

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Peaberry Coffee, Inc.		04/13/2010	CORPORATION: COLORADO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Western Financial Associates, LLC		
<b>Street Address:</b>	822 7th Street, Suite 700		
<b>City:</b>	Greeley		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80631		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: COLORADO		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1952461	PEABERRY COFFEE	
Registration Number:	1665981	PEABERRY COFFEE	
Registration Number:	1954170	PEABERRY COFFEE GROUNDS CREW	
Registration Number:	3000086	PEABERRY FROZEN JOE	
Registration Number:	2999941	THE PEABERRY BEAR	
Registration Number:	2964538	FROZEN BEAR	
Registration Number:	2816386	PEABERRY COFFEE	
Registration Number:	3183144	POLAR BEAR	
Registration Number:	1770298	POLAR BEAR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)864-8999		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215.864.8207		
<b>Email:</b>	bischoff@ballardspahr.com		
<b>Correspondent Name:</b>	Jamie B. Bischoff		

CH \$240.00 1952461

**900164488**

**TRADEMARK  
 REEL: 004223 FRAME: 0726**

Address Line 1: Ballard Spahr LLP  
Address Line 2: 1735 Market Street, 51st floor  
Address Line 4: Philadelphia, PENNSYLVANIA 19103-7599

ATTORNEY DOCKET NUMBER:	582750
NAME OF SUBMITTER:	Jamie B. Bischoff
Signature:	/Jamie B. Bischoff/
Date:	06/14/2010

Total Attachments: 8  
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## ASSIGNMENT OF MARKS

WHEREAS, Peaberry Coffee, Inc., a Colorado corporation having its principal place of business at 1299 East 58<sup>th</sup> Street, Denver, Colorado 80216 (“Assignor”), is the owner of certain federally registered trademarks and servicemarks (collectively, the “Registered Marks”) and related registrations shown on the attached Schedule A (the “Registrations”) as well as the common-law trademarks and servicemarks shown on the attached Schedule A and other common-law marks used in connection with the business (collectively, all such marks being referred to herein as the “Common-law Marks”) (the Registered Marks and the Common-law Marks are referred to herein collectively as the “Marks”);

WHEREAS, Western Financial Associates, LLC, is a Colorado limited liability corporation having its principal place of business at 822 7th Street, Suite 700, Greeley, Colorado 80631 (“Assignee”);

WHEREAS, the Assignor is indebted to the Assignee in the amount of \$2,139,648.33, including accrued interest as of March 31, 2010, as evidenced by those certain promissory notes executed by Assignor (the “Promissory Notes”);

WHEREAS, the Promissory Notes are secured by that certain Security Agreement dated February 7, 2008, as assigned to the Assignee, which grants to Assignee a security interest in, among other things, the Marks;

WHEREAS, the Assignee has proposed and Assignor has accepted and consented to a partial strict foreclosure on Assignee’s security interest in the collateral, including the Marks, on the terms and subject to the conditions set forth in the Notice of Partial Strict Foreclosure;

WHEREAS, Assignor desires to transfer and Assignee desires to receive all rights in the business to which the Marks pertain, together with all rights in the Registered Marks, the Registrations, and the Common-law Marks, and all associated goodwill.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor hereby assigns to Assignee, its successors and assigns, Assignor's entire right, title and interest in and to the business to which the Marks pertain, together with the Registered Marks, the Registrations, and the Common-law Marks and the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE, intending to be legally bound, set their hand and seal this 13th day of April, 2010.

