

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LASALLE BUSINESS CREDIT, LLC		11/22/2006	LTD LIAB JT ST CO:
RECEIVING PARTY DATA			
Name:	Hawaiian Natural Water Company, Inc.		
Street Address:	98-746 Kuahao Place		
City:	Pearl City		
State/Country:	HAWAII		
Postal Code:	96782		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2982673	HAWAIIAN SPRINGS	
CORRESPONDENCE DATA			
Fax Number:	(949)851-9348		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(949) 757-7148		
Email:	ocipdocketing@mwe.com, tescamilla@mwe.com		
Correspondent Name:	Farah P. Bhatti, Esq.		
Address Line 1:	18191 Von Karman Avenue, Suite 500		
Address Line 2:	MCDERMOTT WILL & EMERY LLP		
Address Line 4:	Irvine, CALIFORNIA 92612-7108		
ATTORNEY DOCKET NUMBER:	76917-0013-7883		
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.		
Signature:	/farahbhatti/		

CH \$40.00 2982673

Date:

04/01/2008

Total Attachments: 9

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LaSalle Bank National Association
135 South LaSalle Street
Chicago, Illinois 60603

November 22, 2006

AMCON Distributing Company
7405 Irvington Road
Omaha, Nebraska 68122

And

Chamberlin Natural Foods, Inc.
430 North Orlando Avenue
Winter Park, Florida 32789

And

Hawaiian Natural Water Company, Inc.
98-746 Kuahao Place
Pearl City, Hawaii 96782

And

Health Food Associates, Inc.
7807 East 51st Street
Tulsa, Oklahoma 74145

And

Trinity Springs, Inc.
1101 West River Street
Suite 370
Boise, Idaho 83702

Re: Sale by Hawaiian Natural Water Company, Inc. of Certain "Property"

Ladies and Gentlemen:

Reference is hereby made to that certain Amended and Restated Loan and Security Agreement dated as of September 30, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "**Loan Agreement**") among AMCON Distributing Company, a Delaware corporation ("**AMCON**"), Chamberlin Natural Foods, Inc., a Florida corporation ("**Chamberlin Natural**"), Hawaiian Natural Water Company, Inc., a Delaware corporation ("**Hawaiian Natural**"), Health Food Associates, Inc., an Oklahoma corporation ("**Health Food**"), and Trinity Springs, Inc., a Delaware corporation ("**Trinity Springs**", and together with AMCON, Chamberlin Natural, Hawaiian Natural and Health Food, individually each referred to herein as a "**Borrower**" and collectively referred to herein as the "**Borrowers**"), LaSalle Bank

National Association, a national banking association, as agent (in such capacity, the "Agent") for itself, M&I Marshall & Ilsley Bank (successor by merger to Gold Bank), and all other lenders from time to time party thereto (collectively referred to herein as the "Lenders"), and the Lenders. All capitalized terms used but not defined herein shall have the respective meanings assigned to such terms in the Loan Agreement.

The Borrowers have informed the Agent and the Lenders that Hawaiian Natural wishes to enter into that certain Asset Purchase Agreement dated as of November 20, 2006 between Hawaiian Natural and Hawaiian Springs, LLC, a Delaware limited liability company (the "Purchaser"), pursuant to which Hawaiian Natural will sell to the Purchaser, and the Purchaser will purchase from Hawaiian Natural, the "Property" (as such term is defined in **Exhibit A** attached hereto). Pursuant to the Loan Agreement, Hawaiian Natural has granted to the Agent, for the benefit of the Agent and the Lenders, liens on and security interests in all or substantially all of the assets of Hawaiian Natural, including, without limitation, the Property. The Agent and the Lenders are willing to release all of the Agent's liens on and security interests in the Property subject to the terms and conditions hereof.

The Agent and the Lenders agree that upon the Borrowers' payment to the Agent of \$2,400,000 (the "Payoff Amount") on or before 5:00 p.m. (Chicago, Illinois time) on November 22, 2006 by wire transfer in immediately available funds to the following account:

Bank: LaSalle Bank National Association
ABA#: 071 000 505
Attention: Amcon Distributing Company
Account Number: 5800091075
Reference: Amcon Distributing Company

all of the Agent's liens on and security interests in the Property shall be released and terminated. After the Agent's receipt of the Payoff Amount in accordance with the foregoing sentence, (a) the Agent will deliver to the Borrowers such Uniform Commercial Code financing statement amendments as are necessary to evidence the release and termination of the Agent's liens on and security interests in the Property (collectively referred to herein as the "UCC Releases"), and (b) the Borrowers shall be authorized, at the Borrowers' expense, to file the UCC Releases.

[SIGNATURES APPEAR ON FOLLOWING PAGES.]

Very Truly Yours,

LASALLE BANK NATIONAL
ASSOCIATION, a national banking
association, as Agent and a Lender

By: [Signature]
Title: EP

M&I MARSHALL & ISLEY BANK, as a
Lender

By: [Signature], VP
Title: VP
MARK JANNAMAN

Very Truly Yours,

**LASALLE BANK NATIONAL
ASSOCIATION**, a national banking
association, as Agent and a Lender

By: _____
Title: _____

M&I MARSHALL & ILSLEY BANK, as a
Lender

By: Mark Jannaman, VP
Title: VP
MARK JANAMAN

ACKNOWLEDGED AND AGREED TO
this ____ day of November, 2006:

AMCON DISTRIBUTING COMPANY

By: *Kathleen Allen*
Title: PRESIDENT

**HAWAIIAN NATURAL WATER
COMPANY, INC.**

By: _____
Title: _____

**CHAMBERLIN NATURAL FOODS,
INC.**

By: _____
Title: _____

HEALTH FOOD ASSOCIATES, INC.

