

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Basso Private Series LLC on behalf of Basso Series 2 (HBC)		01/23/2009	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	KPS Capital Finance Management, LLC		
Street Address:	485 Lexington Avenue		
Internal Address:	31st Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	1927199	12 HORSE	
Registration Number:	0540339	GENESEE	
Registration Number:	1496056	GENNY	
Registration Number:	2075093	GOLDEN ANNIVERSARY	
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	
Registration Number:	0947342	KOCH'S	

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Registration Number:	1749555	MICHAEL SHEA'S
Registration Number:	1766890	MICHAEL SHEA'S IRISH AMBER
Registration Number:	3479189	GENNY LIGHT GENESEE BREWING COMPANY, ROCHESTER, NEW YORK
Registration Number:	3479246	JW DUNDEE'S FESTIVE ALE
Registration Number:	3479241	JW DUNDEE'S HEFE WEIZEN
Registration Number:	3479240	JW DUNDEE'S IPA
Registration Number:	3479245	JW DUNDEE'S PALE BOCK
Registration Number:	3479191	SINCE 1878 GENESEE · BEER · GENESEE BREWING COMPANY ROCHESTER, NEW YORK
Registration Number:	3479192	SINCE 1878 GENESEE BREWING COMPANY GENESEE BREWING COMPANY ROCHESTER NEW YORK

CORRESPONDENCE DATA

Fax Number: (312)840-7884

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (312) 840-7860

Email: mmurphy@jenner.com

Correspondent Name: Mariann R. Murphy

Address Line 1: 330 N. Wabash Avenue

Address Line 2: Jenner & Block LLP

Address Line 4: Chicago, ILLINOIS 60611-7603

ATTORNEY DOCKET NUMBER:	48349-10024
NAME OF SUBMITTER:	Mariann R. Murphy
Signature:	/Mariann R. Murphy/
Date:	01/27/2009

Total Attachments: 6

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ASSIGNMENT OF
UNITED STATES TRADEMARK SECURITY AGREEMENT

This ASSIGNMENT OF UNITED STATES TRADEMARK SECURITY AGREEMENT (the "Assignment") is made as of January 23, 2009 by Basso Private Series LLC, on behalf of Basso Series 2 (HBC) (the "Existing Agent"), for good and valuable consideration, in favor of KPS Capital Finance Management, LLC (the "New Agent").

Reference is hereby made to that certain United States Trademark Security Agreement dated as of October 19, 2007 (the "Trademark Security Agreement") by High Falls Brewing Company, LLC (the "Borrower"), in favor of the New Agent, pursuant to which the Borrower granted to the New Agent a security interest in all of its Trademark Collateral (as defined in the Trademark Security Agreement), including, without limitation, the applications and registrations set forth on Schedule I attached hereto.

The Existing Agent hereby assigns, transfers and sets over to the New Agent, in its capacity as agent and collateral agent, its successors and assigns, all of its right, title and interest in and to the Trademark Security Agreement, including, without limitation, the Trademark Collateral and the applications and registrations set forth on Schedule I attached hereto.

This Assignment is being executed pursuant to that certain Assignment and Assumption Agreement dated as of January 15, 2009, among the Existing Agent, the New Agent, certain affiliates of the New Agent, and the Borrower, without any additional representation or warranties and without in any way qualifying or amending the representations and warranties contained therein.

*[Remainder of Page Intentionally Left Blank;
Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed as of the date first above written by its duly authorized officer.

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

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

STATE OF CT)
COUNTY OF Fairfield) SS. Stamford

I HEREBY CERTIFY that on this 21st day of January, 2009, before me, the undersigned officer, personally appeared Howard I. Fischer, who acknowledged himself to be an Authorized Signatory of Basso Private Series LLC, and that he, in such capacity, being authorized to do so, executed this Assignment for the purposes therein contained, by signing the name of Basso Private Series LLC, on behalf of Basso Series 2 (HBC), as a Series of Basso Private Series LLC.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Renee A. Robillard
Notary Public

RENEE A. ROBILLARD
NOTARY PUBLIC
MY COMMISSION EXPIRES 5/31/2010

My Commission expires:

May 31, 2010

[Signature Page to Assignment of United States
Trademark Security Agreement]

TRADEMARK
REEL: 003925 FRAME: 0152

SCHEDULE I

TRADEMARK COLLATERAL

See Attached.

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

(ii)

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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