

**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
Cott Beverages Inc.		03/31/2005	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	Wachovia Bank, National Association
Street Address:	201 South College Street
Internal Address:	8th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288-0680
Entity Type:	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 34**

Property Type	Number	Word Mark
Registration Number:	2926470	AQUA MIST
Registration Number:	2717975	MOUNTAIN FIZZ
Registration Number:	2713932	STARS & STRIPES
Registration Number:	2495194	STARS & STRIPES
Registration Number:	2285500	LOTSA'
Registration Number:	2267551	STARS UP
Registration Number:	2237271	DR. VESS
Registration Number:	2221781	LOTSA COUNTRY GOLD
Registration Number:	2196482	MOUNTAIN STARS
Registration Number:	2186730	DR. STRIPES
Registration Number:	2093017	LOTSA' DR POP
Registration Number:	2038287	CRYSTAL FRUIT
Registration Number:	2021327	COTT

OP \$865.00 2926470

Registration Number:	1956754	FRUIT MIST
Registration Number:	1856389	ALASKAN FALLS
Registration Number:	1840794	ALASKAN FALLS
Registration Number:	1781653	MR. FIZZ
Registration Number:	1753371	ALASKAN FALLS
Registration Number:	1507436	IT'S COTT TO BE GOOD!
Registration Number:	1486407	THIRSTY? JUST WHISTLE
Registration Number:	1273007	VINTAGE
Registration Number:	1091057	VINTAGE
Registration Number:	749859	COTT
Registration Number:	679364	COTT
Registration Number:	555776	VESS
Registration Number:	540457	COTT
Registration Number:	110004	WHISTLE
Serial Number:	78274551	M-80
Serial Number:	76336066	EMERGE
Serial Number:	78569563	FLAVOR MIST
Serial Number:	78569578	FLAVOR MIST SPARKLING
Serial Number:	78585734	FRUIT MIST
Serial Number:	76554935	HOUSE OF COTT
Serial Number:	76622454	TRIPLE PLAY PUNCH

**CORRESPONDENCE DATA**

Fax Number: (704)353-3854  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 704 331 5792  
Email: gjones@kennedycovington.com  
Correspondent Name: Karl S. Sawyer Jr., Esq.  
Address Line 1: 214 N. Tryon Street  
Address Line 2: Hearst Tower - 47th Floor  
Address Line 4: Charlotte, NORTH CAROLINA 28202

NAME OF SUBMITTER:	GeoRene Jones, TM Paralegal
Signature:	/GeoRene Jones/
Date:	06/01/2005

Total Attachments: 6  
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## TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement (this "Agreement") dated as of March 31, 2005 by and between COTT BEVERAGES INC., a Georgia corporation (the "Grantor"), having its chief executive office at 4211 W. Boy Scout Boulevard, Suite 290, Tampa, Florida 33607, and WACHOVIA BANK, NATIONAL ASSOCIATION, as Administrative Agent (the "Administrative Agent"), with offices at 201 South College Street, 8<sup>th</sup> Floor, Charlotte, North Carolina 28288-0680 for the ratable benefit of the banks and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement, dated as of March 31, 2005 (as amended, restated, supplemented or otherwise modified, the "Credit Agreement") by and between Cott Corporation, Cott Beverages Inc., Cott Beverages Limited and Cott Embotelladores de Mexico, S.A. de C.V., as the Borrowers, the Lenders and the Administrative Agent.

This Agreement is executed pursuant to the terms of a Collateral Agreement dated as of March 31, 2005 (the "Collateral Agreement") by and among Cott Corporation and certain of its Subsidiaries party thereto, including the Grantor, and the Administrative Agent. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

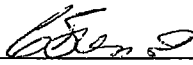
- (i) each Trademark, Trademark registration and Trademark application described on Schedule A, and all of the goodwill of the business connected with the use of, and symbolized by, each such Trademark, Trademark registration and Trademark application;
- (ii) each Trademark License described on Schedule B;
- (iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark or Trademark registration described on Schedule A or under any Trademark licensed under any Trademark License described on Schedule B, (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark License described on Schedule A or Schedule B or (c) breach or enforcement of any Trademark License described on Schedule B; and
- (iv) all products and proceeds of the foregoing.

The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 31<sup>st</sup>  
day of March, 2005.

