

4-27-00

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

1. Name of Conveying Party:

Miller Brewing Company, a Wisconsin Corporation

2. Name and Address of Receiving Party:

Shipyards Brewing Company, LLC a Maine limited liability company
86 Newbury Street
Portland, ME 04101

3. Nature of Conveyance:

Assignment of Trademarks

Date: April 13, 2000

4. Trademark Registration/Serial Nos.

2,204,124	Chamberlain Pale Ale
2,204,100	Maine's Better Built Ales
2,199,983	Ship Happens
2,189,606	Shipyards Brewing Company
2,228,388	The Shipyards Fuggles IPA
2,162,461	The Shipyards Longfellow Winter Ale
2,249,241	The Shipyards Prelude Holiday Ale
2,234,399	The Shipyards Sirius Summer Wheat Ale
75/873580	The Shipyards Brewhaus
75/873581	The Shipyards Brewpub
1,855,906	Shipyards Export Ale
1,904,568	The Shipyards Blue Fin Stout
1,893,448	The Shipyards Brewport
2,076,755	The Shipyards Goat Island Light Ale
2,092,583	Real Beer From A Real Place
2,015,253	The Shipyards (Design)
75/065550	The Shipyards Brewing Company

05/04/2000 BCDATES 00000301 2204124

01 FC:481
02 FC:482

40.00 OP
400.00 OP

5. Party to whom correspondence concerning document should be mailed:

John L. Carpenter, Esq.
Bernstein, Shur, Sawyer & Nelson
100 Middle Street, P.O. Box 9729
Portland, ME 04104-5029

6. Total Number of registrants: 17

7. Total Fee: \$440.00 Enclosed

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true and correct copy of the original document.

MILLER BREWING COMPANY

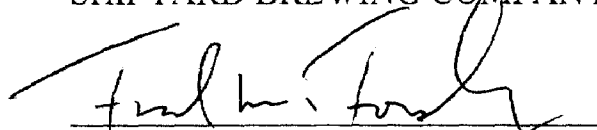


Name: *STEPHEN ROBERTS*

Title: *ATTORNEY-IN-FACT*

Date: *April 13, 2000*

SHIPYARD BREWING COMPANY, LLC



Name: *FRED M. FORSLEY*

Title: *MANAGER*

Date: *April 13, 2000*

Assignment of Trademarks

This Assignment of Trademarks is made as April 13, 2000, by and between SCB Co., a Maine corporation with its principal place of business at c/o Miller Brewing Company, 3737 West Highland Boulevard, Milwaukee, Wisconsin 53208 ("SCB"), and Shipyard Brewing Company Limited Liability Company, a Maine limited liability company with its principal place of business at 86 Newbury Street, Portland, Maine 04101 (the "Company").

WHEREAS, SCB is the owner of the trademarks, and the registrations and applications for registration thereof on the attached Schedule 1 (which is attached hereto and incorporated herein by reference;;

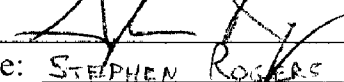
AND WHEREAS, the Company wishes to acquire said trademarks, the registrations and applications for registration thereof, and the good will of the business in connection therewith.

NOW, THEREFORE, for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, SCB agrees to sell, assign, and transfer to the Company, and does hereby sell, assign, and transfer to the Company, SCB's entire right, title and interest in and to said trademarks and the registrations and applications for registration thereof, together with the good will of the business symbolized by said trademarks, and registrations and applications for registration thereof, and SCB's entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of said trademarks.

This Assignment of Trademarks is made pursuant to the Redemption Agreement by and between Shipyard Brewing Company Limited Liability Company, SCB Co., LCS Management Co., Ashleigh, Inc., Longfellow, Inc., Miller Brewing Company, Alan J. Pugsley, and Fred M. Forsley, dated as of April 4, 2000.

IN WITNESS WHEREOF, the parties have caused this Assignment of Trademarks to be executed and sealed by their duly authorized representatives as of the date first written above.

SCB Co.

By: 
Name: STEPHEN ROGERS
Title: Secretary

STATE OF MAINE)
COUNTY OF CUMBERLAND)

The above-named individual, to me known to be the duly authorized representative of SCB Co., personally appeared before me this 13th day of April 2000, and acknowledged to me that he executed the foregoing Assignment of Trademarks on behalf of SCB Co. and pursuant to authority duly received.

