



02-16-1999

02-04-1999



Our Refs.: 46411-0009 U.S. Patent & TMOrc/TM Mail Rcpt Dt. #10

100965575

To the Commissioner of Patents and Trademarks:  
Please record the attached original documents or copy thereof.

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

Gilbey Canada Inc.  
(a Canadian corporation)

Additional name(s) of conveying party(ies) attached?

Yes  No

2. Name and address of receiving party(ies):

Name: UDV Canada Inc.  
(a Canadian corporation)

Street Address: 401 The West Mall, Suite 800

City: Etobicoke, Ontario M9C 5P8 Country: Canada

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Effective Date: June 19, 1998

Domestic Representative designation attached?

Yes  No

Additional name(s) & address(es) attached?

Yes  No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

621,426; 1,314,913; 1,813,963; 1,916,692

Additional numbers attached:  Yes  No

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

Name: Karen A. Butcher, Esq.

Internal Address: Morgan, Lewis & Bockius LLP  
Attn: TMSU

Street Address: 1800 M Street, N.W.  
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 4

7. Total fee (37 C.F.R §3.41): \$115.00 **E**

Enclosed  
 Authorized to be charged to deposit account 13-4520  
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520  
Attach duplicate of page if paying by deposit account

9. 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.

Karen A. Butcher

Name of Person Signing

Karen Butcher  
Signature

February 4, 1999

Date

Total number of pages including cover sheet, attachments and documents: 18

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02 FC:482

75.00 DP



Industry Canada Industrie Canada

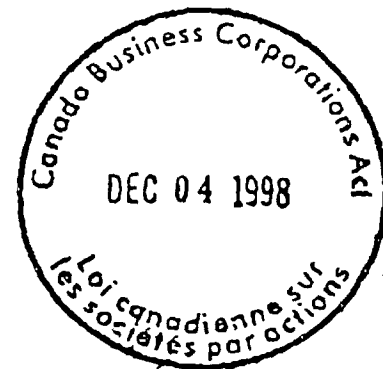
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

I HEREBY CERTIFY THAT THE ATTACHED IS A TRUE COPY OF THE DOCUMENT MAINTAINED IN THE RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE DOCUMENT CI-JOINT EST UNE COPIE EXACTE D'UN DOCUMENT CONTENU DANS LES LIVRES TENUS PAR LE DIRECTEUR.

Deputy Director - Directeur adjoint

Date



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Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

UDV Canada Inc.

329994-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended

Je certifie que les statuts de la société susmentionnée ont été modifiés :

(a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

(b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

(d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization.

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes.

Director - Directeur

June 19, 1998/le 19 juin 1998  
Date of Amendment - Date de modification

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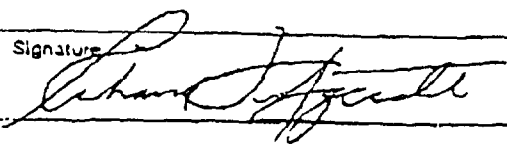
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1 - Name of corporation — Dénomination de la société <b>Gilbey Canada Inc.</b>	2 - Corporation No. — N° de la société <b>329994-5</b>
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The articles of the above-named corporation are amended as follows. Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

- (1) to change the name of the Corporation to UDV Canada Inc.;
- (2) to create 1,000 Class A shares and 1,000 Class B Shares, the rights, privileges, restrictions and conditions of which are set out in Schedule 1 which is incorporated in this form;
- (3) to declare that the capital of the Corporation after giving effect to the foregoing consists of an unlimited number of common shares and 1,000 Class A shares and 1,000 Class B Shares.

