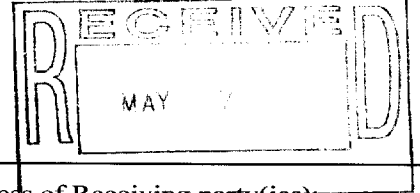


05-14-1999



APPLICATION FORM COVER SHEET  
ADemarks ONLY



101038019

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

1. Name of conveying party(ies):  
**UNITED DISTILLERS MANUFACTURING, INC.**

Individual(s)  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State- Delaware  
 Other \_\_\_\_\_

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

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 \_\_\_\_\_

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

3. Nature of conveyance: **22**

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

Execution Date: April 28, 1999

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

A. Trademark application No.(s)\ B. Trademark Registration No.(s)  
**936,740**

Additional numbers attached?  Yes  No

**TM**

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**

05/13/1999 JSHABAZZ 00000159 936740  
 01 FC:481 40.00 OP  
 02 FC:482 100.00 OP

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR § 3.41) \$140.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

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

Total number of pages comprising cover sheet: 1

PAGE 2 TO RECORDATION  
FORM COVER SHEET

Registration No.

810,864

776,303

767,958

310,079

E:\WHH\udm-assign.rec.wpd  
05/05/99 11:01 AM

## 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 and between United Distillers Manufacturing, Inc., a Delaware corporation ("UD Manufacturing"), United Distillers USA, Inc., a Delaware corporation ("UD USA") and Heaven Hill Distilleries, Inc., a Kentucky corporation ("Purchaser").

WHEREAS, Diageo Inc., a Delaware corporation ("Seller"), Purchaser, Sazerac Co., Inc., a Louisiana corporation ("Sazerac"), and David Sherman Corporation, a Missouri corporation ("DSC") have entered into an Asset Purchase Agreement, dated as of February 23, 1999 (the "Agreement"), pursuant to which Seller 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 Seller to sell, convey, assign, transfer and deliver, and Purchaser, Sazerac and DSC agreed to purchase, among other things, the Transferred Intellectual Property, all as more fully described in the Agreement;

WHEREAS, Sazerac and DSC have assigned to Purchaser all of their rights, liabilities and obligations under the Agreement with respect to any Transferred Intellectual Property exclusively related to any Brand marketed under the trademark OLD FITZGERALD or OLD FITZ or any trademark containing the term BOURBON HERITAGE, pursuant to an Allocation Agreement, dated as of February 23, 1999, by and among Purchaser, Sazerac and DSC;

WHEREAS, Seller and Purchaser now desire to carry out the intent and purpose of the Agreement by Seller's execution and delivery to Purchaser of this instrument;

WHEREAS, UD Manufacturing and UD USA 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 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, UD Manufacturing and UD USA 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 Seller 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.

UNITED DISTILLERS MANUFACTURING, INC.

By: Mark A. Schlossberg  
Name: Mark A. Schlossberg  
Title: Attorney - In Fact.

HEAVEN HILL DISTILLERIES, INC.

By: Max L. Shapira  
Name: Max L. Shapira  
Title: President

UNITED DISTILLERS USA, INC.

By: Mark A. Schlossberg  
Name: Mark A. Schlossberg  
Title: Attorney-in-Fact

**ANNEX 1 - UNITED STATES**

<b><u>Trademark</u></b>	<b><u>Registration No.</u></b>	<b><u>Owner</u></b>
OLD FITZGERALD Stylized	310,079	United Distillers Manufacturing Inc.
OLD FITZ	767,958	United Distillers Manufacturing Inc.
OLD FITZGERALD'S 1849 Label	936,740	United Distillers Manufacturing Inc.
OLD FITZGERALD Design	776,303	United Distillers Manufacturing Inc.
OLD FITZGERALD Label Design	810,864	United Distillers Manufacturing Inc.
HC THE BOURBON HERITAGE COLLECTION Plus Design	1,927,547	United Distillers USA, Inc.