

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.210/31/2014
900305816

ETAS ID: TM321780

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sun Fresh Beverages, Inc.		10/30/2014	CORPORATION: DELAWARE
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: 9			
Property Type	Number	Word Mark	
Registration Number:	4038692	GRAPICO	
Registration Number:	4359775	SUNFRESH BEVERAGES, INC.	
Registration Number:	4356145	SUNFRESH LEMONADE	
Registration Number:	4356144	SUNFRESH STRAWBERRY	
Registration Number:	4356128	SUNFRESH LEMONADE GET FRESH WITH ME! EST	
Registration Number:	4356127	SUN FRESH	
Registration Number:	4348680	SUNFRESH STRAWBERRY GET FRESH WITH ME!	
Registration Number:	4124781	GRAPICO A SOUTHERN TRADITION EST. 1914 N	
Registration Number:	4049336	GET FRESH WITH ME!	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<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:	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.		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	2051606-0089 / SUN FRESH		

OP \$240.00 4038692

NAME OF SUBMITTER:	Melissa Gilbert, Esq./McGuireWoods LLP
SIGNATURE:	/s/ Melissa Gilbert
DATE SIGNED:	10/31/2014
Total Attachments: 5 source=USPTO - Sun Fresh - Attachment to Filing#page1.tif source=USPTO - Sun Fresh - Attachment to Filing#page2.tif source=USPTO - Sun Fresh - Attachment to Filing#page3.tif source=USPTO - Sun Fresh - Attachment to Filing#page4.tif source=USPTO - Sun Fresh - Attachment to Filing#page5.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):

Sun Fresh Beverages, Inc.

- Individual(s)
- Partnership
- Corporation- State: Delaware
- Other _____

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 _____
- 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, asCollateral 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

B. Trademark Registration No.(s)
4038692; 4359775; 4356145; 4356128;
4356127; 4348680; 4124781; 4049336

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:

9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 240.00

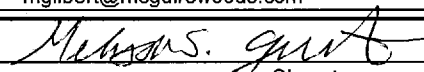
- Authorized to be charged to deposit account
- Enclosed

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

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SUN FRESH BEVERAGES, INC., a Delaware corporation (the "*Grantor*"), with principal offices at 111 Oxmoor Road, Birmingham, Alabama 35209, hereby assigns and grants to PNC Bank, National Association, as Collateral Agent, with principal offices at 6750 Miller Road, Brecksville, Ohio 44141 (the "*Grantee*"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "*Marks*") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

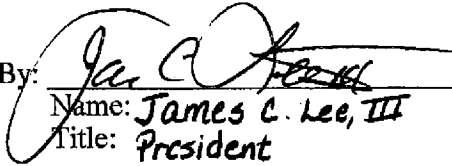
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Second Amended and Restated Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of October 29, 2014 (as amended from time to time, the "*Security Agreement*")) of the Grantor. Once the Obligations have been indefeasibly paid in full, the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 30th day of October, 2014.

SUN FRESH BEVERAGES, INC., Grantor

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

PNC BANK, NATIONAL ASSOCIATION,
as Collateral Agent and Grantee

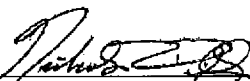
By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 30th day of October, 2014.

SUN FRESH BEVERAGES, INC., Grantor

By: _____
Name:
Title:

PNC BANK, NATIONAL ASSOCIATION,
as Collateral Agent and Grantee

By:  _____
Name: Nicholas Miller
Title: SUP

SCHEDULE A

Marks	Country	Registration No.
<u>SUN FRESH BEVERAGES, INC:</u>		
Grapico and Design	U.S.	4038692
Sunfresh Beverages, Inc.	U.S.	4359775
Sunfresh Lemonade	U.S.	4356145
Sunfresh Strawberry	U.S.	4356144
Sunfresh Lemonade Get Fresh With Me! Est. 1927	U.S.	4356128
Sun Fresh	U.S.	4356127
Sunfresh Strawberry Get Fresh With Me!	U.S.	4348680
Grapico A Southern Tradition Est. 1914 Naturally Good	U.S.	4124781
Get Fresh With Me!	U.S.	4049336

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