SRM PTO-1618A S es 06/30/99 8 0651-0027

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

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RECORDATION FORM COVER SHEET

Submission Type	TRADEMARKS ONLY TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).				
New Resubmission Non-Recordation Security Agreement Circumster Nunc Pro Tunc Assignment Effective Date Merger M					
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Change of Name Corrective Document Reel # Frame # Change of Name Conveying Party Mark if additional names of conveying parties attached Month Day Year A/9/99 Formerly Individual General Partnership Limited Partnership Xx Corporation Association Other XX Citizenship/State of Incorporation/Organization Pelaware Receiving Party Mark if additional names of receiving parties attached Name 3592R47 Canada Inc. DBA/AKA/TA Composed of Address (line 1) Individual General Partnership Limited Partnership Individual General Partnership Limited Partnership Individual General Partnershi					
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U.S. Department of Commerce
Patent and Trademark Office
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OMB 0651-0027	TRADEMARK			
Domestic Representative Name and Address	Enter for the first Receiving Party only.			
Name Elizabeth Kutyla				
Address (line 1) 55 East Monroe Street				
Address (line 2) Chicago, IL 60603				
Address (line 3)				
Address (line 4)				
Correspondent Name and Address Area Code and	Telephone Number (312) 602-2006			
Name Russell J. Herron				
Address (line 1) D'Ancona & Pflaum				
Address (line 2) 111 East Wacker, Suite 2800				
Address (line 3) Chicago, IL 60601-4205				
Address (line 4)				
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Trademark Application Number(s) or Registration	On Number(s) Mark if additional numbers attached			
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	charge additional fees: Yes No No			
Statement and Signature				
To the best of my knowledge and belief, the foregoing				
attached copy is a true copy of the original docume	nt. Charges to deposit account are authorized, as			
indicated herein.	$\mathcal{A} \cap \mathcal{A}$			
	Mph 10-26-99			
Russell J. Herron 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

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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: Mrk A. Suhlassbero

UNITED DISTILLERS MANUFACTURING, INC.

By:

Name: Mork A. Sulpselva Title: Attorney In-Fret

SCHENLEY INDUSTRIES, INC.

By:

Vame: Mark A. Sallowburg
Title: Attorney- In-Fred

NY12527: 70095.5

UDV NORTH AMERICA INC.

By:

Name: Mork A. Schlossbirg
Title: Attorney-In-Ford

3592847 CANADA INC.

By:

Vame: Frabeth Kuirl

Title:

ANNEX 1

<u>Trademark</u>	Registration No.	Owner .
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.
	The state of the State	
Copyright	Registration No.	<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.

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