

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]

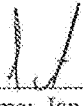
IN WITNESS WHEREOF, each Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of February 2, 2016.

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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