

Form PTO-1595 (Rev. 06/04)
OMB Collection 0561-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

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)/Execution Date(s):
Sunny Delight Beverages Co. and
SD IP Holdings Company

Individuals Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Citizenship (see guidelines) _____
 Execution Date(s) August 20, 2004
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: UBS AG, Stamford Branch
 Internal _____
 Address: _____
 Street Address: 677 Washington Blvd.
 City: Stamford
 State: Connecticut
 Country: United States Zip: 06901

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Switzerland
 Other _____ Citizenship _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Second Lien Trademark Security Agreement

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

A. Trademark Application No.(s)
See Attachment.

B. Trademark Application No.(s)
See Attachment.

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: Linda A. O. Lamberson
 Internal Address: McDermott Will & Emery, LLP
 Street Address: 227 W. Monroe Street, Suite 4400
 City: Chicago
 State: Illinois Zip: 60606
 Phone Number: 312-372-2000
 Fax Number: 321-984-7700
 Email Address: llamberson@mwe.com

6. Total number of application and registrations involved: 36

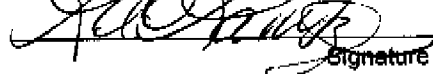
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 915.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 13-0206
 Authorized User Name McDermott Will & Emery, LLP

9. Signature: 
 Linda A. O. Lamberson
 Name of Person Signing

Date: 9/28/04

Total number of pages included cover sheet, attachments, and document 16

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ATTACHMENT TO RECORDATION COVER SHEET
SECOND LIEN TRADEMARK SECURITY AGREEMENT
BETWEEN SUNNY DELIGHT BEVERAGES CO.
AND UBS AG, STAMFORD BRANCH

A. TRADEMARK REGISTRATION NOS.:

1,000,419
1,000,420
1,283,561
1,343,111
1,352,268
1,367,998
1,376,684
1,434,149
1,734,136
1,916,700
2,164,130
2,237,662
2,296,181
2,398,023
2,501,091
2,520,774
2,541,769
2,566,234
2,678,458
2,626,568
2,667,298

B. TRADEMARK APPLICATION NOS.:

78/187,116	78/145,800
78/145,799	78/127,110
78/076,397	78/127,109
78/291,748	78/403,016
78/291,744	
75/980,315	
75/915,429	
78/039,221	
78/017,442	
78/044,510	
78/061,122	

Amended and Restated Second Lien Trademark Security Agreement

Amended and Restated Second Lien Trademark Security Agreement (this "Trademark Security Agreement"), dated as of August 20, 2004, by Sunny Delight Beverages Co., a Florida corporation (successor by name change to Sundor Brands Inc., and successor by merger to SD Acquisition Co.) (the "Borrower") and each Guarantor listed on Schedule II hereto (collectively, the "Original Guarantors," together with the Borrower, the "Pledgors"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as Second Lien Collateral Agent (in such capacity, the "Collateral Agent") pursuant to the Second Lien Credit Agreement.

WITNESSETH:

WHEREAS, Pledgors are party to an Amended and Restated Second Lien Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Second Lien Secured Parties, to enter into the Second Lien Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral to Collateral Agent. It being expressly understood and agreed that the security interests granted herein for the benefit of the Collateral Agent on behalf of the Second Lien Secured Parties shall be subject to the Intercreditor Agreement, Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the applicable Second Lien Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the

Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.


SECTION 4. Termination. Upon the full performance of the Obligations, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, each Pledgor has caused this Amended and Restated Second Lien Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

Very truly yours,

SUNNY DELIGHT BEVERAGES CO.