Date June 18, 1998	Signature 	Title — Titre Director
530-21-938-1387 (01-93) 45		FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposée JUN 19 1998

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# SCHEDULE 1

## ARTICLES OF AMENDMENT

(1) The rights, privileges, restrictions and conditions attaching to the Class A shares are as follows:

- (a) **Payment of Dividends:** The holders of the Class A shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. However, the holders of the Class A shares shall not be entitled in any financial year of the Corporation to receive dividends in excess of, and the board of directors shall not declare any dividends on the Class A shares in excess of, an amount per share equal to 6% of the Redemption Price (as hereinafter defined) per share. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class A shares, the board of directors may in its sole discretion declare dividends on the Class A shares to the exclusion of any other class of shares.
- (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all Class A shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class A shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.
- (c) **Redemption at Option of Holder:** A holder of Class A shares shall be entitled to require the Corporation to redeem, subject to the requirements of the *Canada Business Corporations Act* as now enacted or as the same may from time to time be amended, re-enacted or replaced, at any time or times all or any of the Class A shares held by such holder by tendering to the Corporation at its registered office a share certificate or certificates representing the Class A shares which the holder desires to have the Corporation redeem together with a request in writing specifying (i) that the holder desires to have the Class A shares represented by such certificate or certificates redeemed by the Corporation and, if part only of

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DEC 07 1998 13:50

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PAGE. 05

TRADEMARK  
REEL: 1854 FRAME: 0204

the shares represented by such certificate or certificates is to be redeemed, the number thereof so to be redeemed and (ii) the business day (herein referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class A shares. The Redemption Date shall be not less than 30 days (or such shorter period to which the Corporation may consent) after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class A shares which the holder desires to have the Corporation redeem together with such a request the Corporation shall on the Redemption Date redeem such Class A shares by paying to such holder the Redemption Amount (as hereinafter defined) for each such Class A share being redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada (or, with the consent of the holder, by the issuance to the holder of a promissory note of the Corporation payable upon demand without interest). If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation. The said Class A shares shall be redeemed on the Redemption Date and from and after the Redemption Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of a holder of Class A shares in respect thereof unless payment of the Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of the said Class A shares shall remain unaffected.

- (d) **Redemption by Corporation:** The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class A shares from any one or more of the holders thereof as the board of directors of the Corporation may in its sole discretion determine on payment of an amount for each share to be redeemed equal to the quotient of the fair market value of such consideration, including any transfer of assets to the Corporation, as is received by the Corporation for the issuance of the Class A shares divided by 1,000, such quotient being herein referred to as the "Redemption Price", plus all declared and unpaid dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount". Such fair market value shall be determined by the board of directors of the Corporation by resolution in accordance with generally accepted valuation principles.
- (e) **Idem:** In the case of redemption of Class A shares under the provisions of clause (d) hereof, the Corporation shall at least 21 days (or, if all of the holders of the Class A shares to be redeemed consent, such shorter period to which they may consent) before the date specified for redemption mail

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DEC 07 1998 13:51

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PAGE.06

**TRADEMARK**  
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(or, with the consent of any particular holder, otherwise deliver) a notice in writing of the intention of the Corporation to redeem such Class A shares to each person who at the record date for the determination of shareholders entitled to receive notice is a holder of Class A shares to be redeemed. Such notice shall (subject to the consent of any particular holder referred to above) be mailed by letter, postage prepaid, addressed to each such holder at the holder's address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder: provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the Redemption Amount and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class A shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class A shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada (or, with the consent of any particular holder, by the issuance to such holder of a promissory note of the Corporation payable upon demand without interest). If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the holders of the Class A shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class A shares in respect thereof unless payment of the Redemption Amount is not made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders of the said Class A shares shall remain unaffected. The Corporation shall have the right at any time after the mailing (or delivery, as the case may be) of notice of its intention to redeem any Class A shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be

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PAGE.07

TRADEMARK  
REEL: 1854 FRAME: 0206

redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving, subject as hereinafter provided, without interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest allowed on such deposit shall belong to the Corporation.

