

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321777

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Agreement / Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Collateral Agent		10/30/2014	National Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	PNC Bank, National Association, as Collateral Agent
Street Address:	6750 Miller Road
City:	Brecksville
State/Country:	OHIO
Postal Code:	44141
Entity Type:	National Bank: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3174202	BALANCED FOR BETTER LIVING
Registration Number:	3465043	SMOKIN' BUFFALO AWARD WINNING BBQ SAUCE
Registration Number:	3107419	DR WHAM
Registration Number:	3104542	DR RAGE
Registration Number:	2391666	BUFFALO ROCK
Registration Number:	2395766	ORANGICO
Registration Number:	2107091	
Registration Number:	1529948	GRAPICO
Registration Number:	0614538	DRINK SUN-FRESH BEVERAGES
Registration Number:	0381562	GRAPICO
Serial Number:	85156063	BUSY DAY CAFE

CORRESPONDENCE DATA

Fax Number: 7044448847

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: 704-343-2000

Email: ksaltrick@mcguirewoods.com

Correspondent Name: MCGUIREWOODS LLP

Address Line 1: 201 North Tryon street

Address Line 2: Attention: Melissa Gilbert, Esq.

TRADEMARK

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	2051606-0089 / BOA ASSIGN
NAME OF SUBMITTER:	Melissa Gilbert, Esq./McGuireWoods LLP
SIGNATURE:	/s/ Melissa Gilbert
DATE SIGNED:	10/31/2014

Total Attachments: 7

source=USPTO - Assignment from BOA to PNC - Attachment to Filing#page1.tif
source=USPTO - Assignment from BOA to PNC - Attachment to Filing#page2.tif
source=USPTO - Assignment from BOA to PNC - Attachment to Filing#page3.tif
source=USPTO - Assignment from BOA to PNC - Attachment to Filing#page4.tif
source=USPTO - Assignment from BOA to PNC - Attachment to Filing#page5.tif
source=USPTO - Assignment from BOA to PNC - Attachment to Filing#page6.tif
source=USPTO - Assignment from BOA to PNC - Attachment to Filing#page7.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Bank of America, N.A., as Existing Collateral Agent

- Individual(s)
- Partnership
- Corporation- State: _____
- Other National Bank
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) October 30, 2014

- Assignment
- Security Agreement
- Other Assignment of Security Agreement
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: PNC Bank, National Association, as Collateral Agent

Street Address: 6750 Miller Road

City: Brecksville

State: OH

Country: USA Zip: 44141

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other National Bank Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See SCHEDULE A attached hereto.

B. Trademark Registration No.(s)

See SCHEDULE A attached hereto.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: McGuireWoods LLP

Internal Address: Attention: Melissa Gilbert, Esq.

Street Address: 201 North Tryon Street, Suite 3000

City: Charlotte

State: NC Zip: 28202

Phone Number: 704-343-2000

Docket Number: 2051606-0089 (Buffalo Rock)

Email Address: mgilbert@mcguirewoods.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290.00

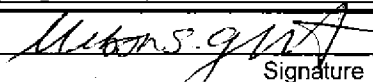
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature

October 30, 2014

Date

Melissa Gilbert, Esq./McGuireWoods, LLP, counsel to Receiving Party

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **5**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SCHEDULE A
RECORDATION FORM COVERSHEET
Item #4 Continued

TRADEMARKS AND TRADEMARK APPLICATIONS

(A) A Grant of Security Interest in United States Trademarks (*owned by Buffalo Rock Company*) recorded in the records of the Trademark Assignment Division of the U.S. Patent and Trademark Office on January 5, 2010 at Reel 004124, Frame 0307 for the following:

Trademark	Registration Number
Balanced for Better Living	3174202
Smokin' Buffalo Award Winning BBQ Sauce	3465043
Dr Wham	3107419
Dr Rage	3104542
Buffalo Rock	2391666
Orangico	2395766
Logo Mark (Buffalo)	2107091
Grapico	1529948
Drink Sun-Fresh Beverages	0614538

(B) A Grant of Security Interest in United States Trademarks (*owned by Buffalo Rock Company*) recorded in the records of the Trademark Assignment Division of the U.S. Patent and Trademark Office on April 21, 2011 at Reel 004527, Frame 0180 for the following:

Trademark	Serial Number
BUSY DAY CAFÉ	85/156,063

(C) A Grant of Security Interest in United States Trademarks (*owned by Sun Fresh Beverages, Inc.*) recorded in the records of the Trademark Assignment Division of the U.S. Patent and Trademark Office on April 21, 2011 at Reel 004527 for the following:

