

04-14-2000



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OPR/FINANCE

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
  - Merger
  - Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association

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.)

Other

Citizenship/State of Incorporation/Organization

04/13/2000 DNGUYEN 00000249 75339865

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 50.00 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: 002051 FRAME: 0040

**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.)

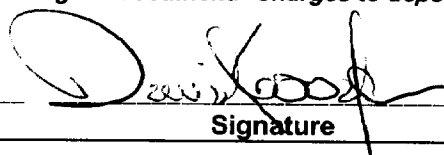
Deposit Account Number: #

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.

DAVID S. GOODER  
Name of Person Signing

  
Signature

3/2/03  
Date Signed

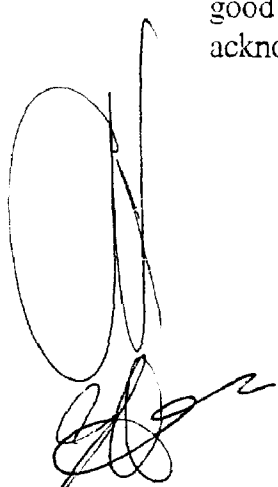
# TRADEMARK ASSIGNMENT

TEQUILA ORENDAIN DE JALISCO, S.A. DE C.V., a Mexican corporation, located at Prol. AV. Vallarta, No. 6230, Guadalajara, Jalisco, Mexico ("Assignor") has adopted and is using the registered and unregistered marks listed on the Schedule of Marks, attached hereto. The above-referenced marks, including without limitation, all trademarks, design marks, logos, trade names, trade dress and service marks incorporating all or any part of the marks, registrations, renewals and pending applications for all the foregoing, the good will of the business symbolized thereby, and all other worldwide rights (excluding Mexico) contained therein are hereinafter collectively referred to as the "Marks." This Assignment does not apply to the Marks in the Republic of Mexico.

BFC TEQUILA LIMITED, a Republic of Ireland company, whose principal office is located at Robin Hood Road, Dublin 22, Ireland ("Assignee"), is desirous of acquiring all right, title and interest in and to the Marks; and

Assignor desires to assign all right, title and interest in and to the Marks to Assignee as part of, and in consideration of certain payments made to Assignor pursuant to, that certain Joint Venture Agreement by and between Assignor and others, dated June 21, 1999.

NOW, THEREFORE, in consideration of the foregoing, together with other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

- 
1. Assignor hereby assigns unto Assignee all right, title, and interest in and to the Marks (the "Assignment").
  2. The Assignment shall also include all claims for damages by reason of past infringement of the Marks, if any, together with the right to sue for and collect the same for the sole use and benefit of Assignee and its successors, assigns, or other legal representatives.
  3. Assignor further agrees to execute and deliver, from time to time, all further instruments of conveyance, assignment and further assurances, and to perform all such other acts, as may be reasonably required to transfer and assign all of Assignor's interests in and to the Marks.

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This Assignment shall be effective for all purposes on the 21st day of June, 1999.

ASSIGNOR:

TEQUILA ORENDAIN DE JALISCO, S.A. DE C.V., a Mexican corporation

By: [Signature]  
Sr. Carlos Orendain Hernández

Its: Gerente General (Chief Executive Officer)

ASSIGNEE:

BFC TEQUILA LIMITED, a Republic of Ireland company

By: [Signature]  
Sean J. Hayes

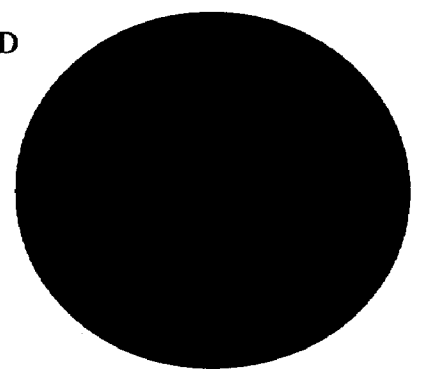
Its: Managing Director & Sec.

