

09-20-2004

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

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

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 Delaware

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

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

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Colorado Limited Liability Co.

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

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

Execution Date: February 23, 2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 2697979

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: David N. Schachter
 Internal Address: Sherman & Howard L.L.C.

Street Address: 633 17th St., Ste. 3000

City: Denver State: CO Zip: 80202

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

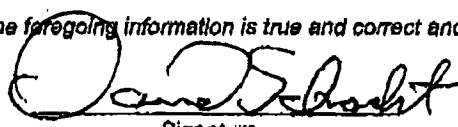
Enclosed
 Authorized to be charged to deposit account

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.

David N. Schachter  3/10/04
 Name of Person Signing Signature Date

03/24/2004 DBYRNE 00000067 2697979 Total number of pages including cover sheet, attachments, and document:

03/24/2004 DBYRNE 00000067 2697979


40.00 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 Intellectual Property (as defined in the Security Agreement), including, but not limited to, all rights and goodwill in U.S. Trademark Registration Number 2697979, now owned or hereafter acquired by Grantor pursuant to and in accordance with the terms of that certain Security Agreement dated February 23, 2004 between Grantor and Secured Party (the "Security Agreement").

Dated: February 23, 2004

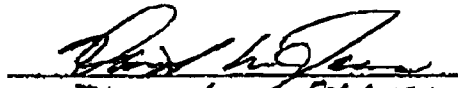
IZZE BEVERAGE CO., as Grantor

By: 
Name: Todd Wolsten
Title: President

ACCEPTED AND ACKNOWLEDGED BY:

HIGH VALLEY BEVERAGE, LLC, as Secured Party

By: HIGH VALLEY BEVERAGE MANAGEMENT, INC., Manager

By: 
Name: DAVID W. FRANCIS
Title: PRESIDENT