

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM425834

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT FOR SECURITY -- TRADEMARKS

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sunny Delight Beverages Co.		05/01/2017	Corporation: FLORIDA
Veryfine Products, Inc.		05/01/2017	Corporation: MASSACHUSETTS

## RECEIVING PARTY DATA

<b>Name:</b>	TCW Asset Management Company LLC, as collateral agent
<b>Street Address:</b>	The John Hancock Tower, 200 Clarendon Street
<b>Internal Address:</b>	51st Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02116
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	4978749	BE THE BUBBLE
Registration Number:	2127913	
Registration Number:	4519479	
Registration Number:	4519478	
Registration Number:	4519477	
Registration Number:	4209818	DRINK UP & DOWNLOAD
Registration Number:	4209821	DRINK UP & DOWNLOAD
Registration Number:	2419817	FRUIT2O
Registration Number:	4533586	FRUIT2O
Registration Number:	3782371	FRUIT2O
Serial Number:	86825216	FRUIT2O BERRY TWISTS
Registration Number:	5048273	FRUIT2O LIME TWISTS
Registration Number:	4752695	FRUIT2O NO CALORIES
Registration Number:	4752696	FRUIT2O NO CALORIES
Registration Number:	4206744	MAKE TODAY A SUNNY DAY
Registration Number:	1000420	
Registration Number:	1434149	

TRADEMARK

Property Type	Number	Word Mark
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:	4164518	VERYFINE
Registration Number:	4778266	VERYFINE
Registration Number:	1654456	VERYFINE
Registration Number:	2152253	VERYFINE

#### CORRESPONDENCE DATA

**Fax Number:** 2125935955

*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:** 212-756-2132

**Email:** scott.kareff@srz.com

**Correspondent Name:** S. Kareff c/o Schulte Roth & Zabel LLP

**Address Line 1:** 919 Third Avenue

**Address Line 2:** 19th Floor

**Address Line 4:** New York, NEW YORK 10022

<b>ATTORNEY DOCKET NUMBER:</b>	059182-0045
<b>NAME OF SUBMITTER:</b>	Scott Kareff (059182-0045)
<b>SIGNATURE:</b>	/kc for sk/
<b>DATE SIGNED:</b>	05/02/2017

#### Total Attachments: 4

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## ASSIGNMENT FOR SECURITY - - TRADEMARKS

WHEREAS, Sunny Delight Beverages Co. and Veryfine Products, Inc. (each, an "Assignor" and collectively, the "Assignors") have adopted, used and are using, and hold 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 (the "Trademarks");

WHEREAS, the Assignors have entered into an Amended and Restated Pledge and Security Agreement, dated May 1, 2017 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of TCW Asset Management Company LLC, as the Collateral 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, the Assignors have 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 the Assignors 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 the date first written above.

SUNNY DELIGHT BEVERAGES CO.

By: \_\_\_\_\_

Name: Ian B. MacTaggart

Title: Vice President and Secretary

VERYFINE PRODUCTS, INC.