*Signed by the above named Sr. Carlos Orendain Hernández and Sean J. Hayes in my presence at the Westbury Hotel - Dublin 2 this 8<sup>th</sup> day of February 2000.*

*Rosaline O. Clarke.*

*Notary Public for the City & County of Dublin  
Commissioned for life*

**BOTH SIGNATURES ABOVE MUST BE NOTARIZED**



**Exhibit 3.1**  
**Trademark Assignment**  
**(Schedule of Marks)**

All right, title and interest of Assignor worldwide (except the Country of Mexico) in and to the following trademarks:

ORENDAIN  
DON EDUARDO  
KALORE  
OLLITAS  
ANNIVERSARIO

and the following applications and registrations:

| <b>Mark</b>                                    | <b>Country</b> | <b>Pending/<br/>Registered</b> | <b>Application/<br/>Registration No.</b> |
|--|----------------|--------------------------------|--|
| TEQUILA ORENDAIN & Design<br>(Label)           | Austria        | 12/31/93<br>(Registered)       | Reg. # 150338                            |
| ORENDAIN                                       | Austria        | 8/11/93<br>(Registered)        | Reg. # 148173                            |
| ORENDAIN                                       | Canada         | 10/29/71<br>(Registered)       | Reg. # 179113                            |
| ORENDAIN                                       | Chile          | 3/31/92<br>(Registered)        | Reg. # 384732                            |
| ORENDAIN OLLITAS & Design<br>(Label)           | Colombia       | 5/29/96<br>(Registered)        | Reg. # 188262                            |
| TEQUILA ORENDAIN OLLITAS &<br>Design (Label)   | Costa Rica     | 8/12/96<br>(Registered)        | Reg. # 95970                             |
| TEQUILA ORENDAIN OLLITAS &<br>Design (Label)   | Ecuador        | 11/13/96<br>(Registered)       | Reg. # 2278-96                           |
| ORENDAIN OLLITAS & Design<br>(Label)           | El Salvador    | 12/19/95<br>(Filed)            | App. # 5496/95                           |
| ORENDAIN OLLITAS & Design<br>(Label)           | France         | 11/17/94<br>(Registered)       | Reg. # 94545000                          |
| ORENDAIN                                       | Germany        | 3/17/81<br>(Registered)        | Reg. # 1015602                           |
| ORENDAIN OLLITAS & Design (Oval<br>Label)      | Guatemala      | 7/8/97<br>(Registered)         | Reg. # 85547/365/182                     |
| ORENDAIN OLLITAS & Design<br>(Rectangle Label) | Guatemala      | 7/8/97<br>(Registered)         | Reg. # 85577/395/182                     |
| TEQUILA ORENDAIN & Design<br>(Label)           | Hong Kong      | 8/26/93<br>(Registered)        | Reg. # 10090                             |
| TEQUILA ORENDAIN & Design<br>(Label)           | Japan          | 7/31/96<br>(Registered)        | Reg. # 3174909                           |
| TEQUILA ORENDAIN & Design<br>(Label)           | Singapore      | 8/23/93<br>(Filed)             | App. # 6564/93                           |
| TEQUILA ORENDAIN & Design<br>(Label)           | South Korea    | 8/17/93<br>(Registered)        | Reg. # 271826                            |
| ORENDAIN & Design (Label)                      | Taiwan         | 11/1/95<br>(Registered)        | Reg. # 695475                            |
| ORENDAIN (Stylized)                            | United States  | 9/5/89<br>(Registered)         | Reg. # 1554972                           |
| DON EDUARDO ORENDAIN &<br>Design (Label)       | United States  | 8/12/97<br>(Filed)             | App. # 75339865                          |
| ORENDAIN OLLITAS & Design<br>(Label)           | United States  | 5/20/97<br>(Registered)        | Reg. # 2063773                           |
| ORENDAIN                                       | Venezuela      | 11/30/83<br>(Registered)       | Reg. # 105843                            |

