

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
General Electric Capital Corporation		10/24/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Heartland Brewery Holdings, Inc.
Street Address:	1430 Broadway, 7th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

Name:	HEARTLAND BREWERY, INC.
Street Address:	35 Union Square West
City:	New York
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	CORPORATION: NEW YORK

Name:	Heartland Brewery 2, Inc.
Street Address:	1285 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: NEW YORK

Name:	Empire State Brewing Corp.
Street Address:	350 Fifth Avenue
City:	New York
State/Country:	NEW YORK

OP \$665.00 2102751

Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

Name:	127 W. 43rd St. Chophouse Inc.
Street Address:	127 West 43rd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: NEW YORK

Name:	93 South Street Rest. Corp.
Street Address:	93 South Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10038
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	2102751	HEARTLAND BREWERY REAL BEER
Registration Number:	2356423	HEARTLAND BREWERY REAL BEER
Registration Number:	2356424	HEARTLAND BREWERY REAL BEER
Registration Number:	2035741	CORNHUSKER LAGER
Registration Number:	2773726	SMILING PUMPKIN ALE
Registration Number:	2874293	INDIAN RIVER LIGHT
Registration Number:	2771861	NOT TONIGHT HONEY PORTER
Registration Number:	3180969	SHEEP'S SECRET
Registration Number:	3244973	SLOBBER
Registration Number:	2881375	STUMBLING BUFFALO BROWN ALE
Serial Number:	78636233	HEARTLAND OKTOBERFEST
Serial Number:	78670466	BRATENDERS
Serial Number:	78795916	FEM-ALE
Serial Number:	78816274	HONEY PORTER'S
Serial Number:	78816281	BEER HERE!
Serial Number:	78635848	STUMPKIN HEARTLAND BREWERY, A HEARTY BLE
Serial Number:	75079385	INDIANA PALE ALE
Serial Number:	75079386	RED ROOSTER ALE

Serial Number:	75079387	HARVEST WHEAT BEER
Serial Number:	75080665	HEARTLAND BREWERY REAL BEER THE CLASSIC
Serial Number:	75080948	HEARTLAND BREWERY THE CLASSIC AMERICAN B
Serial Number:	75080949	HEARTLAND BREWERY THE CLASSIC AMERICAN B
Serial Number:	75687634	BEER-O-DROME
Serial Number:	78187867	MOTHER'S MILK MAIBOCK
Serial Number:	78187876	SUMMERTIME APRICOT ALE
Serial Number:	78635875	SPANKY'S BBQ

CORRESPONDENCE DATA

Fax Number: 5184520822
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 518-452-1873
Email: accessin@sprynet.com
Correspondent Name: J Lee
Address Line 1: 1773 Western Avenue
Address Line 4: Albany, NEW YORK 12203

NAME OF SUBMITTER:	Bryan Lippman
Signature:	/Bryan Lippman/
Date:	02/10/2014

Total Attachments: 7
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**RELEASE OF SECURITY INTEREST IN TRADEMARKS
AND OTHER INTELLECTUAL PROPERTY**

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS AND OTHER INTELLECTUAL PROPERTY (this "*Release*") is made effective as of October 4, 2013 by GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, as administrative agent and collateral agent (the "*Secured Party Agent*") in favor of HEARTLAND BREWERY HOLDINGS, INC., a Delaware corporation ("*Borrower*"), HEARTLAND BREWERY, INC., a New York corporation, HEARTLAND BREWERY 2, INC., a New York corporation, EMPIRE STATE BREWING CORP., a New York corporation, 127 W. 43rd St. CHOPHOUSE INC., a New York corporation and 93 SOUTH STREET REST. CORP., a New York corporation (collectively and together with the Borrower, the "*Grantors*").

WITNESSETH:

WHEREAS, the Grantors executed that certain Guaranty and Security Agreement, dated as of November 6, 2007 (the "*Security Agreement*"), pursuant to which the Grantors granted a security interest to the Secured Party Agent in certain trademarks and copyrights of the Grantors;

WHEREAS, the Security Agreement was recorded with the Assignment Branch of the United States Patent and Trademark Office on November 20, 2007 at Reel/Frame 3664/0695;

WHEREAS, the Security Agreement was also recorded with the United States Copyright Office on December 5, 2007 at Document Number V3559D495;

WHEREAS, the security interest granted by the Security Agreement terminated contemporaneously with the payment and satisfaction in full of all Credit Facilities and all other Obligations as such terms are defined in that certain Amended and Restated Credit Agreement by and among Borrower, the Lender parties thereto, and Secured Party Agent dated April 11, 2012;

WHEREAS, the Secured Party Agent has agreed to release its security interest, including all right, title and interest in and to the trademarks and copyrights identified in *Exhibit A* attached hereto and covered by the Security Agreement, together with the goodwill associated with those trademarks and copyrights (the "*Released Collateral*"), and to reconvey any and all rights it may have in the Released Collateral to the Grantors.

