

03-30-1999



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99,114 (10864.79505)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached

3-15-99

1. Name of conveying party(ies):
Allied Domecq Spirits & Wine USA, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Sazerac Company, Inc.
Internal Address: _____
Street Address: 803 Jefferson Highway
P.O. Box 52821
City: New Orleans State: LA ZIP: 70152

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

Additional name(s) & address(es) attached? Yes No
A domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 1, 1998

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

A. Trademark Application No(s). _____ B. Trademark Registration No(s). 1,085,003

Additional numbers attached? Yes No

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

Name: Christopher J. Renk
BANNER & WITCOFF, LTD.
Address: BANNER & ALLEGRETTI, LTD.-
10 South Wacker Drive
Suite 3000
Chicago, Illinois 60606

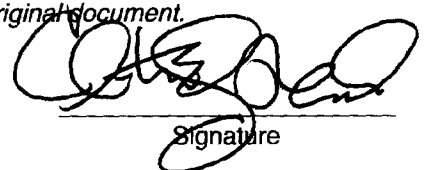
6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No. 01-0850
(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

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.


Christopher J. Renk  March 12, 1999
Name of Person Signing Signature Date

03/29/1999 BNGUYEN 00000177 1085003

01 FC:481 40.00 DP Total number of pages comprising cover sheet: _____

Do Not Detach This Portion

Mail documents to be recorded with required cover sheet information to:

 Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

03-15-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

nt Office Copy YELLOW - File Copy GREEN - Bookkeeping Copy

TRADEMARK
REEL: 1875 FRAME: 0437

EXHIBIT "C"

ASSIGNMENT

WHEREAS, ALLIED DOMEQ SPIRITS & WINE USA, INC, a corporation duly organized and existing under the laws of the State of Michigan, did adopt and use in its business certain trademarks for which it has United States trademark registrations, as follows:

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>REGISTRATION DATE</u> ^{NUMBER} EM
PRALINE	73/109,314	1,085,003

WHEREAS, Sazerac Co., Inc., a corporation, is desirous of acquiring unto itself, the entire right, title and interest in and to said trademark registrations and the trademarks thereof, together with the goodwill associated therewith;

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, ALLIED DOMEQ SPIRITS & WINE USA, INC, does hereby sell, assign and transfer onto Sazerac Co., Inc., its successors and assigns, the entire right, title and interest in and to said trademark registrations together with goodwill of the business symbolized by said trademarks, which sale, assignment and transfer includes any and all past and present rights and power, statutory and common law, which have accrued or may accrue to Allied Domecq Spirits & Wine USA, Inc, any and all kind or nature appertaining to said trademark registrations, the same to be held and enjoyed by Sazerac Co., Inc. and for the use and benefit of its successors and assigns as fully and entirely as the same would have been held by ALLIED DOMEQ SPIRITS & WINE USA, INC had such sale, assignment and transfer not been made.

EXECUTED THIS 1st day of December, 1998

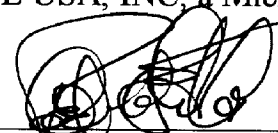
ALLIED DOMEQ SPIRITS & WINE USA, INC.

By: 

State of Michigan
County of Wayne

The foregoing instrument was acknowledged before me this 26 day of January, 1999 by Emmanuel Bardo the V.P. Operations of ALLIED DOMEQ SPIRITS & WINE USA, INC, a Michigan Corporation, on behalf of the corporation.

My Commission expires
ROBERT C. SKRAMSTAD
Notary Public, Wayne County, Michigan
My Commission Expires May 18, 2001.


Notary Public