

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
High Falls Brewing Company, LLC		10/19/2007	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Basso Private Series LLC on behalf of Basso Series 2 (HBC)
Street Address:	1266 East Main Street
Internal Address:	c/o Basso Capital Management, L.P.
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	1927199	12 HORSE
Registration Number:	540339	GENESEE
Registration Number:	1496056	GENNY
Registration Number:	2075093	GOLDEN ANNIVERSARY
Registration Number:	2120232	HIGHFALLS
Registration Number:	3020494	JW DUNDEE'S
Registration Number:	3062676	JW DUNDEE'S AMERICAN AMBER LAGER PERFECTLY BALANCED JWD
Registration Number:	3053852	JW DUNDEE'S AMERICAN PALE ALE FULL FLAVOR JWD DUNDEE'S JW PREMIUM
Registration Number:	3167959	HONEY BROWN JW DUNDEE'S ORIGINAL HONEY FLAVORED LAGER EXTRA SMOOTH JWD PREMIUM
Registration Number:	3132784	JW DUNDEE'S ORIGINAL HONEY BROWN
Registration Number:	2913575	KIPLING

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Registration Number:	947342	KOCH'S
Registration Number:	1749555	MICHAEL SHEA'S
Registration Number:	1766890	MICHAEL SHEA'S IRISH AMBER
Registration Number:	2321783	
Registration Number:	1458619	BLACK BELT
Registration Number:	1496057	BOY, COULD I GO FOR A GENNY NOW.
Registration Number:	922614	
Registration Number:	942088	DEER RUN
Registration Number:	676100	DICKENS
Registration Number:	756196	FYFE & DRUM
Registration Number:	314280	GENESEE 12 HORSE ALE BOTTLED SINCE REPEAL
Registration Number:	1908702	GENNY ICE BEER
Registration Number:	1346654	GENNY SAVER
Registration Number:	1363652	GENNY SAVER BOTTLE \$
Registration Number:	55875	IROQUOIS BUFFALO.
Registration Number:	2284298	J.W. DUNDEE'S HONEY BROWN LAGER
Registration Number:	2278592	JW DUNDEE'S ORIGINAL HONEY BROWN EXTRA RICH LAGER
Registration Number:	593111	JENNY
Registration Number:	800483	KOCH'S
Registration Number:	1022819	KOCH'S THE TINY, LITTLE BREWERY IS WHERE REAL BEER IS MADE!
Registration Number:	728943	PHOENIX
Registration Number:	2260036	THE BEER GOD HAS SPOKEN
Registration Number:	796520	TOMAHAWK
Registration Number:	390052	TRIM
Serial Number:	78374199	AMERICA'S BACKYARD BEER
Serial Number:	77222047	GENNY LIGHT GENESEE BREWING CO. ROCHESTER, NEW YORK
Serial Number:	77229808	JW DUNDEE'S FESTIVE ALE
Serial Number:	77229460	JW DUNDEE'S HEFE WEIZEN
Serial Number:	77229442	JW DUNDEE'S IPA
Serial Number:	77229806	JW DUNDEE'S PALE BOCK
Serial Number:	77222053	SINCE 1878 GENESEE · BEER · GENESEE BREWING CO. ROCHESTER, NEW YORK
Serial Number:	77222058	SINCE 1878 GENESEE BREWING COMPANY GENESEE BREWING COMPANY ROCHESTER NEW YORK

TRADEMARK

REEL: 003645 FRAME: 0226

Serial Number:	75474159	BEER GOD
Serial Number:	75474163	
Serial Number:	75061460	H.P.A.
Serial Number:	76444158	KENDRICK'S
Serial Number:	74702624	LIL' HONEYS
Serial Number:	78473797	THUNDERBOLT

CORRESPONDENCE DATA

Fax Number: (212)480-8421
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-574-1200
Email: trademarks@sewkis.com
Correspondent Name: Beth H. Alter
Address Line 1: One Battery Park Plaza
Address Line 2: Seward & Kissel LLP
Address Line 4: New York, NEW YORK 10004

NAME OF SUBMITTER:	Beth H. Alter
Signature:	/Beth H. Alter/
Date:	10/23/2007

Total Attachments: 6
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UNITED STATES TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (as the same may be amended, modified, supplemented, renewed, extended or restated from time to time, the "Agreement"), effective as of the 19th day of October, 2007, is between HIGH FALLS BREWING COMPANY, LLC, a New York limited liability company ("BORROWER"), and BASSO PRIVATE SERIES LLC, a Delaware limited liability company, on behalf of BASSO SERIES 2 (HBC) (in its capacity as agent and collateral agent for itself, "AGENT").