By: _____
Title: _____

TRINITY SPRINGS, INC.

By: _____
Title: _____

ACKNOWLEDGED AND AGREED TO
this ____ day of November, 2006:

AMCON DISTRIBUTING COMPANY

By: _____
Title: _____

**HAWAIIAN NATURAL WATER
COMPANY, INC.**

By: *Stan Dikow*
Title: PRESIDENT

**CHAMBERLIN NATURAL FOODS,
INC.**

By: _____
Title: _____

HEALTH FOOD ASSOCIATES, INC.

By: _____
Title: _____

TRINITY SPRINGS, INC.

By: _____
Title: _____

ACKNOWLEDGED AND AGREED TO
this ____ day of November, 2006:

AMCON DISTRIBUTING COMPANY

By: _____
Title: _____

**HAWAIIAN NATURAL WATER
COMPANY, INC.**

By: _____
Title: _____

**CHAMBERLIN NATURAL FOODS,
INC.**

By: Christine D. Dineen
Title: VP

HEALTH FOOD ASSOCIATES, INC.

By: Christine D. Dineen
Title: VP

TRINITY SPRINGS, INC.

By: _____
Title: _____

ACKNOWLEDGED AND AGREED TO
this ____ day of November, 2006:

AMCON DISTRIBUTING COMPANY

By: _____
Title: _____

**HAWAIIAN NATURAL WATER
COMPANY, INC.**

By: _____
Title: _____

**CHAMBERLIN NATURAL FOODS,
INC.**

By: _____
Title: _____

HEALTH FOOD ASSOCIATES, INC.

By: _____
Title: _____

TRINITY SPRINGS, INC.

By: Ande C. Olsen
Title: Secretary

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>Next Action Due (Original)</i>							
HAWAIIAN EDGE (Used by Trinity Springs)							
UNITED STATES	806581-0025	12/7/2004	78/528,165			ALLOWED	32
	11/2/2006	STATEMENT OF USE					
	11/2/2006	FILE ITU EXTENSION					
32 - beverages, namely, all natural sports drinks							
HAWAIIAN SPRINGS							
CHINA	806581-0026	1/25/2005	4480988			PENDING	32
	7/25/2006	STATUS CHECK					
32 - bottled water							
EUROPEAN UNION (CT)	806581-0027	12/10/2004	4189809	2/10/2006	4189809	REGISTERED	32
	2/10/2011	PROOF OF USE					
32 - bottled water							
FIJI	806581-0028	3/3/2005	136/2005	3/22/2006	136/2005	REGISTERED	32
	3/22/2011	PROOF OF USE					
32 - Local Class 44; bottled water							
HONG KONG	806581-0029	12/13/2004	300336771			ABANDONED	32
32 - bottled water							
JAPAN	806581-0030	12/27/2004	118334/2004			ABANDONED	32
32 - bottled water, waters (beverages), soft drinks, fruit juices							
PHILIPPINES	806581-0031	1/25/2005	4-2005-000762			PENDING	32
	10/26/2006	STATUS CHECK					
32 - bottled water							
TAIWAN	806581-0032	12/10/2004	93057954	1/1/2006	1190312	REGISTERED	32
	1/1/2009	PROOF OF USE					
32 - bottled water							
UNITED STATES	806581-0003	5/12/2004	78/417,643	6/7/2005	2,959,884	REGISTERED	32
	12/26/2006	RE STATUS CHECK					
32 - bottled water Date of first use 2/24/95 Date of first use in commerce 9/15/95							
UNITED STATES	806581-0044	3/11/2005	78/585,148			ABANDONED	5
5 - fruit drinks, herbal teas, sports drinks and other beverages; food products, including organic and natural foods; dietary supplements, nutritional supplements, vitamin supplements and nutraceuticals; spa products, bath products, essential oils, hair care products, skin care products, body care products and nail care products; cosmetics; scented oils and fragrances; herbal products; aromatherapy products; homeopathic remedies, and dentifrices							
HAWAIIAN SPRINGS and Design (Chinese Version - Old Flower)							
TAIWAN	806581-0020	12/2/1998	87058131	12/1/1999	877755	REGISTERED	32
	2/22/2006	STATE OF INCORPORATN					
32 - mineral water, bottled mineral water							
HAWAIIAN SPRINGS and Design (New Volcano)							
JAPAN	806581-0016	1/21/2004	2004-4299	12/3/2004	4822593	REGISTERED	32
	12/3/2007	PROOF OF USE					
32 - mineral water made in Hawaii, waters (beverages) made in Hawaii, carbonated drinks (refreshing beverage) made in Hawaii							
THAILAND	806581-0033	12/28/2004	577478			ABANDONED	32
32 - bottled water							
UNITED STATES	806581-0007	12/18/2003	78/565,825	8/9/2005	2,982,873	REGISTERED	32
	12/26/2006	RE STATUS CHECK					
32 - bottled water Date of first use 3/6/2003 Date of first use in commerce 9/15/03							

TRADEMARK

RECORDED: 04/01/2008

REEL: 003750 FRAME: 0560