

08-24-2007



SHEET 1 OF 1

OFFICE OF PUBLIC RECORDS

To the Director of the U. S.

103439594

Attached documents or the new address(es) below.

4. 23.07

1. Name of conveying party(ies):

ADAM GAYNER

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: _____
- Other _____

Citizenship (see guidelines) U.S.

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) August 21, 2007

- Assignment Merger
- Security Agreement Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: FRED BEVERAGES, INC.

Internal

Address: _____

Street Address: 499 Van Brunt Street

City: Studio 10

City: Brooklyn

State: New York

Country: USA Zip: 11231

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship US
- Other _____ 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)

Serial No. 78/861,122

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

"FRED"-- Mark Filed: April 13, 2006

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: H. Jay Spiegel

Internal Address: _____

Street Address: P.O. Box 11

City: Mount Vernon

State: VA Zip: 22121

Phone Number: 703-619-0101

Fax Number: 703-619-0110

Email Address: jayspiegel@aol.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- 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 _____

Authorized User Name _____

9. Signature:

August 22, 2007

Date

H. Jay Spiegel

Signature

Total number of pages including cover sheet, attachments, and document: 2

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

08/23/2007 DBYRNE 00000056 78861122
01 FC:8521 40.00 OP

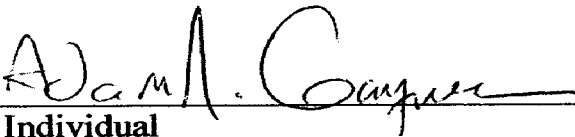
ASSIGNMENT

Whereas, ADAM GAYNER, a Sole Proprietor and Citizen of the United States of America, whose address is 499 Van Brunt Street, Studio 10, Brooklyn, New York, 11231, is the owner of Trademark application Serial No. 78//861,122, filed on April 13, 2006, for the mark "FRED", hereinafter referred to as the "Trademark"; and

Whereas, FRED BEVERAGES, INC., whose address is 499 Van Brunt Street Studio 10, Brooklyn, New York, 11231, is desirous of acquiring said Trademark; and

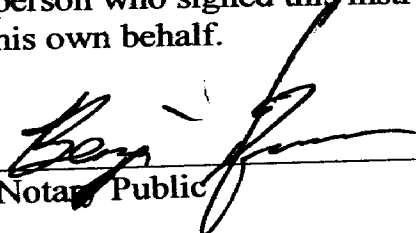
Now therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, ADAM GAYNER does hereby assign to FRED BEVERAGES, INC., all right, title and interest in and to the Trademark and the goodwill of the business symbolized hereby.

ADAM GAYNER


As Individual

State of California
County of Los Angeles

On this 21st day of August, 2007, before me appeared ADAM GAYNER, individual, the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf.


Notary Public

My Commission Expires: October 24, 2010

