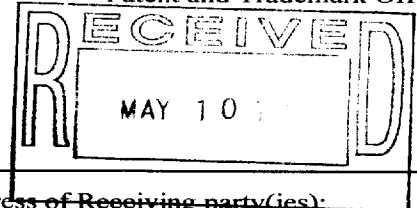


05-13-1999



101036548

APPLICATION FORM COVER SHEET
TRADEMARKS ONLY



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

1. Name of conveying party(ies):
UDV NORTH AMERICA, INC.

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

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

*MKD
5-10-99*

2. Name and Address of Receiving party(ies):
 Name: **HEAVEN HILL DISTILLERIES, INC.**
 Street Address: **P.O. BOX 729**

City: **BARDSTOWN**
 State: **KY** Zip: **40004**

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

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other _____

Execution Date: **April 28, 1999**

If assignee is not domiciled in the United States, a domestic representative designated is attached:
 Yes No

(Designation must be a separate document from Assignment.)
 Additional name(s) & address(es) attached?
 Yes No

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

A. Trademark application No.(s) B. Trademark Registration No.(s)
1,992,852

Additional numbers attached? Yes No

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

Name: **William H. Hollander**
Wyatt, Tarrant & Combs
 Street Address: **2600 Citizens Plaza**

City: **Louisville,**
 State: **Kentucky** Zip: **40202**

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 number: _____
 (Attach duplicate copy of this page if paying by deposit account.)

05/13/1999 DNGUYEN 00000077 1992852
01 FC:461 40.00 DP

DO NOT USE THIS SPACE

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.

William H. Hollander *William H. Hollander* May 5, 1999
 Name of person signing Signature Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT OF U.S. INTELLECTUAL PROPERTY RIGHTS

ASSIGNMENT OF U.S. INTELLECTUAL PROPERTY RIGHTS, made, executed and delivered as of April 28, 1999 ("Assignment of U.S. Intellectual Property Rights") by Indivined B.V., a Netherlands corporation ("Indivined"), UDV North America, Inc., a Connecticut corporation ("UDV NA"), and Heaven Hill Distilleries, Inc., a Kentucky corporation ("Purchaser").

WHEREAS, Diageo Inc., a Delaware corporation, and Indivined (collectively, "Sellers") and Purchaser have entered into an Asset Purchase Agreement, dated as of February 23, 1999, by and among Sellers and Purchaser (the "Agreement"), pursuant to which Sellers agreed to sell, convey, assign, transfer and deliver, and to cause Subsidiaries (such term and all other capitalized terms used but not defined herein having the same meanings ascribed to such terms in the Agreement) of Sellers to sell, convey, assign, transfer and deliver, and Purchaser agreed to purchase, among other things, the Transferred Intellectual Property, all as more fully described in the Agreement;

WHEREAS, Indivined and UDV NA each owns certain of the Transferred Intellectual Property listed on Annex 1 attached hereto identified with the registration number listed thereon (the "U.S. Intellectual Property"); and

WHEREAS, Purchaser wishes to acquire the Transferred Intellectual Property included in the Transferred Assets, including without limitation the U.S. Intellectual Property;


NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged and accepted, Indivined and UDV NA each hereby sells, conveys, assigns, transfers and delivers unto Purchaser and its successors and assigns, any and all of its right, title and interest in and to the U.S. Intellectual Property, including all rights of recovery for future infringement thereof, together with the goodwill of the business connected with the U.S. Intellectual Property.

This Assignment of U.S. Intellectual Property Rights is intended to implement the provisions of the Agreement and shall not be construed to enhance, extend or limit the rights or obligations of Sellers or Purchaser thereunder.

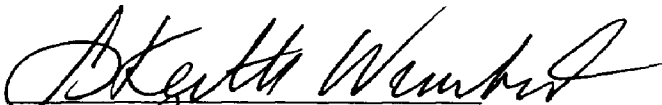
This Assignment of U.S. Intellectual Property Rights may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Assignment of U.S. Intellectual Property Rights has been duly executed and delivered on behalf of the parties as of the date first above written.

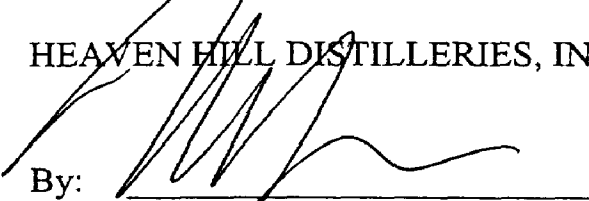
INDIVINED B.V.

By: 
Name: Keith Wimbush
Title: Senior VP

UDV NORTH AMERICA, INC.

By: 
Name: Keith Wimbush
Title: Senior VP

HEAVEN HILL DISTILLERIES, INC.

By: 
Name: Max L. Shapira
Title: President

ANNEX 1

<u>Trademark</u>	<u>Registration No.</u>	<u>Owner</u>
CB Plus Grape Vine Design	1,818,551	Indivined B.V.
CB GRAND RESERVE V.S.O.P. BRANDY VERY SPECIAL OLD PALE SINCE 1942 Plus Design	2,204,839	Indivined B.V.
L'ORANG GRANDEUR	1,992,852	UDV North America, Inc.
Miscellaneous Christian Brothers Arch Design	422,998	Indivined B.V.
THE CHRISTIAN BROTHERS	693,977	Indivined B.V.
THE CHRISTIAN BROTHERS	597,702	Indivined B.V.
THE CHRISTIAN BROTHERS Plus Design	870,198	Indivined B.V.
THE CHRISTIAN BROTHERS NAPA ROSE	1,123,774	Indivined B.V.
THE CHRISTIAN BROTHERS SPORTSMAN'S FLASK Plus Design	1,187,989	Indivined B.V.
THE CHRISTIAN BROTHERS XO RARE RESERVE BRANDY Plus Design	1,847,827	Indivined B.V.
Neck Band Design	422,997	Indivined B.V.

NY12529: 276116.4

RECORDED: 05/10/1999

TRADEMARK
REEL: 1896 FRAME: 0192