TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM492716

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reeds, Inc.		10/04/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	ROSENTHAL & ROSENTHAL, INC.
Street Address:	1370 BROADWAY
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Corporation: NEW YORK

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	86035664	REED'S ORIGINAL GINGER BREW ALL-NATURAL
Serial Number:	78867175	VIRGIL'S
Serial Number:	85892888	DR. BETTER
Serial Number:	87836349	BELIEVE THE UNBELIEVABLE!
Serial Number:	87721630	REED'S

CORRESPONDENCE DATA

Fax Number: 7327266603

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.

Phone: (732) 855-6061

Email: sbordon@wilentz.com
Correspondent Name: Paul H. Shur, Esq.

Address Line 1: 110 William Street, 26th Floor

Address Line 4: New York, NEW YORK 10038-3927

ATTORNEY DOCKET NUMBER:	164946.006
NAME OF SUBMITTER:	Paul H. Shur, Esq.
SIGNATURE:	/phs/
DATE SIGNED:	10/04/2018

Total Attachments: 3

TRADEMARK
REEL: 006449 FRAME: 0887

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TRADEMARK REEL: 006449 FRAME: 0888

SECURITY INTEREST

WHEREAS, Reed's Inc., located at 201 Merritt 7 Corporate Park, Norwalk, Connecticut 06851, corporation formed under the laws of the State of Delaware (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, the Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender") located at 1370

Broadway, New York, New York 10018, pursuant to a Financing Agreement dated October 4

2018, as amended and/or supplemented (the "Financing Agreement"); and

WHEREAS, the Company is seeking to increase its credit extension pursuant to the Financing Agreement, and the Company is now granting to the Lender a security interest in the Marks, together with the good will of the business symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Lender a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Financing Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest granted hereby are more fully set forth in the Financing Agreement.

Dated: October 4, 2018

REED'S INC.

Name: Valentin Stalowir
Title: Chief Executive Officer

[notary page to follow]

#10141531.1

STATE OF NEW YORK)	
COUNTY OF NEW YORK	
On the day of SETTEMBER in the year 2018, before Stalowir personally known to me or proved to me on the bename(s) is (are) subscribed to the within instrument and ackre his/her/their capacity (ies), and that by his/her/their signature upon behalf of which the individual(s) acted, executed the ins (Signature and Office of Individual taking acknowledgment) [NOTARY STAMP]	asis of satisfactory evidence to the individual(s) whose nowledged to me that he/she/they executed the same in e(s) on the instrument, the individual(s), or the person
STATE OF New York)	
ss: COUNTY OF New York)	
individual(s) whose name(s) is (are) subscribed to the within	roved to me on the basis of satisfactory evidence to the instrument and acknowledged to me that he/she/they
executed the same in his/her/their capacity (ies), and that individual(s), or the person upon behalf of which the individual	t by his/her/their signature(s) on the instrument, the hal(s) acted, executed the instrument.
(Signature and Office of Individual taking acknowledgment)	

[NOTARY STAMP]

SCHEDULE A

(Trademarks and Domain Names in the United States)

Trademark	Serial/Reg. No.	Filing Date
REED'S ORIGINAL GINGER BREW	86035664/4513979	August 12, 2013
ALL-NATURAL JAMAICAN		
STYLE GINGER ALE		
VIRGIL'S	78867175/3213043	April 21, 2006
DR. BETTER	85892888/4432318	April 2, 2013
BELIEVE THE UNBELIEVABLE!	87836349	March 15, 2018
REED'S	87721630	December 14, 2017

Domain Names

IP Short Form, pg. 3 #10141531.1

RECORDED: 10/04/2018

TRADEMARK REEL: 006449 FRAME: 0891