

10-29-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name UDV Canada Inc.

4/9/99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Canada

Receiving Party

Mark if additional names of receiving parties attached

Name 3592847 Canada Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 108 Stillwater Crescent

Address (line 2) _____

Address (line 3) Willowdale, Ontario Canada M2R3S2
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Canada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

10/29/1999 MTHA11 00000038 621426

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001982 FRAME: 0200

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

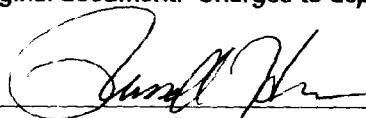
Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Russell J. Herron



10 26-99

Name of Person Signing

Signature

Date Signed

DESIGNATION OF DOMESTIC REPRESENTATIVE

3592847 Canada Inc., a Canadian corporation, appoints the following individual as Domestic Representative:

Elizabeth Kutyla
55 East Monroe Street
Chicago, IL USA 60603

ASSIGNMENT OF U.S. INTELLECTUAL PROPERTY RIGHTS

ASSIGNMENT OF U.S. INTELLECTUAL PROPERTY RIGHTS, made, executed and delivered as of April 9, 1999 ("Assignment of U.S. Intellectual Property Rights"), by UDV Canada Inc., a Canadian corporation ("UDV Canada"), United Distillers Manufacturing, Inc., a Delaware corporation ("UD Manufacturing"), Schenley Industries, Inc., a Delaware corporation ("Schenley"), UDV North America Inc., a Connecticut corporation ("UDV NA"), and 3592847 Canada Inc., a Canadian corporation ("Purchaser").

WHEREAS, Diageo Inc., a Delaware corporation, UDV Canada, United Distillers Canada Inc., a Canadian corporation (collectively, "Sellers"), and Canandaigua Brands, Inc., a Delaware corporation ("Canandaigua"), have entered into an Asset Purchase Agreement, dated as of February 21, 1999 (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 Canandaigua agreed to purchase, among other things, the Transferred Intellectual Property, all as more fully described in the Agreement;

WHEREAS, pursuant to Section 9.3 of the Agreement, Canandaigua has assigned all of its rights, liabilities and obligations under the Agreement to Purchaser pursuant to an Assignment and Assumption Agreement, dated as of April 9, 1999, by and between Canandaigua and Purchaser (the "Assignment Agreement");

WHEREAS, UDV Canada, UD Manufacturing, Schenley, UDV NA and Purchaser now desire to carry out the intent and purpose of the Agreement by UDV Canada's, UD Manufacturing's, Schenley's and UDV NA's execution and delivery to Purchaser of this instrument;

WHEREAS, UDV Canada, UD Manufacturing, Schenley and UDV NA each own certain of the Transferred Intellectual Property listed on Annex 1 attached hereto (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 is hereby acknowledged and accepted, each of UDV Canada, UD Manufacturing, Schenley and UDV NA 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 transferred trademarks included in 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 Canandaigua 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.


UDV CANADA INC.

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

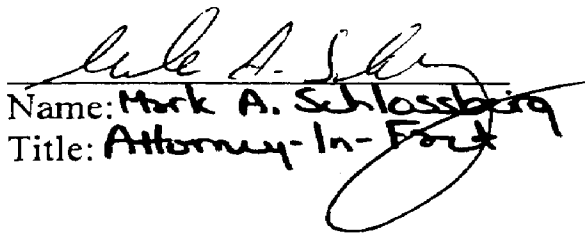
UNITED DISTILLERS
MANUFACTURING, INC.

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

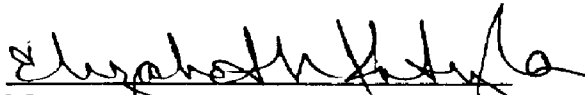
SCHENLEY INDUSTRIES, INC.

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

UDV NORTH AMERICA INC.

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

3592847 CANADA INC.

By: 
Name: Elizabeth Kuyik
Title: VP

ANNEX 1

| <u>Trademark</u> | <u>Registration No.</u> | <u>Owner</u> |
|--------------------------|-------------------------|--|
| BLACK VELVET (Stylized) | 621,426 | UDV Canada Inc. |
| BLACK VELVET Plus Design | 1,314,913 | UDV Canada Inc. |
| VELVET SOUR MIX | 1,916,692 | UDV Canada Inc. |
| ROYAL WEDDING | 789,137 | United Distillers Manufacturing, Inc. |
| MACNAUGHTON | 1,068,680 | Schenley Industries Inc. |
| MACNAUGHTONS (Stylized) | 575,963 | Schenley Industries Inc. |
| MCMASTERS (Stylized) | 757,955 | UDV North America, Inc. |
| MCMASTERS (Stylized) | 955,892 | UDV North America, Inc. |
| TRIPLE CROWN | 1,813,963 | UDV Canada Inc. |
| O.F.C. (Stylized) | 76,229 | UDV Canada Inc. |
| ORDER OF MERIT | 737,271 | UDV Canada Inc. |
| ROYAL COMMAND | 699,943 | UDV Canada Inc. |

| <u>Copyright</u> | <u>Registration No.</u> | <u>Owner</u> |
|---|-------------------------|--|
| “MacNaughton, the flavor of Canada: (ship scene) (no.) 13G0822379” | VA-68-348 | United Distillers Manufacturing, Inc. |
| “MacNaughton the flavor of Canada: (castle scene) (no.) 13G0829494” | VA-68-349 | United Distillers Manufacturing, Inc. |
| MacNaughton - The flavor of Canada | VA-68-350 | United Distillers Manufacturing, Inc. |
| Canada’s greatest holiday spirit. Imported MacNaughton. The lightest, smoothest Canadian you can give | VA-1-743 | United Distillers Manufacturing, Inc. |
| Now that you’ve made, MAC it | VA-27-769 | United Distillers Manufacturing, Inc. |

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| Mac the most of an evening. Canadian MacNaughton | VA-38-746 | United Distillers Manufacturing, Inc. |
| Ask for Mac | VA-39-611 | United Distillers Manufacturing, Inc. |
| MAC this holiday special. (MacNaughton Canadian whisky) | VA-42-355 | United Distillers Manufacturing, Inc. |
| MAC this holiday special. (Canadian MacNaughton) | VA-52-169 | United Distillers Manufacturing, Inc. |
| MacNaughton – The flavour of Canada | VA-61-407 | United Distillers Manufacturing, Inc. |
| MacNaughton - The flavour of Canada | VA-64-673 | United Distillers Manufacturing, Inc. |
| MacNaughton - The flavour of Canada | VA-70-461 | United Distillers Manufacturing, Inc. |
| MacNaughton - The flavour of Canada | VA-71-678 | United Distillers Manufacturing, Inc. |
| MacNaughton - The flavour of Canada | VA-97-396 | United Distillers Manufacturing, Inc. |
| Give naught but MacNaughton: Canadian MacNaughton | VA-114-700 | United Distillers Manufacturing, Inc. |
| Add naught to MacNaughton | VA-119-408 | United Distillers Manufacturing, Inc. |
| G.A.D. Drinks O.F.C. | VA-6-646 | United Distillers Manufacturing, Inc. |