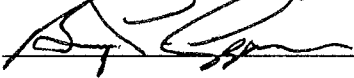
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The Secured Party Agent releases, without recourse or warranty, and reconveys to the Grantors, all of Secured Party Agent's right, title, claim and interest in and to the Released Collateral, all proceeds thereof, all rights corresponding thereto and all registrations, reissues, renewals and extensions therefor.
2. The Grantors hereby acknowledge and accept the foregoing release and reconveyance by Secured Party Agent.
3. This Release may be executed in two counterparts, each of which shall be deemed to be an original, and all such counterparts shall constitute but one and the same instrument.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

Executed effective as of the date first written above:

GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation,
as administrative and collateral agent

By:  _____

Printed Name: Bryan Lippman

Its: Authorized Signatory

HEARTLAND BREWERY HOLDINGS, INC., a Delaware corporation

By: _____

Printed Name: _____

Its: _____

HEARTLAND BREWERY, INC., a New York corporation

By: _____

Printed Name: _____

Its: _____

HEARTLAND BREWERY 2, INC., a New York corporation

By: _____

Printed Name: _____

Its: _____

EMPIRE STATE BREWING CORP., a New York corporation

By: _____

Printed Name: _____

Its: _____

127 W. 43rd St. CHOPHOUSE INC., a New York corporation

By: _____

Printed Name: _____

Its: _____

93 SOUTH STREET REST. CORP., a New York corporation

By: _____

Printed Name: _____

Its: _____

Contract Nos. 14506001, 14506002, 14506003

TRADEMARK
REEL: 005213 FRAME: 0115

Executed effective as of the date first written above:

GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation,
as administrative and collateral agent

By: 

Printed Name: Bryan Lippman

Its: Authorized Signatory

HEARTLAND BREWERY HOLDINGS, INC., a Delaware corporation

By: 
Printed Name: Jonathan Blostein

Its: President

HEARTLAND BREWERY, INC., a New York corporation

By: 
Printed Name: Jonathan Blostein

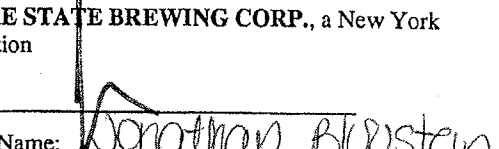
Its: President

HEARTLAND BREWERY 2, INC., a New York corporation

By: 
Printed Name: Jonathan Blostein

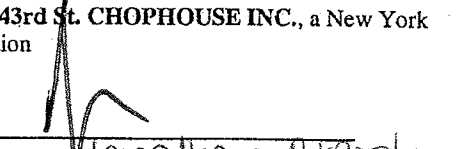
Its: President

EMPIRE STATE BREWING CORP., a New York corporation

By: 
Printed Name: Jonathan Blostein

Its: President

127 W. 43rd St. CHOPHOUSE INC., a New York corporation

By: 
Printed Name: Jonathan Blostein

Its: President

93 SOUTH STREET REST. CORP., a New York corporation

By: 
Printed Name: Jonathan Blostein





Its: President

Contract Nos. 14506001, 14506002, 14506003

EXHIBIT A


Intellectual Property

Federal Trademarks

Trademark & Logo	Status/Status Date	Serial/Reg. No.	Goods Condensed	Owner
HEARTLAND BREWERY REAL BEER (and Design) 	REGISTERED - July 24, 2003	75-076218 2,102,751	21 - Beverage glassware and plasticware, namely, cups, ... 25 - T-shirts, hats, caps, sweatshirts, sweatpants, sho...	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
HEARTLAND BREWERY REAL BEER (and Design) 	REGISTERED - September 16, 2006	75-076225 2,356,423	42 - Restaurant services, namely, a brewery and pub est...	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
HEARTLAND BREWERY REAL BEER (and Design) 	REGISTERED - September 8, 2006	75-076226 2,356,424	32 - Beer produced at applicant's brewpub facilities	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
CORNHUSKER LAGER	REGISTERED - Renewed - March 27, 2007	75-079388 2,035,741	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
SMILING PUMPKIN ALE <small>SMILING PUMPKIN ALE</small>	REGISTERED - October 14, 2003	78-187884 2,773,726	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
INDIAN RIVER LIGHT (and Design) 	REGISTERED - August 17, 2004	78-188991 2,874,293	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
NOT TONIGHT HONEY PORTER <small>NOT TONIGHT HONEY PORTER</small>	REGISTERED - October 7, 2003	78-193814 2,771,861	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003

