

WHEREAS, each Assignor has entered into a Pledge and Security Agreement, dated February 2, 2016 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of TCW Asset Management Company, as 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, each 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 such 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, each 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.


Each 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.

[Signature Page Follows]

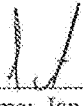
IN WITNESS WHEREOF, each Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of February 2, 2016.

ASSIGNORS:

SUNNY DELIGHT BEVERAGES CO.

By: 
Name: Ian B. MacTaggart
Title: Vice President and Secretary

VERYPINE PRODUCTS, INC.

By: 
Name: Ian B. MacTaggart
Title: Vice President and Secretary


[Signature Page to Assignment for Security - Trademarks]

TRADEMARK
REEL: 005725 FRAME: 0385

Acknowledged and Agreed:

ASSIGNEE:

TCW ASSET MANAGEMENT COMPANY,

By: 
Name: Suzanne Grosso
Title: Managing Director

[Signature Page to Assignment for Security - Trademarks]

TRADEMARK
REEL: 005725 FRAME: 0386

SCHEDULE A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications
Owned by Sunny Delight Beverages Co. and Veryfine Products, Inc.:

| Country | Trademark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---------|---------------------------------|------------|--------------------|------------------|---------------------|-------------------|-----------------------------|
| Canada | BE THE BUBBLE | Published | 1714612 | 10-Feb-15 | | | Veryfine Products, Inc. |
| Canada | CITRUS HILL | Registered | 486011 | 26-Apr-82 | TMA291728 | 08-Jun-84 | Sunny Delight Beverages Co. |
| Canada | CITRUS HILL & Design | Registered | 557688 | 20-Feb-86 | TMA325385 | 27-Mar-87 | Sunny Delight Beverages Co. |
| Canada | CITRUS HILL SELECT | Registered | 551885 | 01-Nov-85 | TMA347313 | 04-Nov-88 | Sunny Delight Beverages Co. |
| Canada | FRUIT2O | Registered | 1498766 | 06-Oct-10 | TMA918365 | 27-Oct-15 | Veryfine Products, Inc. |
| Canada | FRUIT2O & Design (Fruit Drinks) | Pending | 1710212 | 09-Jan-15 | | | Veryfine Products, Inc. |
| Canada | FRUIT2O & Design (Tea) | Published | 1720906 | 25-Mar-15 | | | Veryfine Products, Inc. |
| Canada | FRUIT2O (Design) | Registered | 1549863 | 28-Oct-11 | TMA902968 | 06-May-15 | Veryfine Products, Inc. |
| Canada | LIME TWISTS | Pending | 1712139 | 23-Jan-15 | | | Veryfine Products, Inc. |

| Country | Trademark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---------|-----------------------------|------------|--------------------|------------------|---------------------|-------------------|-----------------------------|
| Canada | REACH FOR THE SUN | Registered | 618389 | 02-Nov-88 | TMA367033 | 23-Mar-90 | Sunny Delight Beverages Co. |
| Canada | SUNNY D | Registered | 855798 | 11-Sep-97 | TMA517603 | 05-Oct-99 | Sunny Delight Beverages Co. |
| Canada | SUNNY DELIGHT | Registered | 445548 | 16-Oct-79 | TMA257436 | 03-Apr-81 | Sunny Delight Beverages Co. |
| Canada | SUNNY DELIGHT & DESIGN | Registered | 840601 | 27-Mar-97 | TMA507109 | 26-Jan-99 | Sunny Delight Beverages Co. |
| Canada | SUNNY DELIGHT (& DEVICE 83) | Registered | 530658 | 02-Nov-84 | TMA307526 | 18-Oct-85 | Sunny Delight Beverages Co. |
| Canada | SUNNY DELIGHT (& DEVICE) | Registered | 846463 | 29-May-97 | TMA519603 | 19-Nov-99 | Sunny Delight Beverages Co. |
| Canada | SUNNY DELIGHT (DEVICE 97) | Registered | 1040444 | 20-Dec-99 | TMA555376 | 13-Dec-01 | Sunny Delight Beverages Co. |
| Canada | SUNNY DELIGHT LOGO | Registered | 1258627 | 24-May-05 | TMA826679 | 20-Jun-12 | Sunny Delight Beverages Co. |
| Canada | SUNNYD | Registered | 1475632 | 06-Apr-10 | TMA823811 | 10-May-12 | Sunny Delight Beverages Co. |

