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
Austin, Nichols & Co., Incorporated		05/29/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Rare Breed Distilling LLC
Street Address:	One Beach Street, Suite 300
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94133
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	3605659	
Registration Number:	0517642	AUSTIN NICHOLS
Registration Number:	1661300	BEYOND DUPLICATION
Registration Number:	1170488	
Registration Number:	3057401	
Registration Number:	1960987	KENTUCKY SPIRIT
Registration Number:	1734141	RARE BREED
Registration Number:	2598839	RUSSELL'S RESERVE
Registration Number:	2823335	
Registration Number:	2263273	TURKEY FLAT
Registration Number:	3069606	WILD DUCK CREEK ESTATE
Registration Number:	2263231	WILD TURKEY
Registration Number:	1085002	WILD TURKEY
Registration Number:	2793635	WILD TURKEY

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Registration Number:	2812114	WILD TURKEY
Registration Number:	2812113	WILD TURKEY
Registration Number:	2812112	WILD TURKEY
Registration Number:	2960003	WILD TURKEY
Registration Number:	2665677	WILD TURKEY
Registration Number:	2653735	WILD TURKEY
Registration Number:	2634627	WILD TURKEY
Registration Number:	3304574	WILD TURKEY AMERICAN HONEY
Registration Number:	3006403	WILD TURKEY BOURBON
Registration Number:	3088275	WILD TURKEY BOURBON 101
Registration Number:	0874829	
Registration Number:	2882234	WILD TURKEY FREEDOM
Registration Number:	1670450	WILD TURKEY KENTUCKY LEGEND BEYOND DUPLICATION
Registration Number:	0513549	WILD TURKEY
Serial Number:	77378265	WILD TURKEY

CORRESPONDENCE DATA

Fax Number: (415)268-7522

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

Email: dpung@mofo.com

Correspondent Name: Rosemary S. Tarlton

Address Line 1: Morrison & Foerster LLP, 425 Market St.

Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER:	40698-23
NAME OF SUBMITTER:	Rosemary S. Tarlton
Signature:	/Rosemary S. Tarlton/
Date:	07/01/2009

Total Attachments: 3

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, Austin, Nichols & Co., Incorporated, a Delaware corporation, with offices at 777 Westchester Avenue, White Plains, NY 10604 ("ASSIGNOR") owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as listed in Exhibit A attached hereto and incorporated herein by this reference ("MARKS"); and

WHEREAS, Rare Breed Distilling LLC, a Delaware limited liability company, with offices at One Beach Street, Suite 300, San Francisco, CA 94133 ("ASSIGNEE"), desires to acquire all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

WHEREAS, ASSIGNOR and ASSIGNEE have entered into that certain US Trademark Assignment dated May 14, 2009 ("Trademark Assignment Agreement"), assigning, among other things, all right, title and interest in and to the MARKS and in and to the registrations and/or applications for same from ASSIGNOR to ASSIGNEE;

WHEREAS, ASSIGNEE is a successor to a portion of the ongoing business of the ASSIGNOR to which the MARKS pertain;

NOW, THEREFORE, for good and valuable consideration paid by ASSIGNEE to ASSIGNOR, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its entire right, title and interest in and to the MARKS, and to the applications and/or registrations for the MARKS, together with the goodwill of the business symbolized by the MARKS and the portion of the business of the ASSIGNOR to which the MARKS pertain, including the right to sue and recover for any past infringement thereof.

Nothing in this confirmatory trademark agreement shall alter the terms of the Trademark Assignment Agreement.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

ASSIGNOR:	ASSIGNEE:
Austin, Nichols & Co., Incorporated	**Rare Breed Distilling LLC**
By: [signature]	By: [signature]
Name: Kenneth James	Name: JAMES McLachlan
Title: Assistant Secretary	Title: CFO

sf-2686153

EXHIBIT A

TRADEMARK APPLICATIONS AND REGISTRATIONS

Mark	Serial No. / Filing Date	Reg. No. / Reg. Date	Class(es)
Black Silhouette of a Turkey Design	77562458 9/4/2008	3605659 4/14/2009	33
AUSTIN NICHOLS (Stylized) Austin Nichols	71556168 5/4/1948	0517642 11/15/1949	33
BEYOND DUPLICATION	74018903 1/16/1990	1661300 10/15/1991	33
Flying Turkey Design	73241835 12/6/1979	1170488 9/22/1981	33
Wild Turkey Design	78503693 10/21/2004	3057401 2/7/2006	33
KENTUCKY SPIRIT	74522320 4/29/1994	1960987 3/5/1996	33
RARE BREED	74168627 5/21/1991	1734141 11/17/1992	33
RUSSELL'S RESERVE	76023463 4/11/2000	2598839 7/23/2002	33
Turkey in a Circle Design	78219201 2/26/2003	2823335 3/16/2004	33
TURKEY FLAT & Design TURKEY FLAT	75548786 9/4/1998	2263273 7/20/1999	33
WILD DUCK CREEK ESTATE	76117982 8/28/2000	3069606 3/21/2006	33
WILD TURKEY	75536800 8/14/1998	2263231 7/20/1999	33
WILD TURKEY	73107274 11/22/1976	1085002 2/7/1978	33

Mark	Serial No. / Filing Date	Reg. No. / Reg. Date	Class(es)
WILD TURKEY	76271061 6/13/2001	2793635 12/16/2003	14
WILD TURKEY	76271059 6/13/2001	2812114 2/10/2004	18
WILD TURKEY	76271058 6/13/2001	2812113 2/10/2004	21
WILD TURKEY	76271057 6/13/2001	2812112 2/10/2004	25
WILD TURKEY	76073984 6/21/2000	2960003 6/7/2005	30
WILD TURKEY	76271056 6/13/2001	2665677 12/24/2002	28
WILD TURKEY	76271055 6/13/2001	2653735 11/26/2002	6, 20
WILD TURKEY	76271060 6/13/2001	2634627 10/15/2002	16
WILD TURKEY AMERICAN HONEY	78881718 5/11/2006	3304574 10/2/2007	33
WILD TURKEY BOURBON	78233720 4/3/2003	3006403 10/11/2005	33
WILD TURKEY BOURBON 101	78233721 4/3/2003	3088275 5/2/2006	33
Wild Turkey Design	72307822 9/20/1968	0874829 8/12/1969	33
WILD TURKEY FREEDOM	76310804 9/7/2001	2882234 9/7/2004	33
WILD TURKEY KENTUCKY LEGEND & Design	74138849 2/13/1991	1670450 12/31/1991	33
WILD TURKEY (Stylized) WILD TURKEY	71495649 1/30/1946	0513549 8/16/1949	33
WILD TURKEY	77378265 1/23/2008		16