- (f) **Idem:** If any taxing authority having jurisdiction makes or proposes to make an assessment or reassessment of tax on the basis that:
- (i) the fair market value of the consideration received by the Corporation for the issuance of the Class A shares differs from the aggregate fair market value of all such Class A shares as at the date of such issuance, or
  - (ii) any gift, benefit or advantage is or has been conferred on any person by reason of the issuance of or of the redemption or purchase for cancellation or otherwise of any Class A share,

then the Redemption Price per Class A share shall be increased or decreased, as the case may be, to an amount such that the aggregate Redemption Price for all Class A shares equals the fair market value of the consideration that was received that:

- (iii) is agreed upon by such taxing authority and either the Corporation or all the holders of Class A shares in settlement of such assessment or reassessment or proposed assessment or reassessment,
- (iv) serves as the basis for such assessment or reassessment against which no appeal is taken, or
- (v) is finally established by a court or tribunal of competent jurisdiction on appeal from such assessment or reassessment.

Such increase or decrease shall forthwith following the applicable event or circumstance be confirmed by the board of directors of the Corporation by resolution, and thereafter the Redemption Price per Class A share shall be deemed to be and always to have been the amount so confirmed.

- (g) **Idem:** If on or before July 1, 1999 the board of directors of the Corporation determines, based on information, including, without limitation, financial accounting information, not available to it at the date of the issuance of the Class A shares that the fair market value of the consideration received by the Corporation for the issuance of the Class A

Received Time Dec. 7 12:45PM

DEC 07 1998 13:52

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PAGE.08

**TRADEMARK**  
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shares differs from the aggregate fair market value for all such Class A shares as at the date of such issuance, then the Redemption Price per Class A share shall be increased or decreased, as the case may be, to an amount such that the aggregate Redemption Price for all Class A shares equals the fair market value of the consideration that was received, that is at that time determined by the board of directors of the Corporation by resolution, and thereafter the Redemption Price per Class A share shall be deemed to be and always to have been the amount so determined.

- (h) **Idem:** In the event that the Redemption Price per Class A share is increased pursuant to clause (f) or (g) hereof following a redemption or purchase for cancellation or otherwise of a Class A share, the Corporation shall pay to each holder of Class A shares whose shares were redeemed or purchased for cancellation or otherwise, by way of an increase in the Redemption Price of such Class A shares, an amount equal to the product of the increase per Class A share determined pursuant to clause (f) or (g) hereof multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise and an amount equal to 6% *per annum* of such increase, compounded annually, computed from the date of the redemption or purchase for cancellation or otherwise up to and including the date of such payment by the Corporation.
- (i) **Idem:** In the event that the Redemption Price per Class A share is decreased pursuant to clause (f) or (g) hereof following a redemption or purchase for cancellation or otherwise of a Class A share, each person whose Class A share was redeemed or purchased for cancellation or otherwise shall be liable to pay to the Corporation, by way of a decrease in the Redemption Price of such Class A shares, an amount equal to the product of the decrease per Class A share determined pursuant to clause (f) or (g) hereof multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise and an amount equal to 6% *per annum* of such decrease, compounded annually, computed from the date of the redemption or purchase for cancellation or otherwise up to and including the date of such payment by each such person.
- (j) **Voting Rights:** The holders of the Class A shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class A shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

Received Time Dec. 7. 12:45PM

DEC 07 1998 13:53

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PAGE.09

**TRADEMARK**  
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(2) The rights, privileges, restrictions and conditions attaching to the Class B shares are as follows:

- (a) **Payment of Dividends:** The holders of the Class B shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. However, the holders of the Class B shares shall not be entitled in any financial year of the Corporation to receive dividends in excess of, and the board of directors shall not declare any dividends on the Class B shares in excess of, an amount per share equal to 6% of the Redemption Price (as hereinafter defined) per share. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class B shares, the board of directors may in its sole discretion declare dividends on the Class B shares to the exclusion of any other class of shares.
  
- (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class B shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all Class B shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class B shares. After payment to the holders of the Class B shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.
  
