

04-30-1999

MMERCE
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RECORDATION FORM COVER
TRADEMARKS ONLY



Our Ref.: 46411-0009

101024758

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):

Schenley Canada Inc.
A corporation of Canada

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

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

Name: United Distillers Canada Inc.
A corporation of Canada

Street Address: 401 The West Mall, Suite 800

City: Etobicoke State: Ontario, Canada Zip: M9C 5J4
Domestic Representative designation attached? Yes No

Additional name(s) & address(es) attached?
 Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Effective Date: April 23, 1991 Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

76,229
699,943

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: 2

7. Total fee (37 C.F.R §3.41): \$65.00

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

4/8/99
Date

Total number of pages including cover sheet, attachments and documents: 9

04/27/1999 DNGUYEN 00000211 76229

01 FC:481 40.00 DP
02 FC:482 25.00 DP

CERTIFICAT DE CONFORMITÉ

*Loi sur la publicité légale des entreprises individuelles,
des sociétés et des personnes morales
(L.R.Q., chap. P-45, art. 80 et 517)*

*J'atteste que le document ci-joint est une copie conforme d'un
document contenu dans les registres et archives ou déposé au registre
des entreprises individuelles, des sociétés et des personnes morales,
concernant les statuts de modification de*

**LES DISTILLATEURS UNIS DU
CANADA INC.**

Le 2 novembre 1998



E232U20D00L00NA

Inspecteur général des institutions financières

Contresignataire

**TRADEMARK
REEL: 1889 FRAME: 0669**

CERTIFICAT D'ENREGISTREMENT
Loi sur les compagnies
(L.R.Q., chap. C-38)

Partie IA

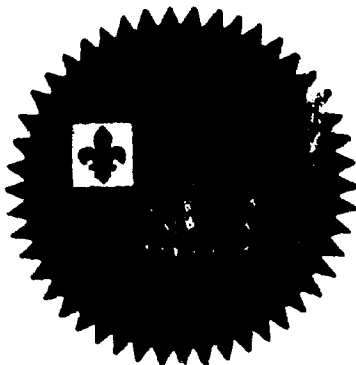
*J'atteste par les présentes que la copie
qui accompagne le présent certificat est
une copie authentique de l'original d'un
document concernant*

LES DISTILLATEURS UNIS DU CANADA INC.

et que cette copie a été enregistrée

le 1991 04 24

au libro S-2397 , folio 48



2840-3335

Jean Louis Bouchard
Inspecteur général des institutions financières



Gouvernement du Québec
L'inspecteur général
des institutions financières

CERTIFICAT DE MODIFICATION
Loi sur les compagnies
(L.R.Q., chap. C-38)

Partie IA

J'atteste par les présentes que la compagnie

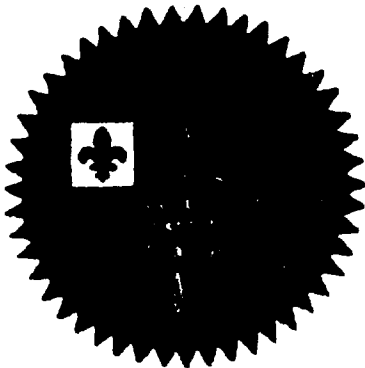
LES DISTILLATEURS UNIS DU CANADA INC.

ET SA VERSION

UNITED DISTILLERS CANADA INC.

*a modifié ses statuts, sous l'autorité de
la partie IA de la Loi sur les compagnies,
tel qu'indiqué dans les statuts de modifi-
cation ci-joints.*

Le 1991 04 23



par Louis Beaudet
Inspecteur général des institutions financières

2840-3335



1 Dénomination sociale ou numéro matricule

UNITED DISTILLERS CANADA INC. / LES DISTILLATEURS UNIS DU CANADA INC.

2 Les statuts de la compagnie sont modifiés de la façon suivante:

The company's corporate name of Schenley Canada Inc. is changed for the following corporate name:

UNITED DISTILLERS CANADA INC. / LES DISTILLATEURS UNIS DU CANADA INC

3 Date d'entrée en vigueur, si différente de la date d' dépôt (Voir instructions)

4 Dénomination sociale (ou numéro matricule) antérieure à la modification, si différente de celle mentionnée à la case 1

Schenley Canada Inc.