By: \_\_\_\_\_

Name: Ian B. MacTaggart

Title: Vice President and Secretary

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	Loan Party
United States of America	BE THE BUBBLE	Registered	86/384,247	03-Sep-2014	4,978,749	14-Jun-2016	Veryfine Products, Inc.
United States of America	Bottle Design	Registered	75/228,209	21-Jan-1997	2,127,913	06-Jan-1998	Veryfine Products, Inc.
United States of America	Bottle Design (Bottom)	Registered	86/002,193	03-Jul-2013	4,519,479	22-Apr-2014	Sunny Delight Beverages Co.
United States of America	Bottle Design (Middle)	Registered	86/002,087	03-Jul-2013	4,519,478	22-Apr-2014	Sunny Delight Beverages Co.
United States of America	Bottle Design (Top)	Registered	86/002,072	03-Jul-2013	4,519,477	22-Apr-2014	Sunny Delight Beverages Co.
United States of America	DRINK UP & DOWNLOAD	Registered	85/544,568	16-Feb-2012	4,209,818	18-Sep-2012	Sunny Delight Beverages Co.
United States of America	DRINK UP & DOWNLOAD	Registered	85/544,578	16-Feb-2012	4,209,821	18-Sep-2012	Sunny Delight Beverages Co.
United States of America	FRUIT20	Registered	75/592,715	20-Nov-1998	2,419,817	09-Jan-2001	Veryfine Products, Inc.
United States of America	FRUIT20	Registered	86/088,887	10-Oct-2013	4,533,586	20-May-2014	Veryfine Products, Inc.
United States of America	FRUIT20	Hold to Abandon	77/657,932	27-Jan-2009	3,782,371	27-Apr-2010	Veryfine Products, Inc.
United States of America	FRUIT20 BERRY TWISTS	Allowed	86/825,216	18-Nov-2015			Veryfine Products, Inc.
United States of America	FRUIT20 LIME TWISTS	Registered	86/825,213	18-Nov-2015	5,048,273	27-Sep-2016	Veryfine Products, Inc.
United States of America	FRUIT20 NO CALORIES Stylized	Registered	86/131,264	27-Nov-2013	4,752,695	09-Jun-2015	Veryfine Products, Inc.
United States of America	FRUIT20 NO CALORIES Stylized	Registered	86/131,312	27-Nov-2013	4,752,696	09-Jun-2015	Veryfine Products, Inc.
United States of America	MAKE TODAY A SUNNY DAY	Registered	85/197,520	14-Dec-2010	4,206,744	11-Sep-2012	Sunny Delight Beverages Co.

Country	Trademark	Status	Application Number	Application Date	Registration Number	Registration Date	Loan Party
United States of America	Miscellaneous Bottle Design (Sunny Delight Bottle Shape)	Registered	72/432,409	10-Aug-1972	1,000,420	24-Dec-1974	Sunny Delight Beverages Co.
United States of America	Miscellaneous Design (Sunny Delight 64 oz. Bottle)	Registered	73/448,208	17-Oct-1983	1,434,149	24-Mar-1987	Sunny Delight Beverages Co.
United States of America	SMALL CHANGES > LIFELONG RESULTS	Registered	85/028,915	03-May-2010	4,007,190	02-Aug-2011	Veryfine Products, Inc.
United States of America	SUNNY D	Registered	74/132,521	22-Jan-1991	1,734,136	17-Nov-1992	Sunny Delight Beverages Co.
United States of America	SUNNY DELIGHT	Registered	74/537,919	15-Jun-1994	1,916,700	05-Sep-1995	Sunny Delight Beverages Co.
United States of America	SUNNY DELIGHT BEVERAGES CO. & Design	Registered	78/518,750	17-Nov-2004	3,424,079	06-May-2008	Sunny Delight Beverages Co.
United States of America	SUNNY DELIGHT BOTTLE SHAPE	Registered	72/432,408	10-Aug-1972	1,000,419	24-Dec-1974	Sunny Delight Beverages Co.
United States of America	SUNNYD	Registered	77/967,420	24-Mar-2010	3,872,803	09-Nov-2010	Sunny Delight Beverages Co.
United States of America	SUNNYD BURST	Registered	86/581,626	30-Mar-2015	4,876,022	22-Dec-2015	Sunny Delight Beverages Co.
United States of America	SUNNYD CHILLERS	Registered	86/530,331	10-Feb-2015	4,812,248	15-Sep-2015	Sunny Delight Beverages Co.
United States of America	SUNNYD X	Registered	86/530,374	10-Feb-2015	4,812,254	15-Sep-2015	Sunny Delight Beverages Co.
United States of America	VERYFINE	Registered	85/460,328	31-Oct-2011	4,164,518	26-Jun-2012	Veryfine Products, Inc.
United States of America	VERYFINE & Apple Design (Throwback)	Registered	86/222,888	17-Mar-2014	4,778,266	21-Jul-2015	Veryfine Products, Inc.
United States of America	VERYFINE Stylized	Registered	74/080,882	23-Jul-1990	1,654,456	20-Aug-1991	Veryfine Products, Inc.
United States of America	VERYFINE Stylized & Design	Registered	75/261,856	24-Mar-1997	2,152,253	21-Apr-1998	Veryfine Products, Inc.