

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
KPS Capital Finance Management, LLC	FORMERLY as assignee of Basso Private Series LLC on behalf of Basso Series 2 (HBC)	02/19/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	High Falls Brewing Company, LLC
Street Address:	445 St. Paul Street
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14605
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

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

TRADEMARK

REEL: 003955 FRAME: 0741

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Registration Number:	1749555	MICHAEL SHEA'S
Registration Number:	1766890	MICHAEL SHEA'S IRISH AMBER
Serial Number:	77222047	GENNY LIGHT GENESEE BREWING COMPANY, 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 COMPANY ROCHESTER, NEW YORK
Serial Number:	77222058	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: CHGOIP@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:	48349-10032
NAME OF SUBMITTER:	Mariann R. Murphy
Signature:	/Mariann R. Murphy/
Date:	03/19/2009

Total Attachments: 4

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RELEASE OF SECURITY INTERESTS IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made as of February 19, 2009 ("Effective Date") by and between High Falls Brewing Company, LLC, a New York limited liability company (the "Borrower") and KPS Capital Finance Management, LLC, a Delaware limited liability company (as assignee of Basso Private Series LLC, a Delaware limited liability company, on behalf of Basso Series 2 (HBC), in its capacity as agent and collateral agent acting on behalf of the Lenders, in such capacity, the "Agent"). All terms capitalized but not otherwise defined shall have the meaning set forth in the Trademark Security Agreement (as defined below).

WHEREAS, the Borrower entered into (i) that certain Bridge Loan and Security Agreement, dated as of October 19, 2007 (as amended or otherwise modified, the "Bridge Loan Agreement") and (ii) that certain Term Loan and Security Agreement, dated as of October 19, 2007 (as amended or otherwise modified, the "Term Loan Agreement", together the Bridge Loan Agreement, the "Loan Agreements"), in each case, with Agent and the Lenders;

WHEREAS, to secure its obligations under the Loan Agreements, the Borrower entered into that certain United States Trademark Security Agreement dated as of October 19, 2007, with the Agent (the "Trademark Security Agreement"), pursuant to which the Borrower granted to the Agent all right, title, and interest in, to, and under the following, whether owned on October 19, 2007 or thereafter owned, existing, acquired or arising: 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 "Trademark Collateral"); and

WHEREAS, the Loan Agreements and the financing arrangements related thereto have been terminated.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates the Trademark Security Agreement, and hereby terminates, cancels and releases any and all security interests it has against the Trademark Collateral.

The Agent shall, at the Borrower's expense, take all further actions, and provide to the Borrower, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), requested by the Borrower to more fully and effectively effectuate the purposes of this Release.

* * * * *

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date.

**KPS CAPITAL FINANCE MANAGEMENT,
LLC, as Agent**

By: 

Name: Kevin Madden

Title: Treasurer

*[Signature Page to Release of Security Interests in Trademarks
with respect to US Trademark Security Agreement]*

SCHEDULE I**TRADEMARKS**

Trademark Registrations

	Registrations	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

	Applications	Application 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

Inactive Trademarks

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
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