

10-12-1999

RECORDATION FORM



101166577

Attorney Docket No.: 8119-GM

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

1. Name of conveying party(ies):

The Upper Canada Brewing Company Limited



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

The Sleeman Brewing & Malting Co. Ltd.

551 Clair Road West
Guelph, Ontario, CA N1H 6H9

3. Nature of conveyance:

10-04-1999

10-4-99

- Assignment U.S. Patent & TMO/TM Mail Rpt Dt. #30
- Security Agreement Change of Name
- Other: Certificate of Amalgamation

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

Execution Date: August 30, 1998

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

74/722,955
75/068,190

B. Trademark Registration No.(s):

1,454,390

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

Roberta Jacobs-Meadway
Jordan A. LaVine
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
One Commerce Square
2005 Market Street, 22nd Floor
Philadelphia, PA 19103-7086
Telephone: 215-965-1200
Facsimile: 215-965-1210
E-Mail: www.akingump.com

6. Total number of applications and registrations involved: [3]

7. Total fee (37 CFR 3.41) Cal. $\frac{1}{2}$ x \$40.00 = \$ **40.00**
 $\frac{2}{2}$ x \$25.00 = \$ **50.00**

Authorized to be charged to deposit account \$90.00

8. Deposit account number: 50-1017

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.

Roberta Jacobs-Meadway

Name of Person Signing

Signature

Date

10/1/99

Total number of pages including cover sheet, attachments and document: [7]

74722955

00000294 501017

10/08/1999 MTHRII

40.00 CH
50.00 CH

01 FD-H&I
02 FC-ABC

SCHEDULE 1

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

SCHEDULE 2

1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, moveable or immoveable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, moveable or immoveable, present or future, corporeal or incorporeal, of the Corporation.

3. The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

4. The number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the articles of the Corporation shall be as determined from time to time by ordinary resolution of the shareholders of the Corporation or, if the ordinary resolution empowers the directors to determine such number, by resolution of the directors of the Corporation.

5. The directors of the Corporation may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed shall not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

SCHEDULE **B**

Trade-Mark

**Registration No.
(application)**

1. THE UPPER CANADA BREWING
COMPANY
2. THE UPPER CANADA BREWING
COMPANY

1,454,390
(73/631852)

(74/722955)

Trade-mark

**Registration No.
(Application)**

3. REBEL

(75-068190)



SCHEDULE "A"

Certificate
of Amalgamation

Canada Business
Corporations Act

Certificat
de fusion

Loi canadienne sur
les sociétés par actions

THE SLEEMAN BREWING & MALTING CO. LTD. 352558-9

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

August 30, 1998/le 30 août 1998

Date of Amalgamation - Date de fusion



1 - Name of amalgamated corporation / Dénomination de la société issue de la fusion

THE SLEEMAN BREWING & MALTING CO. LTD.

2 - The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social

City of Guelph, Province of Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of common shares.

4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu

The annexed Schedule 1 is incorporated in this form.

5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum 1, Maximum 10

6 - Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu

None

7 - Other provisions, if any / Autres dispositions, s'il y a lieu

The annexed Schedule 2 is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

- 183, 184(1), 184(2) (checked)

Table with 5 columns: Name of amalgamating corporations, Corporation No., Signature, Date, Title. Rows include THE SLEEMAN BREWING & MALTING CO. LTD. and THE UPPER CANADA BREWING COMPANY LIMITED.

352558-9

AUG 27 1998

TRADEMARK