By: 
Name: _____
Title: _____

**BEVERAGES HOLDINGS, LLC, a Delaware
limited liability company**

**By: J.W. Childs Equity Partners III, L.P., its
managing member**

**By: J.W. Childs Advisors III, L.P., its general
partner**


By: J.W. Childs Associates, L.P., its general partner

By: J.W. Childs Associates, Inc., its general partner

By: _____
Name: _____
Title: _____

Second Lien Trademark Agreement

SD IP HOLDINGS COMPANY

By: 
Name: _____
Title: _____

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Second Lien Collateral Agent

By: _____
Name: _____
Title: _____

Wilfred V. Sain:
Director
Banking Products
Services, US

By: _____
Name: Winslowe Ogbourne
Title: Associate Director
Banking Products
Services, US

SCHEDULE I**LIEN TRADEMARK SECURITY AGREEMENT**
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS**U.S. Trademark Registrations:**

Owner	Registration No.	Trademark
Sunny Delight Beverages Co.	1,000,419	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	1,000,420	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	1,343,111	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	1,352,268	SUNNY DELIGHT (3D Bottle Device with Handle)
Sunny Delight Beverages Co.	1,367,998	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	1,434,149	SUNNY DELIGHT 64 oz. Bottle
Sunny Delight Beverages Co.	1,734,136	SUNNY D
Sunny Delight Beverages Co.	1,916,700	SUNNY DELIGHT
Sunny Delight Beverages Co.	2,164,130	SUNNY DELIGHT
Sunny Delight Beverages Co.	2,237,662	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	2,296,181	THE COOLER SIDE OF THE SUN
Sunny Delight Beverages Co.	2,398,023	SUNNY DELIGHT (Device 97)
Sunny Delight Beverages Co.	2,501,091	UNLEASH THE POWER OF THE SUN (SUNNY DELIGHT 00)
Sunny Delight Beverages Co.	2,520,774	ECLIPSE
Sunny Delight Beverages Co.	2,541,769	SUNNY DELIGHT (Stylized 00)
Sunny Delight Beverages Co.	2,566,234	SUNNY DELIGHT (& Device 00/1 bw)
Sunny Delight Beverages Co.	2,678,458	SUNNY DELIGHT (3D Device 99/1)
SD IP Holdings Co.	1,283,561	SUNSHINE ORANGE
SD IP Holdings Co.	1,376,684	SUN SIP
SD IP Holdings Co.	2,626,568	ELATIONS
SD IP Holdings Co.	2,667,298	JOY FOR JOINTS (ELATIONS 00)

U.S. Trademark Applications:

Owner	Serial No.	Trademark
Sunny Delight Beverages Co.	78/187,116	BIG D
Sunny Delight Beverages Co.	78/145,800	CHILL IT, GRAB IT, GO (SUNNY DELIGHT 02)
Sunny Delight Beverages Co.	78/145,799	COOL CASE
Sunny Delight Beverages Co.	78/076,397	MALIBU MANGO
Sunny Delight Beverages Co.	78/291,748	SUNNY D INTENSE SPORT
Sunny Delight Beverages Co.	78/127,110	THE GOOD STUFF KIDS GO FOR (SUNNY DELIGHT 02)
Sunny Delight Beverages Co.	78/127,109	THE TASTE KIDS LOVE (SUNNY DELIGHT 02)
Sunny Delight Beverages Co.	78/291,744	WARP
SD IP Holdings Co.	75/980,315	ELATIONS
SD IP Holdings Co.	75/915,429	ELATIONS
SD IP Holdings Co.	78/039,221	JOY FOR JOINTS (& Stretching Characters Device 00)
SD IP Holdings Co.	78/017,442	ELATIONS (Stretching Woman Device 00)
SD IP Holdings Co.	78/044,510	ELATIONS
SD IP Holdings Co.	78/061,122	JOYFUL JOINTS (ELATIONS 01)
SD IP Holdings Co.	78/403,016	REFUEL PLAY

International Trademark Registrations:

Owner	Country	Registration No.	Trademark
SD IP Holdings Co.	CTM (Europe)	2015279	ELATIONS

