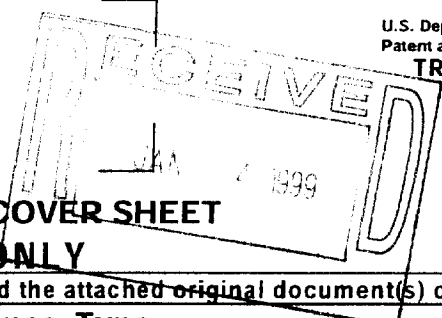


01-07-1999



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FORM COVER SHEET

MRO ~~12.30.98~~ 12.30.98 TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
- Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached
- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

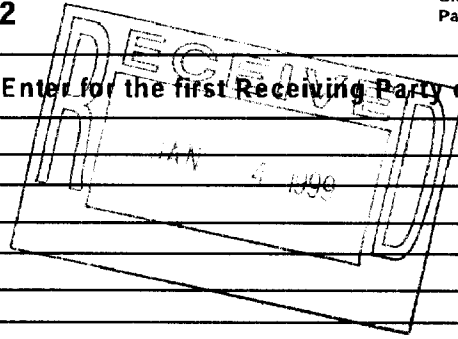
Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1836 FRAME: 0895

Domestic Representative Name and Address

Enter for the first Receiving Party only.



Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,841,462"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

(Handwritten signature and date 12-30-98)

ASSIGNMENT

WHEREAS, BARTON BEERS, LTD., a Maryland corporation, having an address of 55 East Monroe Street, Chicago, IL 60603 (hereinafter "ASSIGNOR") is the owner of the United States Trademark Registration No. 1,841,462 for the mark CHANGE YOUR WHOLE LATTITUDE for "beer;"

AND WHEREAS, CERVECERIA MODELO, S.A. de C.V., a Mexico corporation, having an address of Lago Alberto No. 156, Colonia Anahuac C.P. 11320, Mexico D.F., Mexico (hereinafter "ASSIGNEE"), is desirous of acquiring all rights, title, and interest in the said mark and United States Trademark Registration, together with any and all goodwill associated therewith or otherwise symbolized thereby;

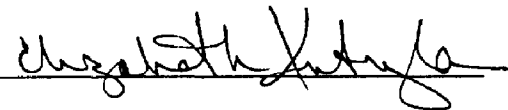
NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns, sells and sets over to said ASSIGNEE, its successors and assigns, all rights, title, and interest in the said mark and United States Trademark Registration, together with any and all goodwill associated therewith or otherwise symbolized thereby, including the right to sue for past infringement and collect damages therefore.

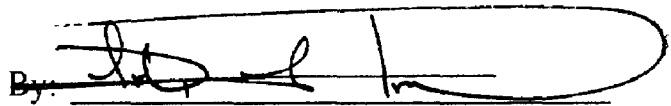
Dated: November 2, 1998

Dated: NOVEMBER 25, 1998

Barton Beers, Ltd.
ASSIGNOR

Cerveceria Modelo, S.A. de C.V.
ASSIGNEE

By: 

By: 

Typed Name: Elizabeth Kutyla

Typed Name: Arturo Pérez Arredondo

Position: Vice President, General Counsel

Position: Legal Representative