| Country | Trademark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---------|---|------------|--------------------|-------------------|---------------------|-------------------|-----------------------------|
| Canada | SUNNYD & Design | Registered | 1670790 | 01-Apr-14 | TMA917892 | 22-Oct-15 | Sunny Delight Beverages Co. |
| Canada | SUNNYD BURST | Pending | 1742100 | 17-Aug-15 | | | Sunny Delight Beverages Co. |
| Canada | SUNNYD CHILLERS | Pending | 1740755 | 07-Aug-15 | | | Sunny Delight Beverages Co. |
| Canada | SUNNYD X | Pending | 1740753 | 07-Aug-15 | | | Sunny Delight Beverages Co. |
| Canada | UNLEASH THE POWER OF THE SUN (SUNNY DELIGHT 00) | Registered | 1072337 | 24-Aug-00 | TMA588103 | 26-Aug-03 | Sunny Delight Beverages Co. |
| Canada | VERYFINE (STYLIZED) | Registered | 503401 | 12-May-83 | TMA349206 | 16-Dec-88 | Veryfine Products Company |
| U.S. | BE THE BUBBLE | Allowed | 86384247 | September 3, 2014 | | | Veryfine Products, Inc. |
| U.S. | BOTTLE DESIGN | Registered | 75/228209 | 21-Jan-97 | 2127913 | 06-Jan-98 | Veryfine Products, Inc. |
| U.S. | BOTTLE DESIGN (Bottom) | Registered | 86/002193 | 3-Jul-13 | 4519479 | 22-Apr-14 | Sunny Delight Beverages Co. |

| Country | Trademark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---------|------------------------|------------|--------------------|------------------|---------------------|-------------------|-----------------------------|
| U.S. | BOTTLE DESIGN (Middle) | Registered | 86/002087 | 3-Jul-13 | 4519478 | 22-Apr-14 | Sunny Delight Beverages Co. |
| U.S. | BOTTLE DESIGN (Top) | Registered | 86/002072 | 3-Jul-13 | 4519477 | 22-Apr-14 | Sunny Delight Beverages Co. |
| U.S. | CITRUS HILL | Allowed | 86/165822 | 15-Jan-14 | | | Sunny Delight Beverages Co. |
| U.S. | DRINK UP & DOWNLOAD | Registered | 85/544578 | 16-Feb-12 | 4209821 | 18/Sep-12 | Sunny Delight Beverages Co. |
| U.S. | DRINK UP & DOWNLOAD | Registered | 85/544568 | 16-Feb-12 | 4209818 | 18-Sep-12 | Sunny Delight Beverages Co. |
| U.S. | FRESH PICKED WATER | Registered | 78/474898 | 27-Aug-04 | 3791553 | 18-May-10 | Veryfine Products, Inc. |
| U.S. | FRUIT20 | Registered | 75/592715 | 20-Nov-98 | 2419817 | 09-Jan-01 | Veryfine Products, Inc. |
| U.S. | FRUIT20 | Registered | 86/088887 | 10-Oct-13 | 4533586 | 20-May-14 | Veryfine Products, Inc. |
| U.S. | FRUIT20 | Registered | 77/657932 | 27-Jan-09 | 3782371 | 27-Apr-10 | Veryfine Products, Inc. |
| U.S. | FRUIT20 BERRY TWISTS | Pending | 86/825216 | 18-Nov-2015 | | | Veryfine Products, Inc. |