- (c) **Redemption at Option of Holder:** A holder of Class B shares shall be entitled to require the Corporation to redeem, subject to the requirements of the *Canada Business Corporations Act* as now enacted or as the same may from time to time be amended, re-enacted or replaced, at any time or times all or any of the Class B shares held by such holder by tendering to the Corporation at its registered office a share certificate or certificates representing the Class B shares which the holder desires to have the Corporation redeem together with a request in writing specifying (i) that the holder desires to have the Class B shares represented by such certificate or certificates redeemed by the Corporation and, if part only of the shares represented by such certificate or certificates is to be redeemed, the number thereof so to be redeemed and (ii) the business day (herein referred

Received Time Dec. 7. 12:45PM

DEC 07 1998 13:53

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PAGE. 10

**TRADEMARK**  
**REEL: 1854 FRAME: 0209**

to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class B shares. The Redemption Date shall be not less than 30 days (or such shorter period to which the Corporation may consent) after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class B shares which the holder desires to have the Corporation redeem together with such a request the Corporation shall on the Redemption Date redeem such Class B shares by paying to such holder the Redemption Amount (as hereinafter defined) for each such Class B share being redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada (or, with the consent of the holder, by the issuance to the holder of a promissory note of the Corporation payable upon demand without interest). If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation. The said Class B shares shall be redeemed on the Redemption Date and from and after the Redemption Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of a holder of Class B shares in respect thereof unless payment of the Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of the said Class B shares shall remain unaffected.

- (d) **Redemption by Corporation:** The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class B shares from any one or more of the holders thereof as the board of directors of the Corporation may in its sole discretion determine on payment of an amount for each share to be redeemed equal to the quotient of the fair market value of such consideration, including any transfer of assets to the Corporation, as is received by the Corporation for the issuance of the Class B shares divided by 1,000, such quotient being herein referred to as the "Redemption Price", plus all declared and unpaid dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount". Such fair market value shall be determined by the board of directors of the Corporation by resolution in accordance with generally accepted valuation principles.
- (e) **Idem:** In the case of redemption of Class B shares under the provisions of clause (d) hereof, the Corporation shall at least 21 days (or, if all of the holders of the Class B shares to be redeemed consent, such shorter period to which they may consent) before the date specified for redemption mail (or, with the consent of any particular holder, otherwise deliver) a notice in writing of the intention of the Corporation to redeem such Class B

Received Time Dec 7. 12:45PM

DEC 07 1998 13:53

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PAGE. 11

**TRADEMARK**  
**REEL: 1854 FRAME: 0210**

shares to each person who at the record date for the determination of shareholders entitled to receive notice is a holder of Class B shares to be redeemed. Such notice shall (subject to the consent of any particular holder referred to above) be mailed by letter, postage prepaid, addressed to each such holder at the holder's address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the Redemption Amount and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class B shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class B shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada (or, with the consent of any particular holder, by the issuance to such holder of a promissory note of the Corporation payable upon demand without interest). If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the holders of the Class B shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class B shares in respect thereof unless payment of the Redemption Amount is not made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders of the said Class B shares shall remain unaffected. The Corporation shall have the right at any time after the mailing (or delivery, as the case may be) of notice of its intention to redeem any Class B shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class B shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class B shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving, subject

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PAGE.12

**TRADEMARK**  
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as hereinafter provided, without interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest allowed on such deposit shall belong to the Corporation.

- (f) **Idem:** If any taxing authority having jurisdiction makes or proposes to make an assessment or reassessment of tax on the basis that:
- (i) the fair market value of the consideration received by the Corporation for the issuance of the Class B shares differs from the aggregate fair market value of all such Class B shares as at the date of such issuance, or
  - (ii) any gift, benefit or advantage is or has been conferred on any person by reason of the issuance of or of the redemption or purchase for cancellation or otherwise of any Class B share,

then the Redemption Price per Class B share shall be increased or decreased, as the case may be, to an amount such that the aggregate Redemption Price for all Class B shares equals the fair market value of the consideration that was received that:

- (iii) is agreed upon by such taxing authority and either the Corporation or all the holders of Class B shares in settlement of such assessment or reassessment or proposed assessment or reassessment,
- (iv) serves as the basis for such assessment or reassessment against which no appeal is taken, or
- (v) is finally established by a court or tribunal of competent jurisdiction on appeal from such assessment or reassessment.

