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Rev. 06/30/89
OMB 0651-0027

03-03-2000

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



101281184

**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		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year _____
		<input type="checkbox"/> Merger	
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name United Distillers Manufacturing, Inc. Execution Date 4/9/99
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

ASSIGNMENT DIVISION
RECEIVED TO FILE
MAY 11 2000

10/29/1999 MTHA11 00000037 789137
01 FC:481 40.00 OP

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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: 002029 FRAME: 0366

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="789137"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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
Name of Person Signing


Signature

10-20-99
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

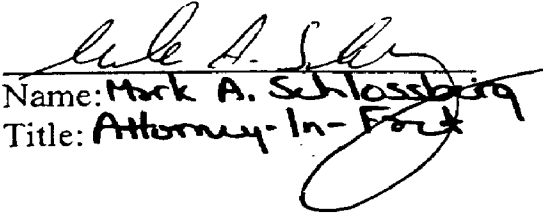
UNITED DISTILLERS
MANUFACTURING, INC.

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

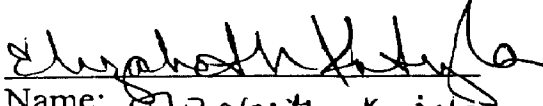
SCHENLEY INDUSTRIES, INC.

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.

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.

NY12527: 70095.5