

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Comerica Bank		12/20/2012	banking association: TEXAS

RECEIVING PARTY DATA

Name:	Sunny Delight Beverages Co.
Street Address:	10300 Alliance Road, Suite 500
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45242
Entity Type:	CORPORATION: FLORIDA

Name:	Beverages Holdings, LLC
Street Address:	10300 Alliance Road, Suite 500
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45242
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	3557990	ELATIONS
Serial Number:	78044510	ELATIONS
Serial Number:	75915429	ELATIONS
Serial Number:	75980315	ELATIONS
Serial Number:	76622313	ELATIONS
Serial Number:	76630053	ELATIONS
Registration Number:	2626568	ELATIONS
Serial Number:	76637768	ELATIONS

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Serial Number:	78017442	
Serial Number:	78039221	JOY FOR JOINTS
Serial Number:	78039115	JOY FOR JOINTS.
Serial Number:	78061122	JOYFUL JOINTS
Serial Number:	78403016	REFUEL PLAY
Registration Number:	1376684	SUN SIP
Registration Number:	1283561	SUNSHINE ORANGE
Registration Number:	2972888	BIG D
Registration Number:	2783311	CHILL IT, GRAB IT, GO!
Registration Number:	2783310	COOL CASE
Registration Number:	2520774	ECLIPSE
Serial Number:	78076397	MALIBU MANGO
Registration Number:	3115861	
Registration Number:	1000420	
Registration Number:	1352268	
Registration Number:	2678458	
Registration Number:	1434149	
Registration Number:	2398023	
Registration Number:	1734136	SUNNY D
Registration Number:	3165915	SUNNY D INTENSE SPORT
Registration Number:	1916700	SUNNY DELIGHT
Registration Number:	2566234	SUNNY DELIGHT
Registration Number:	2237662	SUNNY DELIGHT
Registration Number:	1367998	SUNNY DELIGHT
Registration Number:	1343111	SUNNY DELIGHT
Serial Number:	78518750	SUNNY DELIGHT BEVERAGES CO.
Registration Number:	1000419	
Registration Number:	2164130	SUNNY DELIGHT
Registration Number:	2541769	SUNNY DELIGHT
Registration Number:	2296181	THE COOLER SIDE OF THE SUN
Serial Number:	78127110	THE GOOD STUFF KIDS GO FOR
Serial Number:	78127109	THE TASTE KIDS LOVE
Registration Number:	2501091	UNLEASH THE POWER OF THE SUN
Serial Number:	78291744	WARP
Registration Number:	1508492	WINTERBROOK

	78920433	FRUITSIMPLE
Serial Number:	78897604	MOVE. LAUGH. THINK.
Serial Number:	78727207	SUNNY T
Serial Number:	77128352	VEGSIMPLE
Serial Number:	77128373	WARP
Serial Number:	77079272	FRUITSIMPLE
Serial Number:	78933407	MAKE EVERY DAY A SUNNY DAY
Registration Number:	3206803	SUMMER 4 EVER
Registration Number:	3178133	SUNNY D BAJA

CORRESPONDENCE DATA

Fax Number: 3129847700

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-372-2000

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Ghouhanisin@mwe.com

Correspondent Name: Kelly Walsh, McDermott Will & Emery LLP

Address Line 1: 227 W. Monroe Street, Suite 4400

Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER: 071883-0014

NAME OF SUBMITTER: Ulrika E. Mattsson

Signature: /Ulrika E. Mattsson/

Date: 12/20/2012

Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE dated as of December 20, 2012 (this "Release") is made by Comerica Bank, a Texas banking association, as Agent (the "Secured Party") under the Security Agreement dated as of April 3, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") and recorded in the records of the United States Patent and Trademark Office on May 23, 2007 at Trademark Reel 003548, Frame 0279 and on September 14, 2007 at Reel 3621, Frame 0505, by and between Sunny Delight Beverages Co., (the "Borrower") and Beverages Holdings, LLC, ("Holdings"), signatory thereto from time to time (collectively, the "Debtors") and the Secured Party.

WHEREAS, pursuant to the Security Agreement, the Debtors granted to the Secured Party a security interest in all of Debtors' trademarks (the "Trademarks"), including but not limited to the trademarks listed on attached Exhibit A and any trademark acquired by any Debtor thereafter.