Owner	Country	Registration No.	Trademark
SD IP Holdings Co.	Germany	30047549	ELATIONS
SD IP Holdings Co.	Malaysia	99006112	SUNNY DELIGHT
SD IP Holdings Co.	Mongolia	2656	SUNNY DELIGHT
SD IP Holdings Co.	Nicaragua	28552-CC	SUNNY DELIGHT
SD IP Holdings Co.	Peru	57356	SUNNY DELIGHT
SD IP Holdings Co.	Qatar	7844	SUNNY DELIGHT
SD IP Holdings Co.	Saudi Arabia	226/49	SUNNY DELIGHT (& Arabic)
SD IP Holdings Co.	Saudi Arabia	511/69	ECLIPSE
SD IP Holdings Co.	Singapore	1999/6120	ECLIPSE
SD IP Holdings Co.	South Africa	99/11208	ECLIPSE
SD IP Holdings Co.	St. Kitts-Nevis	4907-1999	SUNNY DELIGHT
SD IP Holdings Co.	St. Lucia	215-1999	SUNNY DELIGHT
SD IP Holdings Co.	Suriname	16207	SUNNY DELIGHT
SD IP Holdings Co.	Taiwan	890356	ECLIPSE
SD IP Holdings Co.	Tanganyika	27436	SUNNY DELIGHT
SD IP Holdings Co.	Tanganyika	27437	SUNNY DELIGHT
SD IP Holdings Co.	U.A.E.	16854	SUNNY DELIGHT
SD IP Holdings Co.	Uganda	23085	SUNNY DELIGHT
SD IP Holdings Co.	Uganda	23086	SUNNY DELIGHT
SD IP Holdings Co.	Vietnam	11956	SUNNY DELIGHT
SD IP Holdings Co.	Yemen	4249	SUNNY DELIGHT (& Arabic)
SD IP Holdings Co.	Zanzibar	20/2000	SUNNY DELIGHT
Sunny Delight Beverages Co.	Argentina	1710098	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Argentina	1768033	SUNNY D
Sunny Delight Beverages Co.	Argentina	1777012	SUNNY DELIGHT
Sunny Delight Beverages Co.	Argentina	1816590	INNERG
Sunny Delight Beverages Co.	Australia	808808	INNERG
Sunny Delight Beverages Co.	Austria	112473	SUNNY DELIGHT
Sunny Delight Beverages Co.	Austria	135597	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Austria	161978	SUNNY DELIGHT
Sunny Delight Beverages Co.	Austria	162333	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Austria	164328	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Austria	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Bahamas	10614	SUNNY DELIGHT
Sunny Delight Beverages Co.	Bahamas	10616	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Belize (ext.)	8501	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	Belize (ext.)	8640	SUNNY DELIGHT
Sunny Delight Beverages Co.	Benelux	413656	FLORIDA CITRUS PUNCH
Sunny Delight Beverages Co.	Benelux	414221	SUNNY DELIGHT
Sunny Delight Beverages Co.	Benelux	416302	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Benelux	579924	SUNNY DELIGHT
Sunny Delight Beverages Co.	Benelux	581825	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Benelux	583533	SUNNY DELIGHT SMOOTHIE
Sunny Delight Beverages Co.	Benelux	590801	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Benelux	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Brazil	818547510	SUNNY DELIGHT FLORIDA CITRUS (& Device 95)
Sunny Delight Beverages Co.	Cayman Islands	2160593	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	China	1259605	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	China	1277039	SUNNY DELIGHT
Sunny Delight Beverages Co.	China	1739284	SUNNY DELIGHT (Chinese/S)
Sunny Delight Beverages Co.	Colombia	174987	SUNNY DELIGHT
Sunny Delight Beverages Co.	CTM	1408525	SUNNY D 3x3 (& Basketball Device 99)