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: BFC Tequila Limited )  
Serial No.: 75/339,865  
Mark: DON EDUARDO & Design (Label) )  
Filed: August 12, 1997  
Int'l Class: 33 )

NO FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

**DOMESTIC REPRESENTATIVE**

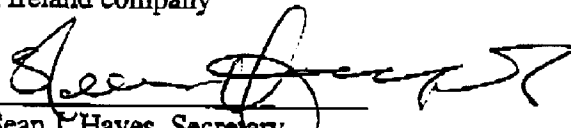
David S. Gooder, Esq., c/o Brown-Forman Brands, whose postal address is 4040 Civic Center Drive, Suite 528, San Rafael, CA 94903, is hereby designated Applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

**REVOCAION AND SUBSTITUTION OF POWER OF ATTORNEY**

BFC Tequila Limited, owner of the above-identified trademark application, hereby revokes all powers of attorney previously granted in this application and hereby appoints David S. Gooder, a member of the Bar of the State of California and Applicant's Vice President and Chief Operating Officer, whose address is Jack Daniel's Properties, Inc., 4040 Civic Center Drive, Suite 528, San Rafael, California 94903 (415-446-5225) and Christopher C. Larkin, a member of the Bars of the State of New York and California, and practicing with the firm of Small Larkin, LLP, 10940 Wilshire Boulevard, 18<sup>th</sup> Floor, Los Angeles, California 90024-3495 (310-209-4445) as its attorneys, with full power of substitution and revocation, to prosecute this application, to transact al business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration. **Please address all communication and correspondence to Mr. Gooder at the address indicated above.**

BFC TEQUILA LIMITED, a Republic  
of Ireland company

Date: 25 Feb., 2000

By:   
Sean J. Hayes, Secretary

Applicant: BFC Tequila Limited ) Reg. No.: 1,554,972  
Mark: ORENDAIN (Stylized) ) Issued: September 5, 1989  
Int'l Class: 33 )

NO FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

**DOMESTIC REPRESENTATIVE**


David S. Gooder, Esq., c/o Brown-Forman Brands, whose postal address is 4040 Civic Center Drive, Suite 528, San Rafael, CA 94903, is hereby designated Applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

**REVOCAION AND SUBSTITUTION OF POWER OF ATTORNEY**

Revoking all prior appointments, Registrant hereby appoints David S. Gooder, a member of the Bar of the State of California, whose address is Brown-Forman Brands, 4040 Civic Center Drive, Suite 528, San Rafael, California 94903 (415-446-5225) and Christopher C. Larkin, a member of the Bars of the State of New York and California, and practicing with the firm of Small Larkin, LLP, 10940 Wilshire Boulevard, 18<sup>th</sup> Floor, Los Angeles, California 90024-3495 (310-209-4445) as its attorneys, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office and in the courts in connection with the above-referenced registration. **Please address all communication and correspondence to Mr. Gooder at the address indicated above.**

BFC TEQUILA LIMITED, a Republic  
of Ireland company

Date: 25 Feb., 2000

By:   
Sean J. Hayes, Secretary

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

|                                 |   |                      |
|---------------------------------|---|----------------------|
| Applicant: BFC Tequila Limited  | ) | Reg. No.: 2,063,773  |
|                                 | ) |                      |
| Mark: ORENDAIN OLLITAS & Design | ) | Issued: May 20, 1997 |
| (Label)                         | ) |                      |
|                                 | ) |                      |
| Int'l Class: 33                 | ) |                      |

NO FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

**DOMESTIC REPRESENTATIVE**

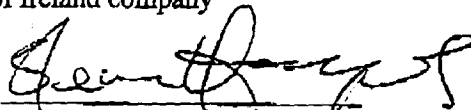
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BFC TEQUILA LIMITED, a Republic  
of Ireland company

Date: 25-Feb, 2000

By:   
Sean J. Hayes, Secretary