Signature de l'administrateur autorisé

Paul E. Niedermayr

Fonction du signataire

Director and President

Paul E. Niedermayr

Réserve à l'administration

2870-3335



Gouvernement du Québec
Déposé le

23 AVR. 1991

L'inspecteur général des
Institutions financières

**UNITED DISTILLERS CANADA INC./
LES DISTILLATEURS UNIS DU CANADA INC.**
(the "*Company*")

CERTIFICATION

I, the undersigned, Carmen Houle, legal assistant with Byers Casgrain, hereby certify that I have translated the attached and that they are true and correct translations into English of the Certificate of Compliance dated November 20, 1998, Certificate of Registration dated April 24, 1991, Certificate of Amendment dated April 23, 1991 and the Articles of Amendment dated April 23, 1991 of the *Company*, certified copies of which, in the French original, are also attached hereto.

Dated this 24th day of November, 1998.

Carmen Houle

CARMEN HOULE

Sworn to before me in the City
of Montreal, Province of Québec
this 24th day of November, 1998.

Susan Harris

Susan Harris #75 354

Commissioner of Oaths for all of the
Judicial Districts of the Province of Québec



Québec

CERTIFICATE OF COMPLIANCE

*An Act Respecting the Legal Publicity of Sole Proprietorships,
Partnerships and Legal Persons
(R.S.Q., chap. P-45, Sect. 80 and 517)*

I hereby certify that the attached document is a true copy of a document contained in the registers and archives or deposited in the register of sole proprietorships, partnerships and legal persons, concerning the articles of amendment of

LES DISTILLATEURS UNIS DU CANADA INC.

This 20 November, 1998

Government of
Québec The
Inspector General
of Financial
Institutions

Signed: J.G. Turcotte
Inspector General of Financial Institutions

Signed: Rachel Pelletier
Countersignatory

E032U20D00L02NA

#611444

TRADEMARK
REEL: 1889 FRAME: 0674

CERTIFICATE OF REGISTRATION
Companies Act
(R.S.Q., C. C-38)

Part IA

I hereby confirm that the copy accompanying the
present certificate is an authentic copy of the
original of a document concerning

LES DISTILLATEURS UNIS DU CANADA INC.

and that this copy was registered

on 1991 04 24

at libro S-2397, folio 48

Government of
Quebec
Inspector General of
Financial Institutions

(original signed by Jean-Marie Bouchard)
Inspector General of Financial Institutions

2840-3335

CERTIFICATE OF AMENDMENT
Companies Act
(R.S.Q., C. C-38)

Part IA

I hereby confirm that the company

LES DISTILLATEURS UNIS DU CANADA INC.

and its version

UNITED DISTILLERS CANADA INC.

amended its Articles, under the authority of Part IA
of the Companies Act, as indicated in the Articles of
Amendment attached hereto.

This 1991 04 23

Government of
Quebec
Inspector General of
Financial Institutions

(original signed by Jean-Marie Bouchard)
Inspector General of Financial Institutions

2840-3335

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Registration of :
United Distillers Canada Inc. :
Mark: ROYAL COMMAND :
Registration No.: 699,943 :
Registered: June 21, 1960 :
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, PETER M. BOYLE, KAREN A. BUTCHER, ANNA W. MANVILLE, SHANA E. OMMAYA, PETER J. WILLSEY, ELISA A. D'ANDREA, ANITA G. BLUMENTHAL, BRETT I. MILLER, JULIE E.KOCH, MEREDITH A. CARLO 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 17th day of March, 1999.

UNITED DISTILLERS CANADA INC.

By: RICHARD FITZGERALD
Name: Richard Fitzgerald
Title: President & CEO

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Registration of :
United Distillers Canada Inc. :
Mark: OFC :
Registration No.: 76229 :
Registered: 28 December 1909 :
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, PETER M. BOYLE, KAREN A. BUTCHER, ANNA W. MANVILLE, SHANA E. OMMAYA, PETER J. WILLSEY, ELISA A. D'ANDREA, ANITA G. GLUMENTHAL, BRETT L. MILLER, JULIE E. KOCH, MEREDITH A. CARLO 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 17th day of March, 1999.

UNITED DISTILLERS CANADA INC.

By: Richard Fitzgerald
Name: RICHARD FITZGERALD
Title: PRESIDENT + CEO.