WITNESSETH:

WHEREAS, (i) BORROWER, (ii) BASSO PRIVATE SERIES LLC, a Delaware limited liability company, on behalf of BASSO SERIES 2 (HBC), as lender and with all other lenders from time to time a party thereto ("LENDER" and "LENDERS") and, (iii) Agent have entered into that certain Bridge Loan and Security Agreement dated as of October 19, 2007 and that certain Term Loan and Security Agreement dated as of October 19, 2007 (as the same may be amended, modified or supplemented from time to time), (collectively the "Security Agreements"); all terms defined in the Security Agreements and not otherwise defined herein, wherever used herein, shall have the same meanings herein as are prescribed by the Security Agreements); and

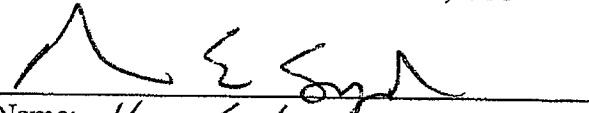
WHEREAS, pursuant to the terms of the Security Agreements, BORROWER has assigned and granted to AGENT, for the benefit of AGENT and LENDERS, a continuing security interest in certain property of BORROWER including, without limitation, all Intellectual Property, including, without limitation, all trademarks, service marks, certification marks and collective marks, and all applications and registrations therefor, and all extensions, modifications and renewals thereof, and the goodwill connected with and/or symbolized by all of the foregoing, to secure payment of all Loans now or in the future made by AGENT and/or LENDERS to BORROWER and for the payment or other satisfaction of all other Liabilities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BORROWER hereby grants to AGENT a continuing security interest in all of BORROWER's right, title, and interest in, to, and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now or hereafter owned, existing, acquired or arising, and such grant insofar as it applies to property covered by the Security Agreements, is in confirmation of the existing and continuing security interest granted under the Security Agreements: each trademark, service mark, certification mark and collective mark, and all applications and registrations therefor, including, without limitation, those set forth on Schedule I attached hereto, together with any extensions, modifications or renewals thereof, and all the goodwill connected with and/or symbolized thereby.

The security interest contained in this Agreement is granted in conjunction with the security interests granted to AGENT pursuant to the Security Agreements. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted under the Security Agreements. BORROWER hereby acknowledges and affirms that the rights and remedies of AGENT with respect to the security interests in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreements, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

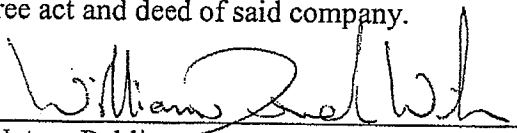
IN WITNESS WHEREOF, BORROWER and AGENT have caused this Agreement to be executed as of the 19th day of October, 2007.

HIGH FALLS BREWING COMPANY, LLC

By: 
Name: Norm Snyder
Title: President + CEO

STATE OF New York)
) ss.
COUNTY OF Monroe)

On this 19th day of October, 2007, before me appeared Norm Snyder, to me personally known and known to me to be the person who executed the foregoing Agreement; and who being by me duly sworn, did depose and say that she/he is President and CEO of HIGH FALLS BREWING COMPANY, LLC, that she/he is duly authorized to sign this Agreement on behalf of said company, and unto me acknowledged said Agreement to be the free act and deed of said company.


Notary Public

William Derek Wilson
Notary Public, State of New York
Qualified in Monroe County
Commission Expires 5/31/09

[1 out of 2 signature pages to United States Trademark Security Agreement]

BASSO PRIVATE SERIES LLC on behalf of
BASSO SERIES 2 (HBC)

By: _____
Name: Howard I. Fischer
Title: Authorized Signatory

STATE OF CT)
) ss. Stamford
COUNTY OF Fairfield)

On this 19th day of October, 2007, before me appeared Howard I. Fischer, to me personally known and known to me to be the person who executed the foregoing Agreement; and who being by me duly sworn, did depose and say that he is an authorized signatory of BASSO PRIVATE SERIES LLC on behalf of BASSO SERIES 2 (HBC), that ~~she~~he is duly authorized to sign this Agreement on behalf of said company, and unto me acknowledged said Agreement to be the free act and deed of said company.