Owner	Country	Registration No.	Trademark
Sunny Delight Beverages Co.	CTM	1409382	INNERG
Sunny Delight Beverages Co.	CTM	1608587	CARIBBEAN STYLE
Sunny Delight Beverages Co.	CTM	1610310	MEDITERRANEAN STYLE
Sunny Delight Beverages Co.	CTM	1630185	SUNNY D.COM V-LEAGUE (& Basketball Device 99)
Sunny Delight Beverages Co.	CTM	1643907	SUNNY DELIGHT (& Device 00/2 bw)
Sunny Delight Beverages Co.	CTM	1724202	SUNNY DELIGHT MEDITERRANEAN STYLE
Sunny Delight Beverages Co.	CTM	1724715	SUNNY DELIGHT CARIBBEAN STYLE
Sunny Delight Beverages Co.	CTM	311092	SUNNY DELIGHT CHILLERS
Sunny Delight Beverages Co.	CTM	766824	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	CTM	942979	SUNNY FLORIDA
Sunny Delight Beverages Co.	Cuba	128096	SUNNY DELIGHT
Sunny Delight Beverages Co.	Cuba	128170	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Czech Republic	224848	SUNNY DELIGHT
Sunny Delight Beverages Co.	Denmark	2150/96	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Denmark	7141/95	SUNNY DELIGHT
Sunny Delight Beverages Co.	Denmark	76/1987	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Denmark	77/1987	SUNNY DELIGHT
Sunny Delight Beverages Co.	Denmark	957/96	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Denmark	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Finland	105051	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Finland	105052	SUNNY DELIGHT
Sunny Delight Beverages Co.	Finland	202175	SUNNY DELIGHT
Sunny Delight Beverages Co.	Finland	205375	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Finland	208520	SUNNY DELIGHT (& Bottle)
Sunny Delight Beverages Co.	Finland	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	France	13080665	SUNNY DELIGHT SOLEIL EXOTIQUE
Sunny Delight Beverages Co.	France	1330558	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	France	1330559	SUNNY DELIGHT
Sunny Delight Beverages Co.	France	95597309	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	France	96605671	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	France	98722771	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	France	98746622	REACH FOR THE SUN
Sunny Delight Beverages Co.	France	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Germany	1187875	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Germany	2036973	SUNNY DELIGHT
Sunny Delight Beverages Co.	Germany	39541468	SUNNY DELIGHT SMOOTHIE
Sunny Delight Beverages Co.	Germany	39546011	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Germany	39601002	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Germany	39846867	REACH FOR THE SUN
Sunny Delight Beverages Co.	Germany	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Greece	101807	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Greece	126090	SUNNY DELIGHT
Sunny Delight Beverages Co.	Greece	126577	CHILLERS
Sunny Delight Beverages Co.	Greece	127009	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Greece	127957	SUNNY DELIGHT CITRUS PUNCH

Owner	Country	Registration No.	Trademark
Sunny Delight Beverages Co.	Greece	81819	SUNNY DELIGHT
Sunny Delight Beverages Co.	Greece	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Grenada	Oct-00	SUNNY DELIGHT
Sunny Delight Beverages Co.	Hong Kong	11823/2002	SUNNY DELIGHT (Chinese/S)
Sunny Delight Beverages Co.	Hong Kong	2217/1986	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Hong Kong	2218/1986	SUNNY DELIGHT
Sunny Delight Beverages Co.	Iceland	224/1988	SUNNY DELIGHT
Sunny Delight Beverages Co.	Indonesia	377230	SUNNY DELIGHT
Sunny Delight Beverages Co.	Indonesia	422640	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	IR	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Ireland	142527	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Ireland	174503	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Ireland	205517	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Ireland	208325	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	Ireland	212180	REACH FOR THE SUN
Sunny Delight Beverages Co.	Ireland	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Ireland	B111152	SUNNY DELIGHT
Sunny Delight Beverages Co.	Ireland	B175035	SUNNY DELIGHT
Sunny Delight Beverages Co.	Italy	720256	SUNNY DELIGHT SMOOTHIE
Sunny Delight Beverages Co.	Italy	720682	SUNNY DELIGHT
Sunny Delight Beverages Co.	Italy	720925	SUNNY DELIGHT
Sunny Delight Beverages Co.	Italy	720926	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Italy	755282	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Italy	760163	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Italy	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Japan	2061732	SUNNY DELIGHT
Sunny Delight Beverages Co.	Japan	2086890	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Japan	4310046	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	Japan	4423111	INNERG
Sunny Delight Beverages Co.	Korea (South)	133966	SUNNY DELIGHT
Sunny Delight Beverages Co.	Korea (South)	491839	INNERG
Sunny Delight Beverages Co.	Liechtenstein	7983	SUNNY DELIGHT
Sunny Delight Beverages Co.	Malawi	228/85	SUNNY DELIGHT
Sunny Delight Beverages Co.	Mauritius	A/27/121	SUNNY DELIGHT
Sunny Delight Beverages Co.	Mexico	22429	LIBERA LA ENERGIA DEL SOL (01 Spanish)
Sunny Delight Beverages Co.	Mexico	473131	SUNNY DELIGHT
Sunny Delight Beverages Co.	Mexico	518992	SUNNY DELIGHT Gallon Bottle
Sunny Delight Beverages Co.	Mexico	518993	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Mexico	588568	REACH FOR THE SUN
Sunny Delight Beverages Co.	Mexico	596653	GROWTHPLUS
Sunny Delight Beverages Co.	Mexico	596654	NUTRIPOWER
Sunny Delight Beverages Co.	Mexico	606592	GROWTHPLUS
Sunny Delight Beverages Co.	Mexico	622421	FLORIDA CITRUS PUNCH
Sunny Delight Beverages Co.	Mexico	633463	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	Mexico	656748	SUNNY DELIGHT (& Device 00/2 bw)
Sunny Delight Beverages Co.	Mexico	663951	SUNNY DELIGHT (& Device 96)
Sunny Delight Beverages Co.	Monaco	R00.21329	SUNNY DELIGHT
Sunny Delight Beverages Co.	Montserrat	3190	SUNNY DELIGHT
Sunny Delight Beverages Co.	Morocco	36906	SUNNY DELIGHT
Sunny Delight Beverages Co.	Netherlands Antilles	3260	SUNNY DELIGHT (3D Device 97/1)

