

**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>
Carolina Beer & Beverage, LLC		01/28/2011	LIMITED LIABILITY COMPANY: NORTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	638 Brewing Company, Inc.		
<b>Street Address:</b>	638 West Fourth Street		
<b>City:</b>	Winston-Salem		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	27101		
<b>Entity Type:</b>	CORPORATION: NORTH CAROLINA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2193033	CAROLINA BLONDE	
Registration Number:	3723066	RED, WHEAT, & BLUE	
Registration Number:	2596165	CHARLESTON ALES	
Registration Number:	3862441	COTTONWOOD	
Registration Number:	2116605	COTTONWOOD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(704)335-9674		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	trademarks@parkerpoe.com		
<b>Correspondent Name:</b>	William B. Cannon		
<b>Address Line 1:</b>	401 S. Tryon St., Ste. 3000		
<b>Address Line 4:</b>	Charlotte, NORTH CAROLINA 28202		
<b>ATTORNEY DOCKET NUMBER:</b>	113778		

OP \$140.00 2193033

**900183839**

**TRADEMARK  
 REEL: 004477 FRAME: 0747**

NAME OF SUBMITTER:	William B. Cannon
Signature:	/William B. Cannon/
Date:	02/14/2011
<b>Total Attachments: 4</b> source=Assignment of Federal Trademarks#page1.tif source=Assignment of Federal Trademarks#page2.tif source=Assignment of Federal Trademarks#page3.tif source=Assignment of Federal Trademarks#page4.tif	

## ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL

This ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL is made effective as of January 28, 2011 (hereinafter the "Effective Date"), by and between Carolina Beer & Beverage, LLC and 638 Brewing Company, Inc.

**WHEREAS** Carolina Beer & Beverage, LLC, a limited liability company organized and existing under the laws of North Carolina, with an address of 110 Barley Park Lane, Mooresville, NC 28115 (hereinafter "Assignor"), is the owner of all rights, title and interest in and to the federally registered trademarks set forth on the attached Schedule A (incorporated herein by reference), any logos and marketing taglines exclusively related thereto, and the goodwill of the business exclusively related thereto and symbolized thereby, (collectively the "Marks"), and all rights appurtenant thereto, including, but not limited to, all common law rights, causes of action, all interests, claims and rights for damages, profits and other awards by reason of any past infringement, dilution, misappropriation or other violation thereof, and the right to sue therefor; and

**WHEREAS** 638 Brewing Company, Inc, a corporation organized and existing under the laws of North Carolina, with an address of 638 West Fourth Street, Winston-Salem, NC 27101 (hereinafter "Assignee"), is desirous of acquiring Assignor's rights in the Marks, and all goodwill associated therewith and symbolized thereby and all rights appurtenant thereto;

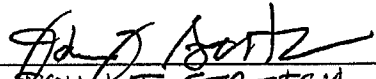
**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which Assignor acknowledges by its execution below, Assignor assigns, as of the Effective Date, to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and together with any and all interests, claims and rights for damages and profits by reason of any past infringement or unauthorized use of the Marks, false designations of origin, unfair competition, deceptive trade practices and/or dilution related to the Marks, use of confusingly similar marks or names by others and all other related causes of action and the right to sue therefor.

Assignor agrees to perform all reasonable and proper additional acts (including but not limited to the transfer to Assignee of Assignor's files and records relating to the Marks and the complete registration files and prosecution history, including the registration certificates for the Marks) and to execute any additional documents at the request and expense of Assignee which Assignee may require in order to transfer all of Assignor's rights, title and interest in and to the Marks and/or the rights appurtenant thereto to Assignee, its successors or assigns.

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IN WITNESS WHEREOF, we have hereto set our hand(s) and seal(s) on the dates set forth below.

Carolina Beer & Beverage, LLC  
Assignor

By:   
Name: DONALD T. STRITCH  
Title: VICE - PRESIDENT  
Date: JANUARY 28, 2011

638 Brewing Company, Inc.  
Assignee


By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

IN WITNESS WHEREOF, we have hereto set our hand(s) and seal(s) on the dates set forth below.

Carolina Beer & Beverage, LLC  
Assignor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

638 Brewing Company, Inc.  
Assignee

By:  \_\_\_\_\_  
Name: James T. Bartholomew  
Title: President  
Date: 1/28/11

**SCHEDULE A**

**U.S. Trademark Registrations**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
Carolina Blonde	2193033	10/06/1998
Red, Wheat, & Blue	3723066	12/08/2009
Charleston Ales	2596165	07/16/2002
Cottonwood	3862441	12/08/2009
Cottonwood	2116605	11/25/1997