

7/22/04

07-29-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORD & TRADE



DEPARTMENT OF COMMERCE Patent and Trademark Office

102801520

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**IZZE Beverage Co.**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: July 16, 2004

2. Name and address of receiving party(ies)  
Name: High Valley Beverage, LLC  
Internal Address: Attn: Dave Francis  
Street Address: 102 N. Cascade Avenue, Suite 500  
City: Colorado Springs State: CO Zip: 80903

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Limited Liability Company

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)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
78/350,096 and 78/310,779

B. Trademark Registration No.(s)  
2,697,979

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Wendy R. McCord  
Internal Address: Sherman & Howard L.L.C.

07/22/2004 MGTACHE 00000007 78352296

01 PR:8521 40.00 OP  
02 PR:8522 50.00 OP

Street Address: 633 17th Street, Suite 3000

City: Denver State: CO Zip: 80202

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Wendy R. McCord      Wendy R. McCord      July 22, 2004  
Name of Person Signing      Signature      Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

**GRANT OF SECURITY INTEREST**

IZZE Beverage Co., a Delaware corporation ("*Grantor*"), hereby grants to High Valley Beverage, LLC, a Colorado limited liability company ("*Secured Party*"), a security interest in all Trademarks (as defined in that certain Trademark Security Agreement dated July 16, 2004 between Grantor and Secured Party (the "*Security Agreement*")), including all rights and goodwill in U.S. Trademark Registration Number 2697979 and U.S. Trademark Application No.(s) 78/350,096 and 78/310,779, pursuant to and in accordance with the terms of the Security Agreement.

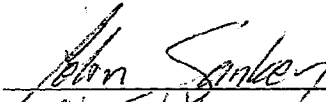
Dated: July 16, 2004

**IZZE BEVERAGE CO., as Grantor**

By:

Name:

Title:

  
\_\_\_\_\_  
John Sankey  
CFO

**ACCEPTED AND ACKNOWLEDGED BY:**

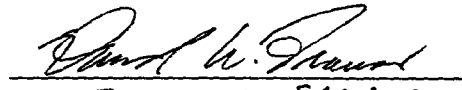
**HIGH VALLEY BEVERAGE, LLC, as Secured Party**

**By: HIGH VALLEY BEVERAGE MANAGEMENT, INC., Manager**

By:

Name:

Title:

  
\_\_\_\_\_  
DAVID W. FRANCIS  
PRESIDENT