

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
KOAN, INC.		12/02/2004	CORPORATION:
KOAN, INC.		12/02/2004	CORPORATION: MICHIGAN
RECEIVING PARTY DATA			
Name:	DIAGEO NORTH AMERICA, INC.		
Street Address:	801 MAIN STREET		
City:	NORWALK		
State/Country:	CONNECTICUT		
Postal Code:	06851		
Entity Type:	CORPORATION: CONNECTICUT		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2717654	AGAINST THE GRAIN	
Serial Number:	78463241	GO AGAINST THE GRAIN	
CORRESPONDENCE DATA			
Fax Number:	(212)969-2900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212 969-3000		
Email:	TRADEMARK@PROSKAUER.COM		
Correspondent Name:	S.V. HEUER		
Address Line 1:	1585 BROADWAY		
Address Line 2:	18-102		
Address Line 4:	NEW YORK, NEW YORK 10036-8299		
NAME OF SUBMITTER:	S.V. HEUER		
Signature:	/S.V. HEUER/		

CH \$65.00 2717654

Date:

08/03/2005

Total Attachments: 3

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ASSIGNMENT

This Assignment is made effective as of the 2nd day of December 2004, by and between Koan, Inc. ("Assignor") on the one hand, and Diageo North America, Inc., ("Assignee") on the other hand.

WHEREAS, Assignor is the owner of the trademarks **AGAINST THE GRAIN** and **GO AGAINST THE GRAIN**, including the following U.S. Trademark Registration and the following U.S. Trademark Application:

AGAINST THE GRAIN	Reg. No. 2,717,654 (for distilled spirits including vodka)
GO AGAINST THE GRAIN	Serial No. 78/463,241 (for vodka)

collectively, the "Trademarks;"

WHEREAS, Assignee is desirous of acquiring the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby sells, transfers, conveys, and assigns to Assignee all right, title and interest in and to the Trademarks (including U.S. Trademark Registration No. 2,717,654 and U.S. Trademark Application No. 78/463,241) together with the goodwill of the business symbolized by the Trademarks, including all rights to sue and recover for past infringement.

2. Assignor agrees to execute all documents and assist in all proceedings to perfect, register, or record the rights of the Assignee to the Trademarks as Assignee may deem appropriate. If Assignor does not, within five days of presentment, return the requested executed documents, then Assignee is hereby granted a limited power of attorney to execute all such documents on behalf of Assignor. This power of attorney is coupled with an interest and is irrevocable.

KOAN, INC.

DIAGEO NORTH AMERICA, INC.


By: MARC G. BEGININ


By: Dana H. Gillard

Title: CEO

Title: VP & Assistant GC, IP

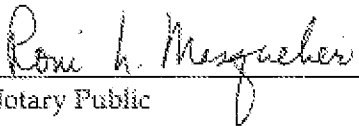
Dated: 1/6/05

Dated: 5/20/05

CORPORATE ACKNOWLEDGEMENT

State of Michigan :
County of Oakland :

On this 06 day of January, 2005, before me personally came Marc G. Beginin to me known, who being by me duly sworn did depose and say that he is the C.E.O. of Koan, Inc., and that he signed the above assignment as a free act on behalf of Koan, Inc. with authority to do so.



Notary Public

RONI L. MASQUELIER
Notary Public, Oakland County, MI
My Commission Expires Apr. 10, 2007

State of Connecticut

ss. Norwalk

County of Fairfield

On this date,

May 20, 2005

before me appeared,

Dana M. Gilland

the person who signed this instrument, who acknowledged that she signed it as a free act on behalf of the identified corporation with authority to do so.

JULIE A. SCHMIDT
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2008

My Commission Expires

Julie A. Schmidt
Signature of Notary Public