Owner	Country	Registration No.	Trademark
Sunny Delight Beverages Co.	Netherlands Antilles	3261	FLORIDA CITRUS PUNCH
Sunny Delight Beverages Co.	Netherlands Antilles	3262	SUNNY DELIGHT
Sunny Delight Beverages Co.	New Zealand	151308	SUNNY DELIGHT
Sunny Delight Beverages Co.	New Zealand	155684	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Norway	127654	SUNNY DELIGHT
Sunny Delight Beverages Co.	Norway	151663	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Norway	178123	SUNNY DELIGHT
Sunny Delight Beverages Co.	Norway	179944	SUNNY DELIGHT CHILLERS
Sunny Delight Beverages Co.	Norway	180807	SUNNY DELIGHT (& Bottle)
Sunny Delight Beverages Co.	Norway	184199	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Norway	203989	INNERG
Sunny Delight Beverages Co.	Norway	205411	SUNNY D 3x3 (& Basketball Device 99)
Sunny Delight Beverages Co.	Norway	210591	SUNNY D.COM V-LEAGUE (& Basketball Device 99)
Sunny Delight Beverages Co.	Norway	211996	SUNNY DELIGHT (& Device 00/2 bw)
Sunny Delight Beverages Co.	Norway	213291	SUNNY D.COM V-LEAGUE (& Basketball Device 99)
Sunny Delight Beverages Co.	Panama	41070	SUNNY DELIGHT
Sunny Delight Beverages Co.	Panama	41072	FLORIDA CITRUS PUNCH
Sunny Delight Beverages Co.	Panama	41073	SUNNY DELIGHT (& Logo)
Sunny Delight Beverages Co.	Panama	97676	REACH FOR THE SUN
Sunny Delight Beverages Co.	Paraguay	194079	SUNNY DELIGHT
Sunny Delight Beverages Co.	Philippines	1996/108336	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Poland	121390	SUNNY DELIGHT
Sunny Delight Beverages Co.	Poland	133220	SUNNY FLORIDA
Sunny Delight Beverages Co.	Poland	133261	CALIFORNIA DELIGHT
Sunny Delight Beverages Co.	Poland	133262	SUNNY CALIFORNIA
Sunny Delight Beverages Co.	Poland	133265	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Poland	133266	SUNNY D
Sunny Delight Beverages Co.	Poland	133267	FLORIDA STYLE
Sunny Delight Beverages Co.	Portugal	232455	SUNNY DELIGHT
Sunny Delight Beverages Co.	Portugal	269321	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Portugal	312868	SUNNY DELIGHT
Sunny Delight Beverages Co.	Portugal	314062	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Portugal	315072	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Portugal	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Puerto Rico	24779	FLORIDA CITRUS PUNCH
Sunny Delight Beverages Co.	Puerto Rico	24780	SUNNY DELIGHT
Sunny Delight Beverages Co.	Puerto Rico	24781	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Seychelles	2614	SUNNY DELIGHT
Sunny Delight Beverages Co.	Singapore	85/5106	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Singapore	85/5107	SUNNY DELIGHT
Sunny Delight Beverages Co.	Slovakia	190537	SUNNY DELIGHT
Sunny Delight Beverages Co.	South Africa	83/1300	SUNNY DELIGHT
Sunny Delight Beverages Co.	South Africa	84/09880	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	South Africa	97/14748	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Spain	1125140	SUNNY DELIGHT
Sunny Delight Beverages Co.	Spain	1125141	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Spain	1409382	INNERG
Sunny Delight Beverages Co.	Spain	1608587	CARIBBEAN STYLE
Sunny Delight Beverages Co.	Spain	1990910	CHILLERS