Such increase or decrease shall forthwith following the applicable event or circumstance be confirmed by the board of directors of the Corporation by resolution, and thereafter the Redemption Price per Class B share shall be deemed to be and always to have been the amount so confirmed.

- (g) **Idem:** If on or before July 1, 1999 the board of directors of the Corporation determines, based on information, including, without limitation, financial accounting information, not available to it at the date of the issuance of the Class B shares that the fair market value of the consideration received by the Corporation for the issuance of the Class B shares differs from the aggregate fair market value for all such Class B shares as at the date of such issuance, then the Redemption Price per Class

Received Time Dec. 7. 12:45PM

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PAGE. 13

**TRADEMARK**  
**REEL: 1854 FRAME: 0212**

B share shall be increased or decreased, as the case may be, to an amount such that the aggregate Redemption Price for all Class B shares equals the fair market value of the consideration that was received, that is at that time determined by the board of directors of the Corporation by resolution, and thereafter the Redemption Price per Class B share shall be deemed to be and always to have been the amount so determined.

- (h) **Idem:** In the event that the Redemption Price per Class B share is increased pursuant to clause (f) or (g) hereof following a redemption or purchase for cancellation or otherwise of a Class B share, the Corporation shall pay to each holder of Class B shares whose shares were redeemed or purchased for cancellation or otherwise, by way of an increase in the Redemption Price of such Class B shares, an amount equal to the product of the increase per Class B share determined pursuant to clause (f) or (g) hereof multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise and an amount equal to 6% *per annum* of such increase, compounded annually, computed from the date of the redemption or purchase for cancellation or otherwise up to and including the date of such payment by the Corporation.
- (i) **Idem:** In the event that the Redemption Price per Class B share is decreased pursuant to clause (f) or (g) hereof following a redemption or purchase for cancellation or otherwise of a Class B share, each person whose Class B share was redeemed or purchased for cancellation or otherwise shall be liable to pay to the Corporation, by way of a decrease in the Redemption Price of such Class B shares, an amount equal to the product of the decrease per Class B share determined pursuant to clause (f) or (g) hereof multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise and an amount equal to 6% *per annum* of such decrease, compounded annually, computed from the date of the redemption or purchase for cancellation or otherwise up to and including the date of such payment by each such person.
- (j) **Voting Rights:** The holders of the Class B shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class B shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of :  
UDV Canada Inc. :  
Mark: TRIPLE CROWN :  
Reg. No.: 1,813,963 :  
Reg. Date: December 28, 1993 :  
Our Ref: 46411-0009 :

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

With respect to this registration, Registrant hereby appoints MICHAEL F. CLAYTON, JAMES R. SIMS III, RON N. DREBEN, BARBARA A. FRIEDMAN, CAROLE R. KLEIN, NANCY L. ROWE, ANNA W. MANVILLE, PETER M. BOYLE, KAREN A. BUTCHER, PETER J. WILLSEY, ELISA A. D'ANDREA, ANITA G. BLUMENTHAL, BRETT I. MILLER, MEREDITH A. CARLO, JULIE E. KOCH and ARMAND J. ZOTTOLA III, of Morgan, Lewis & Bockius LLP, 1800 M Street, N.W., Washington, D.C. 20036, as its domestic representative on whom may be served notices or process in proceedings affecting this registration.

Signed this 11th day of January, 1998.<sup>9</sup>

UDV CANADA INC.