| Country | Trademark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---------|---|------------|--------------------|------------------|---------------------|-------------------|-----------------------------|
| U.S. | FRUIT2O ESSENTIALS | Registered | 77/657938 | 27-Jan-09 | 3788305 | 11-May-10 | Veryfine Products, Inc. |
| U.S. | FRUIT2O ESSENTIALS | Registered | 85/043450 | 20-May-10 | 3893972 | 21-Dec-10 | Veryfine Products, Inc. |
| U.S. | FRUIT2O ISLAND TWISTS | Pending | 86/825214 | 18-Nov-2015 | | | Veryfine Products, Inc. |
| U.S. | FRUIT2O LIME TWISTS | Pending | 86/825213 | 18-Nov-2015 | | | Veryfine Products, Inc. |
| U.S. | FRUIT2O NO CALORIES and Design | Registered | 86131264 | 27-Nov-13 | 4752695 | 9-Jun-15 | Veryfine Products, Inc. |
| U.S. | FRUIT2O NO CALORIES and Design | Registered | 86131312 | 27-Nov-13 | 4752696 | 9-Jun-15 | Veryfine Products, Inc. |
| U.S. | FRUITSIMPLE | Pending | 86552737 | 4-Mar-15 | | | Sunny Delight Beverages Co. |
| U.S. | MAKE TODAY A SUNNY DAY | Registered | 85/197520 | 14-Dec-10 | 4206744 | 11-Sep-12 | Sunny Delight Beverages Co. |
| U.S. | MISCELLANEOUS BOTTLE DESIGN (SUNNY DELIGHT BOTTLE SHAPE) | Registered | 72/432409 | 10-Aug-72 | 1000420 | 24-Dec-74 | Sunny Delight Beverages Co. |
| U.S. | MISCELLANEOUS DESIGN (SUNNY DELIGHT 3D Bottle Device with Handle) | Registered | 73/444731 | 21-Sep-83 | 1352268 | 30-Jul-85 | Sunny Delight Beverages Co. |

| Country | Trademark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---------|---|------------|--------------------|------------------|---------------------|-------------------|-----------------------------|
| U.S. | MISCELLANEOUS DESIGN (SUNNY DELIGHT 64 oz. Bottle) | Registered | 73/448208 | 17-Oct-83 | 1434149 | 24-Mar-87 | Sunny Delight Beverages Co. |
| U.S. | SMALL CHANGES > LIFELONG RESULTS | Registered | 85028915 | 3-May-10 | 4007190 | 2-Aug-11 | Veryfine Products, Inc. |
| U.S. | SUNNY D | Registered | 74/132521 | 22-Jan-91 | 1734136 | 17-Nov-92 | Sunny Delight Beverages Co. |
| U.S. | SUNNY DELIGHT | Registered | 74/537919 | 15-Jun-94 | 1916700 | 05-Sep-95 | Sunny Delight Beverages Co. |
| U.S. | SUNNY DELIGHT BEVERAGES CO. (STYLIZED AND/OR WITH DESIGN) | Registered | 78/518750 | 17-Nov-04 | 3424079 | 06-May-08 | Sunny Delight Beverages Co. |
| U.S. | SUNNY DELIGHT BOTTLE SHAPE | Registered | 72/432408 | 10-Aug-72 | 1000419 | 24-Dec-74 | Sunny Delight Beverages Co. |
| U.S. | SUNNYD | Registered | 77967420 | 24-Mar-10 | 3872803 | 9-Nov-10 | Sunny Delight Beverages Co. |
| U.S. | SUNNYD BURST | Registered | 86/581626 | 30-Mar-15 | 4876022 | 22-Dec-15 | Sunny Delight Beverages Co. |
| U.S. | SUNNYD CHILLERS | Registered | 86530331 | 10-Feb-15 | 4812248 | 15-Sep-15 | Sunny Delight Beverages Co. |

| Country | Trademark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---------|--|------------|--------------------|------------------|---------------------|-------------------|-----------------------------|
| U.S. | SUNNYD X | Registered | 86/530374 | 10-Feb-15 | 4812254 | 15-Sep-15 | Sunny Delight Beverages Co. |
| U.S. | THE WONDERS OF FRUIT. THE REFRESHMENT OF WATER | Registered | 85/029323 | 4-May-10 | 3893498 | 21-Dec-10 | Veryfine Products, Inc. |
| U.S. | THE WONDERS OF FRUIT. THE REFRESHMENT OF WATER | Registered | 77/705759 | 2-Apr-09 | 3808141 | 22-Jun-10 | Veryfine Products, Inc. |
| U.S. | VERYFINE | Registered | 85/460328 | 31-Oct-11 | 4164518 | 26-Jun-12 | Veryfine Products, Inc. |
| U.S. | VERYFINE & Apple Design (Throwback) | Registered | 86/222888 | 17-Mar-14 | 4778266 | 21-July-15 | Veryfine Products, Inc. |
| U.S. | VERYFINE (WITH OPEN APPLE DEVICE) | Registered | 75/261856 | 24-Mar-97 | 2152253 | 21-Apr-98 | Veryfine Products, Inc. |
| U.S. | VERYFINE STYLIZED SCRIPT | Registered | 74/080882 | 23-Jul-90 | 1654456 | 20-Aug-91 | Veryfine Products, Inc. |

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