

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
High Falls Brewing Company, LLC		10/19/2007	LIMITED LIABILITY COMPANY: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Basso Private Series LLC on behalf of Basso Series 2 (HBC)
<b>Street Address:</b>	1266 East Main Street
<b>Internal Address:</b>	c/o Basso Capital Management, L.P.
<b>City:</b>	Stamford
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06902
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 49**

Property Type	Number	Word Mark
Registration Number:	1927199	12 HORSE
Registration Number:	540339	GENESEE
Registration Number:	1496056	GENNY
Registration Number:	2075093	GOLDEN ANNIVERSARY
Registration Number:	2120232	HIGHFALLS
Registration Number:	3020494	JW DUNDEE'S
Registration Number:	3062676	JW DUNDEE'S AMERICAN AMBER LAGER PERFECTLY BALANCED JWD
Registration Number:	3053852	JW DUNDEE'S AMERICAN PALE ALE FULL FLAVOR JWD DUNDEE'S JW PREMIUM
Registration Number:	3167959	HONEY BROWN JW DUNDEE'S ORIGINAL HONEY FLAVORED LAGER EXTRA SMOOTH JWD PREMIUM
Registration Number:	3132784	JW DUNDEE'S ORIGINAL HONEY BROWN
Registration Number:	2913575	KIPLING

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Registration Number:	947342	KOCH'S
Registration Number:	1749555	MICHAEL SHEA'S
Registration Number:	1766890	MICHAEL SHEA'S IRISH AMBER
Registration Number:	2321783	
Registration Number:	1458619	BLACK BELT
Registration Number:	1496057	BOY, COULD I GO FOR A GENNY NOW.
Registration Number:	922614	
Registration Number:	942088	DEER RUN
Registration Number:	676100	DICKENS
Registration Number:	756196	FYFE & DRUM
Registration Number:	314280	GENESEE 12 HORSE ALE BOTTLED SINCE REPEAL
Registration Number:	1908702	GENNY ICE BEER
Registration Number:	1346654	GENNY SAVER
Registration Number:	1363652	GENNY SAVER BOTTLE \$
Registration Number:	55875	IROQUOIS BUFFALO.
Registration Number:	2284298	J.W. DUNDEE'S HONEY BROWN LAGER
Registration Number:	2278592	JW DUNDEE'S ORIGINAL HONEY BROWN EXTRA RICH LAGER
Registration Number:	593111	JENNY
Registration Number:	800483	KOCH'S
Registration Number:	1022819	KOCH'S THE TINY, LITTLE BREWERY IS WHERE REAL BEER IS MADE!
Registration Number:	728943	PHOENIX
Registration Number:	2260036	THE BEER GOD HAS SPOKEN
Registration Number:	796520	TOMAHAWK
Registration Number:	390052	TRIM
Serial Number:	78374199	AMERICA'S BACKYARD BEER
Serial Number:	77222047	GENNY LIGHT GENESEE BREWING CO. ROCHESTER, NEW YORK
Serial Number:	77229808	JW DUNDEE'S FESTIVE ALE
Serial Number:	77229460	JW DUNDEE'S HEFE WEIZEN
Serial Number:	77229442	JW DUNDEE'S IPA
Serial Number:	77229806	JW DUNDEE'S PALE BOCK
Serial Number:	77222053	SINCE 1878 GENESEE · BEER · GENESEE BREWING CO. ROCHESTER, NEW YORK
Serial Number:	77222058	SINCE 1878 GENESEE BREWING COMPANY GENESEE BREWING COMPANY ROCHESTER NEW YORK

**TRADEMARK**

**REEL: 003645 FRAME: 0226**

Serial Number:	75474159	BEER GOD
Serial Number:	75474163	
Serial Number:	75061460	H.P.A.
Serial Number:	76444158	KENDRICK'S
Serial Number:	74702624	LIL' HONEYS
Serial Number:	78473797	THUNDERBOLT

**CORRESPONDENCE DATA**

Fax Number: (212)480-8421  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-574-1200  
Email: trademarks@sewkis.com  
Correspondent Name: Beth H. Alter  
Address Line 1: One Battery Park Plaza  
Address Line 2: Seward & Kissel LLP  
Address Line 4: New York, NEW YORK 10004

NAME OF SUBMITTER:	Beth H. Alter
Signature:	/Beth H. Alter/
Date:	10/23/2007

**Total Attachments: 6**  
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**UNITED STATES TRADEMARK SECURITY AGREEMENT**

THIS TRADEMARK SECURITY AGREEMENT (as the same may be amended, modified, supplemented, renewed, extended or restated from time to time, the "Agreement"), effective as of the 19<sup>th</sup> day of October, 2007, is between HIGH FALLS BREWING COMPANY, LLC, a New York limited liability company ("BORROWER"), and BASSO PRIVATE SERIES LLC, a Delaware limited liability company, on behalf of BASSO SERIES 2 (HBC) (in its capacity as agent and collateral agent for itself, "AGENT").