By: Richard P. Fitzgerald  
Richard P. Fitzgerald  
President

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

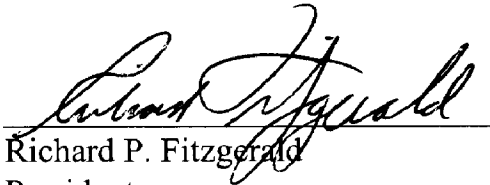
In re Registration of :  
UDV Canada Inc. :  
Mark: VELVET SOUR MIX :  
Reg. No.: 1,916,692 :  
Reg. Date: September 5, 1995 :  
Our Ref: 46411-0009 :

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

With respect to this registration, Registrant hereby appoints MICHAEL F. CLAYTON, JAMES R. SIMS III, RON N. DREBEN, BARBARA A. FRIEDMAN, CAROLE R. KLEIN, NANCY L. ROWE, ANNA W. MANVILLE, PETER M. BOYLE, KAREN A. BUTCHER, PETER J. WILLSEY, ELISA A. D'ANDREA, ANITA G. BLUMENTHAL, BRETT I. MILLER, MEREDITH A. CARLO, JULIE E. KOCH and ARMAND J. ZOTTOLA III, of Morgan, Lewis & Bockius LLP, 1800 M Street, N.W., Washington, D.C. 20036, as its domestic representative on whom may be served notices or process in proceedings affecting this registration.

Signed this 11th day of January, 1998. <sup>9</sup>

UDV CANADA INC.

By:   
Richard P. Fitzgerald  
President



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of :  
UDV Canada Inc. :  
Mark: BLACK VELVET (Stylized) :  
Reg. No.: 621,426 :  
Reg. Date: February 14, 1956 :  
Our Ref: 46411-0009 :

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

With respect to this registration, Registrant hereby appoints MICHAEL F. CLAYTON, JAMES R. SIMS III, RON N. DREBEN, BARBARA A. FRIEDMAN, CAROLE R. KLEIN, NANCY L. ROWE, ANNA W. MANVILLE, PETER M. BOYLE, KAREN A. BUTCHER, PETER J. WILLSEY, ELISA A. D'ANDREA, ANITA G. BLUMENTHAL, BRETT I. MILLER, MEREDITH A. CARLO, JULIE E. KOCH and ARMAND J. ZOTTOLA III, of Morgan, Lewis & Bockius LLP, 1800 M Street, N.W., Washington, D.C. 20036, as its domestic representative on whom may be served notices or process in proceedings affecting this registration.

Signed this 11th day of January, 1998. <sup>9</sup>

UDV CANADA INC.

By: Richard P. Fitzgerald  
Richard P. Fitzgerald  
President

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

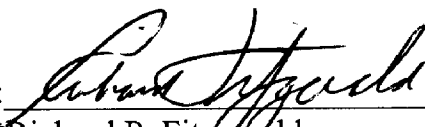
In re Registration of :  
UDV Canada Inc. :  
Mark: BLACK VELVET & Design :  
Reg. No.: 1,314,913 :  
Reg. Date: January 15, 1985 :  
Our Ref: 46411-0009 :

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

With respect to this registration, Registrant hereby appoints MICHAEL F. CLAYTON, JAMES R. SIMS III, RON N. DREBEN, BARBARA A. FRIEDMAN, CAROLE R. KLEIN, NANCY L. ROWE, ANNA W. MANVILLE, PETER M. BOYLE, KAREN A. BUTCHER, PETER J. WILLSEY, ELISA A. D'ANDREA, ANITA G. BLUMENTHAL, BRETT I. MILLER, MEREDITH A. CARLO, JULIE E. KOCH, and ARMAND J. ZOTTOLA III, of Morgan, Lewis & Bockius LLP, 1800 M Street, N.W., Washington, D.C. 20036, as its domestic representative on whom may be served notices or process in proceedings affecting this registration.

*Signed the 11th day of January, 1999.*

UDV CANADA INC.

By:   
Richard P. Fitzgerald  
President