Owner	Country	Registration No.	Trademark
Sunny Delight Beverages Co.	Spain	1996608	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Spain	2006148	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Spain	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	St. Vincent	Dec-99	SUNNY DELIGHT
Sunny Delight Beverages Co.	Sweden	205067	SUNNY DELIGHT
Sunny Delight Beverages Co.	Sweden	205068	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Sweden	310957	SUNNY DELIGHT
Sunny Delight Beverages Co.	Sweden	312545	CHILLERS
Sunny Delight Beverages Co.	Sweden	322051	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Sweden	329734	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Sweden	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Switzerland	355511	SUNNY DELIGHT
Sunny Delight Beverages Co.	Switzerland	356495	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Switzerland	433198	SUNNY DELIGHT
Sunny Delight Beverages Co.	Switzerland	435885	CHILLERS
Sunny Delight Beverages Co.	Switzerland	444554	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Switzerland	456461	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Switzerland	466567	SUNNY D 3x3 (& Basketball Device 99)
Sunny Delight Beverages Co.	Switzerland	467787	INNERG
Sunny Delight Beverages Co.	Switzerland	473149	SUNNY DELIGHT MEDITERRANEAN STYLE
Sunny Delight Beverages Co.	Switzerland	483969	SUNNY DELIGHT (& Device 00/2 bw)
Sunny Delight Beverages Co.	Switzerland	490102	SUNNY D.COM V-LEAGUE (& Basketball Device 99)
Sunny Delight Beverages Co.	Switzerland	495545	MEDITERRANEAN STYLE
Sunny Delight Beverages Co.	Switzerland	495546	CARIBBEAN STYLE
Sunny Delight Beverages Co.	Taiwan	344824	SUNNY DELIGHT
Sunny Delight Beverages Co.	Taiwan	910648	INNERG
Sunny Delight Beverages Co.	Taiwan	964430	SUNNY DELIGHT (Chinese/S)
Sunny Delight Beverages Co.	Thailand	KOR38169	SUNNY DELIGHT
Sunny Delight Beverages Co.	Turkey	123445	SUNNY DELIGHT
Sunny Delight Beverages Co.	Turkey	124080	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Turkey	165871	CHILLERS
Sunny Delight Beverages Co.	Turkey	169398	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	Turkey	1996/2455	SUNNY DELIGHT BOTTLE SHAPE
Sunny Delight Beverages Co.	Turkey	1998/14623	SUNNY FLORIDA
Sunny Delight Beverages Co.	Turkey	1998/14624	SUNNY CALIFORNIA
Sunny Delight Beverages Co.	Turkey	204078	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Turkey	204695	FLORIDA STYLE
Sunny Delight Beverages Co.	Turkey	204969	CALIFORNIA DELIGHT
Sunny Delight Beverages Co.	Turkey	98003714	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	Turkey	98014627	SUNNY D
Sunny Delight Beverages Co.	UK	1213373	SUNNY DELIGHT
Sunny Delight Beverages Co.	UK	1228524	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	UK	2040893	SUNNY DELIGHT CITRUS PUNCH
Sunny Delight Beverages Co.	UK	2040920	SUNNY DELIGHT SMOOTHIE
Sunny Delight Beverages Co.	UK	2102024	SUNNY DELIGHT BOTTLE SHAPE