**WITNESSETH:**

WHEREAS, (i) BORROWER, (ii) BASSO PRIVATE SERIES LLC, a Delaware limited liability company, on behalf of BASSO SERIES 2 (HBC), as lender and with all other lenders from time to time a party thereto ("LENDER" and "LENDERS") and, (iii) Agent have entered into that certain Bridge Loan and Security Agreement dated as of October 19, 2007 and that certain Term Loan and Security Agreement dated as of October 19, 2007 (as the same may be amended, modified or supplemented from time to time), (collectively the "Security Agreements"); all terms defined in the Security Agreements and not otherwise defined herein, wherever used herein, shall have the same meanings herein as are prescribed by the Security Agreements); and

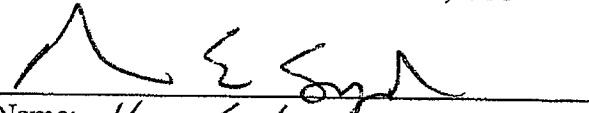
WHEREAS, pursuant to the terms of the Security Agreements, BORROWER has assigned and granted to AGENT, for the benefit of AGENT and LENDERS, a continuing security interest in certain property of BORROWER including, without limitation, all Intellectual Property, including, without limitation, all trademarks, service marks, certification marks and collective marks, and all applications and registrations therefor, and all extensions, modifications and renewals thereof, and the goodwill connected with and/or symbolized by all of the foregoing, to secure payment of all Loans now or in the future made by AGENT and/or LENDERS to BORROWER and for the payment or other satisfaction of all other Liabilities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BORROWER hereby grants to AGENT a continuing security interest in all of BORROWER's right, title, and interest in, to, and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now or hereafter owned, existing, acquired or arising, and such grant insofar as it applies to property covered by the Security Agreements, is in confirmation of the existing and continuing security interest granted under the Security Agreements: each trademark, service mark, certification mark and collective mark, and all applications and registrations therefor, including, without limitation, those set forth on Schedule I attached hereto, together with any extensions, modifications or renewals thereof, and all the goodwill connected with and/or symbolized thereby.

The security interest contained in this Agreement is granted in conjunction with the security interests granted to AGENT pursuant to the Security Agreements. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted under the Security Agreements. BORROWER hereby acknowledges and affirms that the rights and remedies of AGENT with respect to the security interests in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreements, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

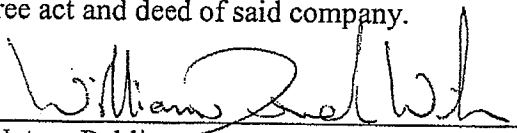
IN WITNESS WHEREOF, BORROWER and AGENT have caused this Agreement to be executed as of the 19<sup>th</sup> day of October, 2007.

HIGH FALLS BREWING COMPANY, LLC

By:   
Name: Norm Snyder  
Title: President + CEO

STATE OF New York )  
 ) ss.  
COUNTY OF Monroe )

On this 19<sup>th</sup> day of October, 2007, before me appeared Norm Snyder, to me personally known and known to me to be the person who executed the foregoing Agreement; and who being by me duly sworn, did depose and say that she/he is President and CEO of HIGH FALLS BREWING COMPANY, LLC, that she/he is duly authorized to sign this Agreement on behalf of said company, and unto me acknowledged said Agreement to be the free act and deed of said company.

  
Notary Public

**William Derek Wilson**  
Notary Public, State of New York  
Qualified in Monroe County  
Commission Expires 5/31/09

[1 out of 2 signature pages to United States Trademark Security Agreement]