WHEREAS, the Secured Party wishes to: (i) release and terminate all of its security interest covering the Trademarks; (ii) restore all right, title and interest in and to the Trademarks to Debtors; and (iii) terminate any and all liens and encumbrances respecting the Trademarks under the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Secured Party does hereby release and terminate its security interest in the Trademarks, and discharges, quit claims and relinquishes unto the Debtors (in each case without recourse and without any representation or warranty) any and all right, title and interest it has in and to the Trademarks under the Security Agreement.

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IN WITNESS WHEREOF, the Secured Party has caused this Release to be duly executed and delivered by its officer duly authorized as of the date above.

COMERICA BANK, as Agent

By: *David J. Sear*
Name: *David J. Sear*
Title: *Senior Vice President*

EXHIBIT A

TRADEMARK COLLATERAL

Registration Number	Registration Date	Trademark	Registered Owner
3,557,990	01-June-2009	ELATIONS	THE ELATIONS COMPANY

**Schedule 1.1: TRADEMARK LIST
BEVERAGES HOLDINGS LLC/SD IP HOLDINGS COMPANY**

Application Number	Registration Number	Registration Date	Trademark	Owner
78/044510	N/A	N/A	ELATIONS	PGCo
75/915429	N/A	N/A	ELATIONS	PGCo
75/980315	N/A	N/A	ELATIONS	PGCo
76/622313	N/A	N/A	ELATIONS	SD IP HOLDINGS COMPANY (DELAWARE, CORP)
76/630053	N/A	N/A	ELATIONS	SD IP HOLDINGS COMPANY (DELAWARE, CORP)
78/008201	2626568	24-Sep-2002	ELATIONS	SD IP HOLDINGS
76/637768	N/A	N/A	ELATIONS	SD IP HOLDINGS COMPANY (DELAWARE, CORP)
78/017442	N/A	N/A	ELATIONS (Stretching Woman Device 00)	PGCo
78/039221	N/A	N/A	JOY FOR JOINTS (& Stretching Characters Device 00)	PGCo
78/039115	2667298	24-Dec-2002	JOY FOR JOINTS. (ELATIONS 00)	PGCo
78/061122	N/A	N/A	JOYFUL JOINTS (ELATIONS 01)	PGCo
78/403016	N/A	N/A	REFUEL PLAY	BEVERAGES HOLDINGS, LLC
73/529125	1376684	31-Dec-1985	SUN SIP	PGCo
N/A	N/A	N/A	SUN SIP	SD IP HOLDINGS COMPANY (DELAWARE, CORP)
73/366248	1283561	26-Jun-1984	SUNSHINE ORANGE	PGCo

**Schedule 1.1: TRADEMARK LIST
SUNNY DELIGHT BEVERAGES CO.**

Application Number	Registration Number	Registration Date	Trademark	Registered Owner
78/187116	2972888	19-Jul-2005	BIG D	SUNNY DELIGHT BEVERAGES CO.
78/145800	2783311	11-Nov-2003	CHILL IT, GRAB IT, GO! (SUNNY DELIGHT 02)	SUNNY DELIGHT BEVERAGES CO.
78/145799	2783310	11-Nov-2003	COOL CASE	SUNNY DELIGHT BEVERAGES CO.
75/725584	2520774	18-Dec-2001	ECLIPSE	SUNNY DELIGHT BEVERAGES CO.
78/076397	N/A	N/A	MALIBU MANGO	SUNNY DELIGHT BEVERAGES CO.
76/643733	3115861	18-Jul-2006	MISCELLANEOUS (BOTTLE) DESIGN	SUNNY DELIGHT BEVERAGES CO.
72/432409	1000420	24-Dec-1974	MISCELLANEOUS BOTTLE DESIGN (SUNNY DELIGHT BOTTLE SHAPE)	SUNNY DELIGHT BEVERAGES CO.
73/444731	1352268	30-Jul-1985	MISCELLANEOUS DESIGN (SUNNY DELIGHT 3D Bottle Device with Handle)	SUNNY DELIGHT BEVERAGES CO.
75/638396	2678458	21-Jan-2003	MISCELLANEOUS DESIGN (SUNNY DELIGHT 3D Device 99/1)	SUNNY DELIGHT BEVERAGES CO.
73/448208	1434149	24-Mar-1987	MISCELLANEOUS DESIGN (SUNNY DELIGHT 64 oz. Bottle)	SUNNY DELIGHT BEVERAGES CO.
75/865198	2398023	24-Oct-2000	MISCELLANEOUS DESIGN (SUNNY DELIGHT Device 97)	SUNNY DELIGHT BEVERAGES CO.
74/132521	1734136	17-Nov-1992	SUNNY D	SUNNY DELIGHT BEVERAGES CO.
78/291748	3165915	31-Oct-2006	SUNNY D INTENSE SPORT	SUNNY DELIGHT BEVERAGES CO.
74/537919	1916700	05-Sep-1995	SUNNY DELIGHT	SUNNY DELIGHT BEVERAGES CO.