Owner	Country	Registration No.	Trademark
Sunny Delight Beverages Co.	UK	2158478	3 ON 3 WITH SUNNY D
Sunny Delight Beverages Co.	UK	2160593	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	UK	2175073	REACH FOR THE SUN
Sunny Delight Beverages Co.	UK	991745	FLORIDA STYLE
Sunny Delight Beverages Co.	Uruguay	288809	SUNNY DELIGHT
Sunny Delight Beverages Co.	Venczuela	131700-F	SUNNY DELIGHT
Sunny Delight Beverages Co.	Zambia	B.361/85	SUNNY DELIGHT

International Trademark Applications:

Owner	Country	Application No.	Trademark
SD IP Holdings Co.	Canada	1049060	GROWTH PLUS
SD IP Holdings Co.	Canada	1069328	ELATIONS (Stretching Woman Device 00)
SD IP Holdings Co.	Canada	1071049	ELATIONSHIPS
SD IP Holdings Co.	Canada	1086058	JOY FOR JOINTS (& Stretching Characters Device 00)
SD IP Holdings Co.	Canada	1086059	JOY FOR JOINTS (ELATIONS 00)
SD IP Holdings Co.	Canada	1101646	JOYFUL JOINTS (ELATIONS 01)
SD IP Holdings Co.	West Bank	7323	SUNNY DELIGHT
Sunny Delight Beverages Co.	Austria	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Benelux	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Brazil	820280500	SUNNY D
Sunny Delight Beverages Co.	Brazil	820321311	SUNNY DELIGHT (& Device 97)
Sunny Delight Beverages Co.	Brazil	822026775	INNERG
Sunny Delight Beverages Co.	CTM	1096825	SUNNY DELIGHT
Sunny Delight Beverages Co.	CTM	942904	CALIFORNIA DELIGHT
Sunny Delight Beverages Co.	CTM	942946-OP	SUNNY CALIFORNIA
Sunny Delight Beverages Co.	CTM	991729-OP	SUNNY D
Sunny Delight Beverages Co.	Denmark	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Finland	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	France	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Germany	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Greece	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	India	844371	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	India	887060	INNERG
Sunny Delight Beverages Co.	IR	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Ireland	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Italy	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Malaysia	99011302	INNERG
Sunny Delight Beverages Co.	Nigeria	TP33422	SUNNY DELIGHT
Sunny Delight Beverages Co.	Nigeria	TP33423	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Pakistan	146073	SUNNY DELIGHT (& Device)
Sunny Delight Beverages Co.	Philippines	2002/6067	SUNNY DELIGHT
Sunny Delight Beverages Co.	Portugal	362143	LEMON STYLE
Sunny Delight Beverages Co.	Portugal	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	South Africa	97/14749	SUNNY D
Sunny Delight Beverages Co.	Spain	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Sweden	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	UK	991760	FLORIDA DELIGHT
Sunny Delight Beverages Co.	Venezuela	19005-99	INNERG

SCHEDULE II
to
TRADEMARK SECURITY AGREEMENT
ORIGINAL GUARANTORS

NAME	ADDRESS
Sunny Delight Beverages Co.	4747 Lake Forest Drive Cincinnati, OH 45252
Beverages Holdings, LLC	4747 Lake Forest Drive Cincinnati, OH 45252
SD IP Holdings Company	4747 Lake Forest Drive Cincinnati, OH 45252