Trademark	Registration Number
DR. WHAM	3,107,419
GRAPICO and Design	1,529,948
GRAPICO Stylized Letters	381,562

**NOTICE OF ASSIGNMENT OF
SECURITY AGREEMENT**

This **NOTICE OF ASSIGNMENT OF SECURITY AGREEMENT** ("Notice of Assignment"), dated as of October 30, 2014, is between **BANK OF AMERICA, N.A.**, as Existing Collateral Agent as defined in the Intercreditor Agreement (defined below) ("Assignor") and **PNC BANK, NATIONAL ASSOCIATION**, as Collateral Agent ("Assignee") under that certain Second Amended and Restated Intercreditor and Collateral Agency Agreement dated as of the date hereof (the "Intercreditor Agreement") by and among Buffalo Rock Company (the "Company"), certain subsidiaries of the Company, the Lenders (as defined therein) party thereto, the Senior Note Creditors (as defined therein) party thereto, PNC Bank, National Association, in its capacity as Administrative Agent (as defined therein) and Assignee.

The Company and certain of its Subsidiaries (each a "Grantor" and collectively, the "Grantors") and Assignor entered into that certain Security Agreement dated as of December 31, 2009, as subsequently amended and restated by that certain Amended and Restated Security Agreement dated as of April 21, 2011 (as amended, the "Existing Security Agreement"). The Existing Security Agreement has been amended and restated as of the date hereof by that certain Second Amended and Restated Security Agreement between the Company, certain subsidiaries of the Company and the Collateral Agent (the "A&R Security Agreement"; the Existing Security Agreement as amended and restated by the A&R Security Agreement, the "Security Agreement").

In connection with the Existing Security Agreement:

(A) A Grant of Security Interest in United States Trademarks was recorded in the records of the Trademark Assignment Division of the U.S. Patent and Trademark Office on January 5, 2010 at Reel 004124, Frame 0307, whereby the applicable Grantor granted to Assignor a continuing security interest in all of its right, title and interest in each trademark registration and application listed below:

Trademark	Registration Number
Balanced for Better Living	3174202
Smokin' Buffalo Award Winning BBQ Sauce	3465043
Dr Wham	3107419
Dr Rage	3104542
Buffalo Rock	2391666
Orangico	2395766
Logo Mark (Buffalo)	2107091
Grapico	1529948
Drink Sun-Fresh Beverages	0614538

(B) A Grant of Security Interest in United States Trademarks was recorded in the records of the Trademark Assignment Division of the U.S. Patent and Trademark Office on April 21, 2011 at Reel 004527, Frame 0180, whereby the applicable Grantor granted to Assignor a continuing security interest in all of its right, title and interest in each trademark registration and application listed below:

Trademark	Serial Number
BUSY DAY CAFÉ	85/156,063

(C) A Grant of Security Interest in United States Trademarks was recorded in the records of the Trademark Assignment Division of the U.S. Patent and Trademark Office on April 21, 2011 at Reel 004527, Frame 0170, whereby the applicable Grantor granted to Assignor a continuing security interest in all of its right, title and interest in each trademark registration and application listed below:

Trademark	Registration Number
DR. WHAM	3,107,419
GRAPICO and Design	1,529,948
GRAPICO Stylized Letters	381,562

Pursuant to the Intercreditor Agreement, Assignor has resigned as Collateral Agent under the Security Agreement, and assigned all of its rights and obligations as Collateral Agent thereunder to Assignee, without recourse to or any representation or warranty by Assignor.

Assignor and Assignee execute this Notice of Assignment to give notice of the assignment by Assignor of all Assignor's right, title and interest as Collateral Agent in the Security Agreement to Assignee, without recourse to or any representation or warranty by Assignor.

[Signature pages follow.]

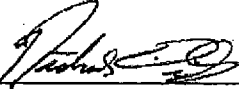
ASSIGNOR:

**BANK OF AMERICA, N.A., as Existing
Collateral Agent**

By: Heather Strickland
Name: Heather Strickland
Title: Senior Vice President

ASSIGNEE:

**PNC BANK, NATIONAL ASSOCIATION, as
Collateral Agent**

By: 
Name: Nicholas Willis
Title: SVP

ACKNOWLEDGED BY:

BUFFALO ROCK COMPANY

By: B. A. Parsons
Name: BRUCE A. PARSONS
Title: EVP & CFO

SUN FRESH BEVERAGES, INC.

By: James C. Lee, III
Name: JAMES C. LEE, III
Title: President