

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
XR Fusion Holdings LLC		08/01/2007	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	XR Fusion Holdings II, LLC		
Street Address:	1 Beach Street, Suite 300		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94133		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	77061695	JEAN-MARC XO VODKA	
Serial Number:	78466050	XO	
Registration Number:	3177900	JEAN-MARC	
Registration Number:	3220537	X-RATED	
Registration Number:	3149625	X-RATED	
Registration Number:	3200805	X-RATED FUSION LIQUEUR	
CORRESPONDENCE DATA			
Fax Number:	(415)268-7522		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	dpung@mofo.com		
Correspondent Name:	Rosemary S. Tarlton		
Address Line 1:	Morrison & Foerster LLP, 425 Market St.		
Address Line 4:	San Francisco, CALIFORNIA 94105-2482		
ATTORNEY DOCKET NUMBER:	40698-6000.000		

CH \$165.00 77061695

NAME OF SUBMITTER:	Rosemary S. Tarlton
Signature:	/Rosemary S. Tarlton/
Date:	09/13/2007
Total Attachments: 3 source=40698-6000.000 - Hold Co-New Co Assignment#page1.tif source=40698-6000.000 - Hold Co-New Co Assignment#page2.tif source=40698-6000.000 - Hold Co-New Co Assignment#page3.tif	

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, **XR Fusion Holdings LLC**, a Delaware limited liability company, with offices at 6600 LBJ Freeway, Suite 188, Dallas, Texas 75240 ("ASSIGNOR") owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as listed in Exhibit A attached hereto and incorporated herein by this reference ("MARKS"); and

WHEREAS, **XR Fusion Holdings II, LLC**, a Delaware limited liability company, with offices at 1 Beach Street, Suite 300, San Francisco, California 94133 ("ASSIGNEE"), desires to acquire all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

WHEREAS, ASSIGNOR and ASSIGNEE have entered into that certain General Assignment and Bill of Sale dated August 1, 2007, assigning, among other things, all right, title and interest in and to the MARKS and in and to the registrations and/or applications for same from ASSIGNOR to ASSIGNEE;

WHEREAS, ASSIGNEE is a successor to a portion of the business of the ASSIGNOR to which the MARKS pertain;

NOW, THEREFORE, for good and valuable consideration paid by ASSIGNEE to ASSIGNOR under the General Assignment and Bill of Sale, the receipt and sufficiency of which hereby is acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its entire right, title and interest in and to the MARKS, and to the applications and/or registrations for the MARKS, together with the goodwill of the business symbolized by the MARKS and the portion of the business of the ASSIGNOR to which the MARKS pertain, including the right to sue and recover for any past infringement thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by an authorized officer on this 1st day of August, 2007.

XR Fusion Holdings LLC

By: _____



Name: _____

Title: _____

[SIGNATURE PAGE TO ASSIGNMENT - HOLDING COMPANY AND NEWCO - UNITED STATES]

TRADEMARK
REEL: 003620 FRAME: 0777

MARKS

Mark	International Class	Application Number	Application Date	Registration Number	Registration Date	Expiration Date
JEAN-MARC	33	78/449,457	07/12/2004	3,177,900	11/28/2006	11/28/2016
JEAN-MARC XO VODKA	33	77/061,695	12/11/2006	N/A	N/A	N/A
XO and Design 	33	78/466,050	08/11/2004	N/A	N/A	N/A
X-RATED	33	78/439,451	06/22/2004	3,220,537	03/20/2007	03/20/2017
X-RATED and Design 	33	78/452,057	07/16/2004	3,149,625	09/26/2006	09/26/2016
X-RATED FUSION LIQUEUR	33	78/687,922	08/08/2005	3,200,805	01/23/2007	01/23/2017