

9-18-00

09-28-2000

TRADEMARKS ONLY

To the Commissioner of Paten
Please record the attached original



101475158

1. NAME OF PARTY (IES) CONVEYING AN INTEREST:
North American Beverage Enterprises, Inc.

ENTITY:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation State: Kansas
- Other: _____

3. INTEREST CONVEYED: Entire

- Assignment
- Security
- Name Change
- Merger
- Other _____

2. NAME OF PARTY (IES) RECEIVING AN INTEREST:

Name: North American Water Group, LLC

Internal Address: _____

Street Address: 10412 Metcalf Avenue

City: Overland Park State: Kansas

Zip: 66212

ENTITY:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation State: _____
- Other: Illinois Limited Liability Company

If not domiciled in the United States, a domestic representative designation is attached: _____ Yes _____ No

(The attached document must not be an assignment)

4. Application no's or registration no's. Additional sheet attached? ___ Yes No

A. Trademark Application

B. Trademark Registration

No. 75/384,731 ; filed 11/4/97

No. _____ ; Reg. Date: _____

No. 75/330,141 ; filed 7/24/97

No. _____ ; Reg. Date: _____

5. Name and address of party to whom correspondence concerning document should be mailed:

Michael Elbein, Esq.
Shughart Thomson & Kilroy, P.C.
120 West 12th Street
Kansas City, Missouri 64105

7. Amount of fee enclosed or authorized to be charged: \$ 65.00

(Check No. 335509 enclosed)

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

12-1660

6. Number of applications and registrations involved: 2

09/28/2000 JJALLAN2 00000066 75384731

01 FC 481
02 FC 482

40.00 OP
25.00 OP

DO NOT USE THIS SPACE

9. Date of execution of attached document is: August 17, 2000

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. This document executed on: Sept 14, 2000.

Michael Elbein

Signature

Reg. No.

Name of Person Signing

ASSIGNMENT OF TRADEMARKS

WHEREAS North American Beverage Enterprises, Inc., a Kansas Corporation with its principal place of business at 10412 Metcalf Avenue, Overland Park, Kansas 66212 has a bonafide intent to use the trademark DICK'S QUINCY BEER in connection with clothing and the trademark DICK BROTHERS in connection with beer, is in the process of exploring production and distribution outlets for those goods and has filed the following pending applications to register those marks with the United States Patent and Trademark Office:

<u>Mark</u>	<u>Serial No.</u>	<u>Date of Filing</u>
DICK'S QUINCY BEER	75/384,731	November 4, 1997
DICK BROTHERS	75/330,141	July 24, 1997

WHEREAS, North American Beverage Enterprises is in the process of liquidating and wishes to convey to North American Water Group, LLC all of that portion of North American Beverage Enterprises, Inc.'s business which pertained to the above referenced trademarks, which business is ongoing and existing; and

WHEREAS, North American Water Group, LLC, an Illinois limited liability company having a principal place of business at 10412 Metcalf Avenue, Overland Park, Kansas 66212 is desirous of acquiring the entire right, title and interest in and to the above mentioned trademarks and applications, having obtained North American Beverage Enterprises, Inc.'s entire portion of its business which pertain to those marks, which business is ongoing and existing;

NOW, THEREFORE, to all whom it may concern:

Be it known that for good and valuable consideration, the receipt of which is hereby acknowledged, North American Beverage Enterprises, Inc. hereby assigns, transfers and conveys to North American Water Group, LLC all right, title and interest in and to the above mentioned trademarks, together with the goodwill of the business symbolized by the marks, including all common law rights, the above listed applications and North American Beverage Enterprises, Inc.'s entire portion of its business which pertain to said marks, which business is ongoing and existing.

This Agreement is executed this 17th day of August, 2000.

The North American Beverage Enterprises, Inc.
By: Stanley L. Holberg
Its: Secretary Treasurer

STATE OF Kansas)
COUNTY OF Johnson) SS.

On this 17th day of August, 2000, before me, a Notary Public in and for the State and county aforesaid, came Stanley L. Holberg, who being duly sworn, did depose and state that he/she is the Secretary Treasurer of North American Beverage Enterprises, Inc., the Corporation described in the foregoing instrument and that he/she executed said instrument on behalf of said Corporation with full authority to do so.

Sara Anne Swarts
Notary Public

My Commission Expires:
August 27, 2001