Renée A. Robillard
Notary Public **RENEE A. ROBILLARD**
NOTARY PUBLIC
MY COMMISSION EXPIRES 5/31/2010



[2 out of 2 signature pages to United States Trademark Security Agreement]

SCHEDULE I

Trademark Registrations

Mark	Registration No.	Registration Date
12 HORSE	1,927,199	10/17/1995
GENESEE	540,339	04/03/1951
GENNY	1,496,056	07/12/1988
GOLDEN ANNIVERSARY	2,075,093	07/01/1997
HIGHFALLS	2,120,232	12/09/1997
JW DUNDEE'S	3,020,494	11/29/2005
JW DUNDEE'S AMERICAN AMBER LAGER PERFECTLY BALANCED JWD & Design	3,062,676	02/28/2006
JW DUNDEE'S AMERICAN PALE ALE FULL FLAVOR JW DUNDEE'S JWD PREMIUM & Design	3,053,852	01/31/2006
JW DUNDEE'S ORIGINAL HONEY BROWN HONEY FLAVORED LAGER EXTRA SMOOTH JWD PREMIUM & Design	3,167,959	11/07/2006
JW DUNDEE'S ORIGINAL HONEY BROWN	3,132,784	08/22/2006
KIPLING	2,913,575	12/21/2004
KOCH'S	947,342	11/14/1972
MICHAEL SHEA'S	1,749,555	01/26/1993
MICHAEL SHEA'S IRISH AMBER	1,766,890	04/20/1993

Pending Trademark Applications

Mark	Application No.	Filing Date
AMERICA'S BACKYARD BEER	78/374,199	02/25/2004
GENNY LIGHT GENESEE BREWING CO. ROCHESTER, NEW YORK & Design	77/222,047	07/04/2007
JW DUNDEE'S FESTIVE ALE	77/229,808	07/14/2007
JW DUNDEE'S HEFE WEIZEN	77/229,460	07/13/2007
JW DUNDEE'S IPA	77/229,442	07/13/2007
JW DUNDEE'S PALE BOCK	77/229,806	07/14/2007
SINCE 1878 GENESEE · BEER · GENESEE BREWING CO. ROCHESTER, NEW YORK & Design	77/222,053	07/04/2007

SINCE 1878 GENESEE BREWING COMPANY GENESEE BREWING COMPANY ROCHESTER NEW YORK & Design	77/222,058	07/04/2007
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Inactive Trademarks

Mark	Application/ Registration number	Application/ Registration date
BEER GOD	75/474,159	4/24/1998
BEER GOD & DESIGN	2,321,783	2/22/2000
BEER GOD DESIGN	75/474,163	4/24/1998
BLACK BELT	1,458,619	09/22/1987
BLACK HORSE (PENNSYLVANIA)	81-34-1731	05/18/1981
BLACK HORSE ALE (NEW YORK)	20,284	06/15/1981
BOY, COULD I GO FOR A GENNY NOW	1,496,057	07/12/1988
COLD-AGED	922,614	10/19/1971
DEER RUN	942,088	08/29/1972
DICKENS	676,100	03/24/1959
FYFE & DRUM	756,196	09/03/1963
GENESEE 12 HORSE ALE BOTTLED SINCE REPEAL & Design	314,280	06/26/1934
GENNY ICE BEER & DESIGN	1,908,702	08/01/1995
GENNY SAVER	1,346,654	07/02/1985
GENNY SAVER BOTTLE & DESIGN	1,363,652	10/01/1985
H.P.A.	75/061,460	02/23/1996
HOLIDAY BEER (NEW YORK)	20,285	08/30/1991
IROQUOIS BUFFALO & DESIGN	55,875	08/21/1906
JW DUNDEE'S HONEY BROWN LAGER	2,284,298	10/12/1999
J.W. DUNDEE'S ORIGINAL HONEY BROWN EXTRA RICH LAGER & DESIGN	2,278,592	09/21/1999
JENNY	593,111	07/27/1954
KENDRICK'S	76/444,158	08/23/2002
KOCH'S & DESIGN	800,483	12/14/1965
KOCH'S THE TINY LITTLE BREWERY WHERE REAL BEER IS MADE & DESIGN	1,022,819	10/14/1975
LIL' HONEYS	74/702,624	07/11/1995

Mark	Application/ Registration number	Application/ Registration date
PHOENIX	728,943	03/20/1962
THE BEER GOD HAS SPOKEN	2,260,036	07/06/1999
THUNDERBOLT (TRANSFERRED)	78/473,797	08/26/2004
TOMAHAWK	796,520	09/21/1965
TRIM	390,052	09/02/1941

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