

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Charles C Smith		09/20/2006	INDIVIDUAL: UNITED STATES
RECEIVING PARTY DATA			
Name:	Magnificent Wine Company LLC		
Street Address:	3534 Bagley Drive Avenue N.		
Internal Address:	c/o Precept Brands LLC		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98103		
Entity Type:	LIMITED LIABILITY COMPANY: WASHINGTON		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3136632	HOUSE WINE	
Registration Number:	3054635	MY HOUSE IS YOUR HOUSE	
Serial Number:	78943457	MI CASA ES SU CASA	
Registration Number:	3097644	RED TABLE WINE	
Serial Number:	78736209	THE MAGNIFICENT WINE COMPANY	
Serial Number:	78558265		
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2063598000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Grace Han Stanton		
Address Line 1:	1201 Third Avenue, Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101		

CH \$165.00 3136632

ATTORNEY DOCKET NUMBER:	56557-40000
NAME OF SUBMITTER:	Matthew D. Schneller
Signature:	/Matthew D. Schneller/
Date:	09/22/2006
Total Attachments: 5 source=mwc assignment#page1.tif source=mwc assignment#page2.tif source=mwc assignment#page3.tif source=mwc assignment#page4.tif source=mwc assignment#page5.tif	

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (this "**Agreement**") is made as of September 20, 2006 by and between Charles Smith, an individual ("**Smith**") and The Magnificent Wine Company, LLC, a Washington limited liability company ("**MWC**").

RECITALS

A. Smith, as Seller, and Buyers, are parties to that certain Unit Purchase Agreement, dated as of September 20, 2006 (the "**Unit Purchase Agreement**"), pursuant to which Smith will sell certain units in MWC to Buyers.

B. Pursuant to the Unit Purchase Agreement, Smith is forming pursuant to that certain proposed Limited Liability Company Agreement, a copy of which is attached as Exhibit A (the "**LLC Agreement**").

C. As contemplated by the LLC Agreement, Smith shall contribute certain assets with respect to the operations conducted under the name "The Magnificent Wine Company" (such operations referred to as the "**Business**") to MWC in return for the consideration set forth in this Agreement.

D. The execution of this Agreement and the LLC Agreement is a condition to the closing of the Unit Purchase Agreement.

AGREEMENT

ACCORDINGLY, the parties agree as follows:

1. Contributed Assets

Subject to the terms and conditions of this Agreement, Smith hereby contributes and assigns to MWC and MWC accepts from Smith all of Smith's right, title and interest in the following assets (the "**Contributed Assets**"):

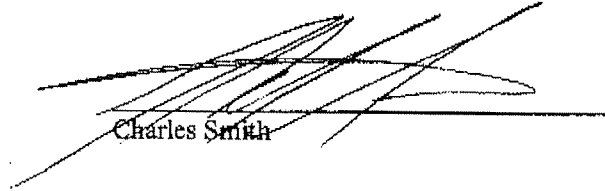
1.2 all registered and unregistered trademarks, tradenames, logos, service marks, and copyrights owned by Smith, and any goodwill and common law rights appurtenant thereto, namely those marks listed on the attached Exhibit C (the "**Trademarks**") and in the case of intent-to-use application(s), all business associated therewith, the agreed upon value of which is

REDACTED

[PAGES 2-5]

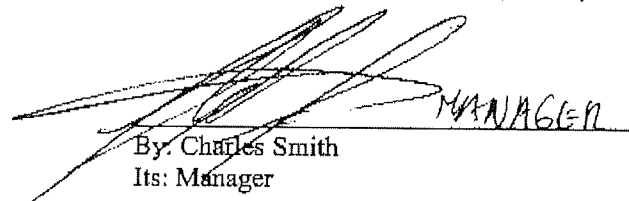
This Agreement shall be dated and effective as of the date first set forth above.

SMITH:



Charles Smith





MAGNIFICENT WINE COMPANY, LLC:




By: Charles Smith
Its: Manager

[Signature page to Assignment and Assumption Agreement]

EXHIBIT C
TRADEMARKS

Mark	Design Images	Country	Class	Application No./Date	Registration No./Date	Renewal Date	Status
HOUSE WINE and Design		United States	033	78/413,032 05/04/04	3,136,632 08/29/06	08/29/16	Registered
HOUSE WINE and Design		Canada	000	1,269,392 08/22/05			Pending
HOUSE WINE and Design		Japan	033	2005-67303 07/20/05			Pending
MY HOUSE IS YOUR HOUSE		United States	033	78/558,258 02/01/05	3,054,635 01/31/06	01/31/11	Registered
MI CASA ES SU CASA		United States	033	78/943,457 08/02/06			Pending
RED TABLE WINE and Design		United States	033	78/565,616 02/11/05	3,097,644 05/30/06	05/30/16	Registered

Mark	Design Images	Country	Class	Application No./Date	Registration No./Date	Renewal Date	Status
THE MAGNIFICENT WINE COMPANY		United States	033	78/736,209 10/19/05			Pending
THE MAGNIFICENT WINE COMPANY		Japan	033	2006-35559 04/18/06			Pending
THE MAGNIFICENT WINE COMPANY		Taiwan	033	95019401 04/18/06			Pending
WINE BOTTLE Design		United States	033	78/558,265 02/01/05	3,054,637 01/31/06	01/31/16	Registered