ASSIGNOR:

PEABERRY COFFEE, INC.,  
a Colorado corporation






By: Bill Teter  
Name: Bill Teter  
Title: President

ASSIGNEE:

WESTERN FINANCIAL ASSOCIATES, LLC  
a Colorado limited liability company

By: Bill Teter  
Name: Bill Teter  
Title: Manager

SCHEDULE A

Registered Marks		
<u>Mark</u>	<u>Serial No. and Registration No.</u>	<u>Filing Date</u>
	SN: 74/549554 RN: 1952461	7/14/1994
	SN: 74/104411 RN: 1665981	10/9/1990
	SN: 74/530676 RN: 1954170	5/27/1994
	SN: 76/593609 RN: 3000086	5/24/2004
	SN: 76/578476 RN: 2999941	3/1/2004

<b>FROZEN BEAR</b>	SN: 76/532645 RN: 2964538	7/28/2003
<b>PEABERRY COFFEE</b>	SN: 76/460504 RN: 2816386	10/21/2002
<b>POLAR BEAR</b>	SN: 78/705036 RN: 3183144	9/1/2005
<b>POLAR BEAR</b>	SN: 74/314775 RN: 1770298	9/17/1992
<b>Common-law Marks</b>		
<b>EXCLUSIVE ROASTS</b>		
<b>TASTE THE BEAN NOT A ROAST STYLE</b>		
<b>COLORADO IN A CUP</b>		
<b>NATURAL PLEASURES</b>		
<b>JOE DOUGH CARD</b>		
<b>E BEANS</b>		
<b>PEABERRY SPRINKLES</b>		
<b>BIG JOE</b>		
<b>TASTE OF THE BEAN</b>		
<b>PEABERRY PROMISE</b>		
<b>BREAKFAST</b>		

<b>MYSTIC MOUNTAIN</b>
<b>HAWAIIAN</b>
<b>JAZULA</b>
<b>15<sup>TH</sup> ANNIVERSARY</b>
<b>PRIVATE ESTATE</b>
<b>MOCHA JAVA</b>
<b>FLATIRONS</b>
<b>ROCKIES</b>
<b>VIENNESE</b>
<b>SPECIAL</b>
<b>ESPRESSO MILANO</b>
<b>ESPRESSO ITALIAN STYLE</b>
<b>VIENNESE DECAF</b>
<b>ESPRESSO DECAF</b>
<b>DARK FRENCH DECAF</b>
<b>CENTENNIAL</b>
<b>HOLIDAY</b>
<b>ZERO CAL COLA BEAR</b>
<b>DIET COLA BEAR</b>



<b>PEABERRY'S COLA BEAR</b>
<b>PEABERRY'S WHITE MOCHA</b>
<b>INTENSITEA</b>
<b>WHITE CHOCOLATE CHAI</b>
<b>BONFIRE MOCHA</b>
<b>PEABERRY'S COLORADO SPICE</b>
<b>CHERRY BEAR</b>
<b>DARK CHERRY BEAR</b>
<b>CRUNCH BEAR</b>
<b>DARK CHOCOLATE CRUNCH BEAR</b>
<b>CARMEL BANANA BEAR</b>
<b>TROPICAL BEAR</b>
<b>VANILLA BEAR</b>
<b>CREAM FUSIONS (STRAWBERRY/BANANA, MANGO, WILDBERRY, CHOCOLATE, CARMEL, VANILLA)</b>
<b>PEABERRY'S HOLIDAY CHAI</b>
<b>PEABERRY'S BANANA CREAM LATTE</b>
<b>PEABERRY'S DARK CHOCOLATE MOCHA</b>
<b>CHOCOLATE MARSHMALLOW BEAR</b>

<b>STEAMED BEAR</b>
<b>CARMEL CRUNCH</b>
<b>MIXED BEAR</b>
<b>HOLIDAY MINT TRUFFLE</b>
<b>PUMPKIN SPICE LATTE</b>
<b>EGG NOG LATTE</b>
<b>ROASTED DAILY SENSATIONALLY FRESH.</b>
<b>FUN AND FRIENDLY PEOPLE SERVING AWESOME COFFEE</b>
<b>EXPERIENCE THE DIFFERENCE.</b>
<b>P-MUG.</b>
<b>PEABERRY PROFILES</b>
<b>LIGHT AND MILD</b>
<b>RICH AND CREAMY</b>
<b>EXTRAVAGANT AND EXOTIC</b>
<b>DARK AND INTENSE</b>