

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
White Rock Distilleries, Inc.		10/11/2007	CORPORATION: MAINE

RECEIVING PARTY DATA	
Name:	Proximo Spirits, Inc.
Street Address:	c/o Abelman Frayne & Schwab
Internal Address:	666 Third Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	78950224	BERRY THREE OLIVES BERRY FLAVORED VODKA
Serial Number:	77235794	THREE OLIVES
Registration Number:	2464552	THREE OLIVES VODKA
Serial Number:	78950674	CHERRY THREE OLIVES CHERRY FLAVORED VODKA
Serial Number:	78950227	CHOCOLATE THREE OLIVES CHOCOLATE FLAVORED VODKA
Serial Number:	78951295	CITRUS THREE OLIVES CITRUS FLAVORED VODKA
Serial Number:	78950241	GRAPE THREE OLIVES GRAPE FLAVORED VODKA
Serial Number:	78950692	GREEN APPLE THREE OLIVES GREEN APPLE FLAVORED VODKA
Serial Number:	77235948	THREE OLIVES
Serial Number:	78950229	ORANGE THREE OLIVES ORANGE FLAVORED VODKA
Serial Number:	78950644	RASPBERRY THREE OLIVES RASPBERRY FLAVORED VODKA

CH \$390.00 78950224

Serial Number:	77236035	
Serial Number:	78950214	VANILLA THREE OLIVES VANILLA FLAVORED VODKA
Serial Number:	78951447	WATERMELON THREE OLIVES WATERMELON FLAVORED VODKA
Serial Number:	78950325	THREE OLIVES

CORRESPONDENCE DATA

Fax Number: (212)949-9190
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2129499022
Email: LBAILEY@LAWABEL.COM
Correspondent Name: VICTOR M. TANNENBAUM
Address Line 1: 666 THIRD AVENUE
Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	8003272
NAME OF SUBMITTER:	VICTOR M. TANNENBAUM
Signature:	/VMT/
Date:	10/16/2007

Total Attachments: 3
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UNITED STATES OF AMERICA

ASSIGNMENT


WHEREAS, **WHITE ROCK DISTILLERIES, INC.**, a corporation organized and existing under the laws of the State of Maine, with an office at 21 Saratoga Street, Lewiston, Maine 04241-1829, United States of America (hereinafter called the ASSIGNOR) is the owner of and has adopted and used the trademarks registered in the United States Patent and Trademark Office or for which applications for registration have been filed in the United States Patent and Trademark Office as set forth on the attached schedule.

AND WHEREAS, **PROXIMO SPIRITS, INC.**, a corporation organized and existing under the laws of the State of Delaware, with an address c/o Abelman Frayne & Schwab, 666 Third Avenue, New York, New York 10017 United States of America (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademarks and the registrations thereof.

NOW, THEREFORE, in consideration of U.S. \$1.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, its right, title and interest in and to the said trademarks, trademark registrations and trademark applications, together with that part of the goodwill of the ASSIGNOR's business connected with the use of and symbolized by the said trademarks.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 11th day of October, 2007.

WHITE ROCK DISTILLERIES, INC.

By 
Title: _____
Chief operating officer/Chief Financial Officer

UNITED STATES

SCHEDULE

<u>TRADEMARK</u>	<u>NUMBER</u>
THREE OLIVES	3253658
THREE OLIVES BERRY FLAVORED VODKA AND DESIGN	3253653
THREE OLIVES BOTTLE (COLOR)	77/235794 (Appl.)
THREE OLIVES CHERRY FLAVORED VODKA	3253668
THREE OLIVES CHOCOLATE FLAVORED VODKA AND DESIGN	3253654
THREE OLIVES CITRUS FLAVORED VODKA AND DESIGN	3253689
THREE OLIVES GRAPE FLAVORED VODKA AND DESIGN	3253656
THREE OLIVES GREEN APPLE FLAVORED VODKA	3253669
THREE OLIVES LOGO	77/235948 (Appl.)
THREE OLIVES ORANGE FLAVORED VODKA AND DESIGN	3253655
THREE OLIVES RASPBERRY FLAVORED VODKA AND DESIGN	3253667
THREE OLIVES SWORD LOGO (COLOR)	77/236035 (Appl.)
THREE OLIVES VANILLA FLAVORED VODKA AND DESIGN	3253652
THREE OLIVES VODKA	2464552
THREE OLIVES WATERMELON FLAVORED VODKA AND DESIGN	78/951447 (Appl.)

NOTARIAL CERTIFICATE - Corporation

UNITED STATES OF AMERICA)
STATE OF NEW YORK) SS:
COUNTY OF NEW YORK)

On this 11th day of October, 2007, before me personally appeared

John M. Suczynski to me known, who, being by me duly sworn,
did depose and say that he/she is the Chief Operating Officer/Chief Financial Officer
of WHITE ROCK DISTILLERIES, INC. described in and which executed the foregoing document
and that he/she signed his/her name thereto.

(Notarial Seal)



Notary Public

ALEXANDER M. WINSOR
Notary Public, State of New York
No. 01W6151780
Qualified in New York County
Commission Expires August 28, 2010