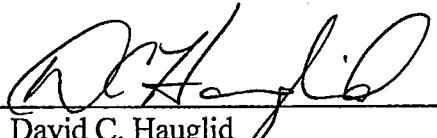
COTT BEVERAGES INC., as Grantor

By:   
Name: Catherine Brennan  
Title: Vice President, Treasurer

[Signature Pages Continue]

Agreed and Accepted as of the 31<sup>st</sup> day of March,  
2005.

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: David C. Hauglid  
Title: Vice President

ACKNOWLEDGMENT

STATE OF Pennsylvania  
COUNTY OF Philadelphia

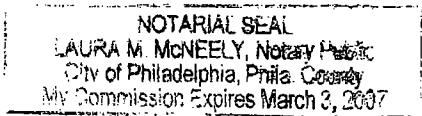
I, Laura M. McNeely, a Notary Public for said County and State, do hereby certify that Catherine Brennan personally appeared before me this day and stated that she is Vice President, Treasurer of Cott Beverages Inc. and acknowledged, on behalf of Cott Beverages Inc. the due execution of the foregoing instrument.

Witness my hand and official seal, this 30 day of March, 2005.

Laura M. McNeely  
Notary Public

My commission expires:

March 3, 2007



Schedule A to Trademark Security Agreement

TRADEMARKS

**Registered Trademarks**

<u>Trademark</u>	<u>Registration Number</u>	<u>Issued</u>	<u>Owner</u>
AQUA MIST	2,926,470	2/15/05	Cott Beverages Inc.
MOUNTAIN FIZZ	2,717,975	5/20/03	Cott Beverages Inc.
STARS & STRIPES	2,713,932	5/6/03	Cott Beverages Inc.
STARS & STRIPES	2,495,194	10/9/01	Cott Beverages Inc.
LOTSA'	2,285,500	10/12/99	Cott Beverages Inc.
STARS UP	2,267,551	8/3/99	Cott Beverages Inc.
DR. VESS	2,237,271	4/6/99	Cott Beverages Inc.
LOTSA' COUNTRY GOLD	2,221,781	2/2/99	Cott Beverages Inc.
MOUNTAIN STARS	2,196,482	10/13/98	Cott Beverages Inc.
DR. STRIPES	2,186,730	9/1/98	Cott Beverages Inc.
LOTSA' DR. POP	2,093,017	9/2/97	Cott Beverages Inc.
CRYSTAL FRUIT	2,038,287	2/18/97	Cott Beverages Inc.
COTT (stylized)	2,021,327	12/3/96	Cott Beverages Inc.
FRUIT MIST	1,956,754	2/13/96	Cott Beverages Inc.
ALASKAN FALLS & Design	1,856,389	9/27/94	Cott Beverages Inc.
ALASKAN FALLS	1,840,794	6/21/94	Cott Beverages Inc.
MR. FIZZ	1,781,653	7/13/93	Cott Beverages Inc.
ALASKAN FALLS (stylized)	1,753,371	2/16/93	Cott Beverages Inc.
ITS' COTT TO BE GOOD!	1,507,436	10/4/88	Cott Beverages Inc.
THIRSTY? JUST WHISTLE & Design	1,486,407	4/26/88	Cott Beverages Inc.
VINTAGE & Design	1,273,007	4/3/84	Cott Beverages Inc.
VINTAGE	1,091,057	5/9/78	Cott Beverages Inc.
COTT	749,859	5/21/63	Cott Beverages Inc.
COTT (stylized)	679,364	5/26/59	Cott Beverages Inc.
VESS (stylized)	555,776	3/11/52	Cott Beverages Inc.
COTT (stylized)	540,457	4/3/51	Cott Beverages Inc.
WHISTLE (stylized)	110,004	4/25/16	Cott Beverages Inc.

**Pending Trademark Applications**

<u>Trademark</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Owner</u>
M-80	78/274,551	7/15/03	Cott Beverages Inc.
EMERGE	76/336,066	11/9/01	Cott Beverages Inc.
FLAVOR MIST	78/569,563	2/17/05	Cott Beverages Inc.
FLAVOR MIST SPARKLING	78/569,578	2/17/05	Cott Beverages Inc.
FRUIT MIST	78/585,734	3/11/05	Cott Beverages Inc.
HOUSE OF COTT & Design	76/554,935	10/24/03	Cott Beverages Inc.
TRIPLE PLAY PUNCH	76/622,454	11/29/04	Cott Beverages Inc.



Schedule B to Trademark Security Agreement

TRADEMARK LICENSES

None

2316085.01  
LIB: CHARLOTTE

**TRADEMARK**

**RECORDED: 06/01/2005**

**REEL: 003094 FRAME: 0824**