SCHEDULE I

Trademark Registrations

Mark	Registration No.	Registration Date
<b>12 HORSE</b>	1,927,199	10/17/1995
<b>GENESEE</b>	540,339	04/03/1951
<b>GENNY</b>	1,496,056	07/12/1988
<b>GOLDEN ANNIVERSARY</b>	2,075,093	07/01/1997
<b>HIGHFALLS</b>	2,120,232	12/09/1997
<b>JW DUNDEE'S</b>	3,020,494	11/29/2005
<b>JW DUNDEE'S AMERICAN AMBER LAGER PERFECTLY BALANCED JWD &amp; Design</b>	3,062,676	02/28/2006
<b>JW DUNDEE'S AMERICAN PALE ALE FULL FLAVOR JW DUNDEE'S JWD PREMIUM &amp; Design</b>	3,053,852	01/31/2006
<b>JW DUNDEE'S ORIGINAL HONEY BROWN HONEY FLAVORED LAGER EXTRA SMOOTH JWD PREMIUM &amp; Design</b>	3,167,959	11/07/2006
<b>JW DUNDEE'S ORIGINAL HONEY BROWN</b>	3,132,784	08/22/2006
<b>KIPLING</b>	2,913,575	12/21/2004
<b>KOCH'S</b>	947,342	11/14/1972
<b>MICHAEL SHEA'S</b>	1,749,555	01/26/1993
<b>MICHAEL SHEA'S IRISH AMBER</b>	1,766,890	04/20/1993

Pending Trademark Applications

Mark	Application No.	Filing Date
<b>AMERICA'S BACKYARD BEER</b>	78/374,199	02/25/2004
<b>GENNY LIGHT GENESEE BREWING CO. ROCHESTER, NEW YORK &amp; Design</b>	77/222,047	07/04/2007
<b>JW DUNDEE'S FESTIVE ALE</b>	77/229,808	07/14/2007
<b>JW DUNDEE'S HEFE WEIZEN</b>	77/229,460	07/13/2007
<b>JW DUNDEE'S IPA</b>	77/229,442	07/13/2007
<b>JW DUNDEE'S PALE BOCK</b>	77/229,806	07/14/2007
<b>SINCE 1878 GENESEE · BEER · GENESEE BREWING CO. ROCHESTER, NEW YORK &amp; Design</b>	77/222,053	07/04/2007

<b>SINCE 1878 GENESEE BREWING COMPANY GENESEE BREWING COMPANY ROCHESTER NEW YORK &amp; Design</b>	77/222,058	07/04/2007
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Inactive Trademarks

<b>Mark</b>	<b>Application/ Registration number</b>	<b>Application/ Registration date</b>
<b>BEER GOD</b>	75/474,159	4/24/1998
<b>BEER GOD &amp; DESIGN</b>	2,321,783	2/22/2000
<b>BEER GOD DESIGN</b>	75/474,163	4/24/1998
<b>BLACK BELT</b>	1,458,619	09/22/1987
<b>BLACK HORSE (PENNSYLVANIA)</b>	81-34-1731	05/18/1981
<b>BLACK HORSE ALE (NEW YORK)</b>	20,284	06/15/1981
<b>BOY, COULD I GO FOR A GENNY NOW</b>	1,496,057	07/12/1988
<b>COLD-AGED</b>	922,614	10/19/1971
<b>DEER RUN</b>	942,088	08/29/1972
<b>DICKENS</b>	676,100	03/24/1959
<b>FYFE &amp; DRUM</b>	756,196	09/03/1963
<b>GENESEE 12 HORSE ALE BOTTLED SINCE REPEAL &amp; Design</b>	314,280	06/26/1934
<b>GENNY ICE BEER &amp; DESIGN</b>	1,908,702	08/01/1995
<b>GENNY SAVER</b>	1,346,654	07/02/1985
<b>GENNY SAVER BOTTLE &amp; DESIGN</b>	1,363,652	10/01/1985
<b>H.P.A.</b>	75/061,460	02/23/1996
<b>HOLIDAY BEER (NEW YORK)</b>	20,285	08/30/1991
<b>IROQUOIS BUFFALO &amp; DESIGN</b>	55,875	08/21/1906
<b>JW DUNDEE'S HONEY BROWN LAGER</b>	2,284,298	10/12/1999
<b>J.W. DUNDEE'S ORIGINAL HONEY BROWN EXTRA RICH LAGER &amp; DESIGN</b>	2,278,592	09/21/1999
<b>JENNY</b>	593,111	07/27/1954
<b>KENDRICK'S</b>	76/444,158	08/23/2002
<b>KOCH'S &amp; DESIGN</b>	800,483	12/14/1965
<b>KOCH'S THE TINY LITTLE BREWERY WHERE REAL BEER IS MADE &amp; DESIGN</b>	1,022,819	10/14/1975
<b>LIL' HONEYS</b>	74/702,624	07/11/1995



Mark	Application/ Registration number	Application/ Registration date
<b>PHOENIX</b>	728,943	03/20/1962
<b>THE BEER GOD HAS SPOKEN</b>	2,260,036	07/06/1999
<b>THUNDERBOLT (TRANSFERRED)</b>	78/473,797	08/26/2004
<b>TOMAHAWK</b>	796,520	09/21/1965
<b>TRIM</b>	390,052	09/02/1941

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