Contract Nos. 14506001, 14506002, 14506003




**TRADEMARK
REEL: 005213 FRAME: 0117**

SHEEP'S SECRET	REGISTERED - December 5, 2006	78-816653 3,180,969	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
SLOBBER	REGISTERED - May 22, 2007	78-938920 3,244,973	32 - Non-alcoholic beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
STUMBLING BUFFALO BROWN ALE (and Design)	REGISTERED - September 7, 2004	78-194783 2,881,375	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
 HEARTLAND OKTOBERFEST <small>HEARTLAND OKTOBERFEST</small>	ALLOWED - Statement of Use, non-final refusal mailed - September 4, 2007	78-636233	32 - BEER	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
BRATENDERS BRATENDERS	ALLOWED - 2nd extension granted - September 12, 2007	78-670466	41 - Entertainment, namely live music and dancing 43 - Restaurant services, namely, an establishment serv...	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
FEM-ALE	ALLOWED - Notice of Allowance issued - December 12, 2006	78-795916	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
HONEY PORTER'S	ALLOWED - 1st extension granted - September 18, 2007	78-816274	43 - Restaurant and bar services	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
BEER HERE!	ALLOWED - Notice of Allowance issued - September 18, 2007	78-816281	43 - Restaurant and bar services	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
STUMPKIN HEARTLAND BREWERY, A HEARTY BLEND OF SMILING PUMPKIN & FARMER JON'S OATMEAL STOUT (and Design)	PENDING - Approved for publication - September 17, 2007	78-635848	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003



Contract Nos. 14506001, 14506002, 14506003

TRADEMARK
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INDIANA PALE ALE	ABANDONED - Failure to respond - August 13, 1997	75-079385	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
RED ROOSTER ALE	ABANDONED - Failure to respond - June 26, 2003	75-079386	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
HARVEST WHEAT BEER	ABANDONED - Failure to respond - May 25, 1998	75-079387	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
HEARTLAND BREWERY REAL BEER THE CLASSIC AMERICAN BREWPUB (and Design)	ABANDONED - Failure to respond - July 7, 1998	75-080665	42 - Restaurant services, namely a brewery and pub esta...	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
 HEARTLAND BREWERY THE CLASSIC AMERICAN BREWPUB REAL BEER (and Design)	ABANDONED - No Statement of Use filed - April 8, 1998	75-080948	21 - Beverage glassware and plasticware, namely cups, p... 25 - T-shirts, hats, caps, sweatshirts, sweatpants, sho...	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
 HEARTLAND BREWERY THE CLASSIC AMERICAN BREWPUB (and Design)	ABANDONED - Failure to respond - July 7, 1998	75-080949	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
 HEARTLAND BREWERY THE CLASSIC AMERICAN BREWPUB	ABANDONED - No Statement of Use filed - March 2, 2001	75-687634	42 - BAR AND RESTAURANT SERVICES	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
BEER-O-DROME	ABANDONED - Failure to respond - March 1, 2005	75-687634	42 - BAR AND RESTAURANT SERVICES	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
MOTHER'S MILK MAIBOCK	ABANDONED - After TTAB proceeding - December 30, 2005	78-187867	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
SUMMERTIME APRICOT ALE	ABANDONED - Failure to respond - March 1, 2005	78-187876	32 - Beer	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003
SPANKY'S BBQ (and Design)	ABANDONED - Failure to respond - January 25, 2007	78-633875	43 - Restaurant and catering services with menu items i...	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003


Contract Nos. 14506001, 14506002, 14506003

TRADEMARK
REEL: 005213 FRAME: 0119

Federal Copyrights

Full Title	Copyright Number	Date
Bavarian Black Lager, Heartland Brewery.	VA0001331345	2004
Corn Husker Lager, Heartland Brewery.	VA0001331347	2004
Empire Premium Beer NYC.	VA0001331348	2005
Farmer Jn's oatmeal stout.	VA0001319699	2004
Full moon barley wine.	VA0001322263	2004
Harvest Wheat Beer, Heartland Brewery.	VA0001331344	2004
Indiana Pale Ale.	VA0000783712	1995
Mother's Milk Maibock, Heartland Brewery.	VA0001331346	2004
Octoberfest.	VA0000780696	1995
OktoberFest.	VA0001180748	2002
Old Red Nose Ale.	VA0001204004	1997
On tap now, drink Kelly's Irish Red Ale.	VA0001331343	2004
Smiling pumpkin.	VA0001319698	2004
Smiling pumpkin.	VA0000783713	1995
Stumpkin.	VA0001319700	2004

Foreign Trademarks

Trademark & Logo	Status/Status Date	Serial/Reg. No.	Goods Condensed	Owner	Country
HEARTLAND BREWERY THE CLASSIC AMERICAN  BREW PUB THE CLASSIC AMERICAN BALMORAL™	Registered 4/12/1998	000370783	21 Glassware and tableservice of plastic... 25 T-shirts, hats, caps, sweatshirt... 32 Beer. 42 Restaurants, in particular a brewery and pub ...	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003	CTM (European Union)
BRATENDERS	Registered 7/21/2006	2408159	41:Entertainment services; entertainment, namely live music and dancing. 43:Restaurant services; namely an establishment serving food, alcoholic	HEARTLAND BREWERY, INC. (NEW YORK CORPORATION) 35 UNION SQUARE WEST NEW YORK, NY 10003	UK

Contract Nos. 14506001, 14506002, 14506003