Application Number	Registration Number	Registration Date	Trademark	Registered Owner
78/001180	2566234	30-Apr-2002	SUNNY DELIGHT & Device (00/1 bw)	SUNNY DELIGHT BEVERAGES CO.
75/322253	2237662	06-Apr-1999	SUNNY DELIGHT & Device (Device 97)	SUNNY DELIGHT BEVERAGES CO.
73/476213	1367998	29-Oct-1985	SUNNY DELIGHT (& Device)	SUNNY DELIGHT BEVERAGES CO.
73/462648	1343111	18-Jun-1985	SUNNY DELIGHT (& Device)	SUNNY DELIGHT BEVERAGES CO.
78/518750	N/A	N/A	SUNNY DELIGHT BEVERAGES CO. (STYLIZED AND/OR WITH DESIGN)	SUNNY DELIGHT BEVERAGES CO.
72/432408	1000419	24-Dec-1974	SUNNY DELIGHT BOTTLE SHAPE	SUNNY DELIGHT BEVERAGES CO.
75/322251	2164130	09-Jun-1998	SUNNY DELIGHT Stylized	SUNNY DELIGHT BEVERAGES CO.
78/001182	2541769	19-Feb-2002	SUNNY DELIGHT Stylized (Stylized 00)	SUNNY DELIGHT BEVERAGES CO.
75/622881	2296181	30-Nov-1999	THE COOLER SIDE OF THE SUN	SUNNY DELIGHT BEVERAGES CO.
N/A	N/A	N/A	THE GOOD STUFF KIDS GO FOR	SUNNY DELIGHT BEVERAGES CO.
78/127110	N/A	N/A	THE GOOD STUFF KIDS GO FOR (SUNNY DELIGHT 02)	SUNNY DELIGHT BEVERAGES CO.
78/127109	N/A	N/A	THE TASTE KIDS LOVE (SUNNY DELIGHT 02)	SUNNY DELIGHT BEVERAGES CO.
78/020143	2501091	23-Oct-2001	UNLEASH THE POWER OF THE SUN (SUNNY DELIGHT 00)	SUNNY DELIGHT BEVERAGES CO.
78/291744	N/A	N/A	WARP	SUNNY DELIGHT BEVERAGES CO.
73/619586	1508492	11-Oct-1988	WINTERBROOK	SUNDOR BRANDS, INC.

Application Number	Registration Number	Registration Date	Trademark	Registered Owner
78/920433	N/A	N/A	FRUITSIMPLE	SUNNY DELIGHT BEVERAGES CO.
78/897604	N/A	N/A	MOVE.LAUGH.THINK.	SUNNY DELIGHT BEVERAGES CO.
78/727207	N/A	N/A	SUNNY T	SUNNY DELIGHT BEVERAGES CO.
77/128352	N/A	N/A	VEDGESIMPLE	SUNNY DELIGHT BEVERAGES CO.
77/128373	N/A	N/A	WARP	SUNNY DELIGHT BEVERAGES CO.
77/079272	N/A	N/A	FRUITSIMPLE & Design	SUNNY DELIGHT BEVERAGES CO.
78/933407	N/A	N/A	MAKE EVERY DAY A SUNNY DAY	SUNNY DELIGHT BEVERAGES CO.
78/594358	3206803	6-Feb-07	SUMMER 4 EVER	SUNNY DELIGHT BEVERAGES CO.
78/547208	3178133	28-Nov-06	SUNNY D BAJA	SUNNY DELIGHT BEVERAGES CO.