(SEAL)

Marcy G Alexander
Notary Public, State of Maine
My Commission expires: 3/30/2007

Shipyards Brewing Company Limited
Liability Company

By: [Signature]
Name: Fred M. Forsley
Title: Its Manager

STATE OF MAINE)
COUNTY OF CUMBERLAND)

The above-named individual, to me known to be the duly authorized representative of Shipyards Brewing Company Limited Liability Company, personally appeared before me this 13th day of April 2000, and acknowledged to me that he executed the foregoing Assignment of Trademarks on behalf of Shipyards Brewing Company Limited Liability Company and pursuant to authority duly received.

(SEAL)

Marcy G Alexander
Notary Public, State of Maine
My Commission expires: 3/30/2007

**Schedule 1 to
Assignment of Trademarks**

Trademark Registrations	Mark	Registration No.	Issue Date
United States of America	CHAMBERLAIN PALE ALE	2,204,124	11/17/98
	MAINE'S BETTER BUILT ALES	2,204,100	11/17/98
	REAL BEER FROM A REAL PLACE	2,092,583	09/02/97
	SHIP HAPPENS	2,199,983	10/27/98
	SHIPYARD BREWING COMPANY	2,189,606	09/15/98
	SHIPYARD EXPORT ALE	1,855,906	09/27/94
	THE SHIPYARD and Design	2,015,253	11/12/96
	THE SHIPYARD BLUE FIN STOUT	1,904,568	07/11/95
	"THE SHIPYARD BREWPORT"	1,893,448	05/09/95
	THE SHIPYARD FUGGLES IPA	2,228,388	03/02/99
	THE SHIPYARD GOAT ISLAND LIGHT ALE	2,076,755	07/08/97

	THE SHIPYARD LONGFELLOW WINTER ALE	2,162,461	06/02/98
	THE SHIPYARD PRELUDE HOLIDAY ALE	2,249,241	06/01/99
	THE SHIPYARD SIRIUS SUMMER WHEAT ALE	2,234,399	03/23/99

Trademark Applications	Mark	Application Serial No.	Filing Date
United States of America			
	THE SHIPYARD BREWHAUS	75/873,580	12/16/99
	THE SHIPYARD BREWING COMPANY	75/065,550 (Int. Class 25)	02/29/96
	THE SHIPYARD BREW PUB	75/873,581	12/16/99

Trademark Registrations	Mark	Registration No.	Issue Date
Canada			
	PRELUDE	015025	02/16/56
	THE SHIPYARD BLUE FIN STOUT	474855	04/16/97

THE SHIPYARD BREWPORT	477449	06/10/97
THE SHIPYARD GOAT ISLAND LIGHT ALE	499270	08/26/98

Trademark Applications	Mark	Application Serial No.	Filing Date
Canada			
	SHIPYARD. BORN IN MAINE	817541	07/10/96
	THE SHIPYARD BREWHAUS	817539	07/10/96
	THE SHIPYARD BREWING CO.	821722	08/27/96
	THE SHIPYARD BREWING COMPANY	817540	07/10/96
	THE SHIPYARD BREW PUB	816955	07/03/96
	THE SHIPYARD. AN AMERICAN RENDITION OF AN ENGLISH TRADITION	826162	10/17/96
	THE SHIPYARD. ENGLISH TRADITION, AMERICAN INGENUITY	826163	10/17/96

Trademark Registrations	Mark	Registration No.	Issue Date
Germany			
	SHIPYARD	39613794	10/04/96
	SHIPYARD BLUE FIN	39613791	09/27/96
	SHIPYARD BREWING COMPANY	39613790	10/11/96
	SHIPYARD BREWPORT	39613793	09/27/96
	SHIPYARD GOAT ISLAND	39613788	05/30/96
	THE SHIPYARD and Design	39614740	10/15/96

Trademark Registrations	Mark	Registration No.	Issue Date
Japan			
	SHIPYARD	4137640	04/17/98
	SHIPYARD BLUE FIN	4137642	04/17/98
	SHIPYARD BREWING COMPANY	4137643	04/17/98
	SHIPYARD BREWPORT	4137641	04/17/98

	SHIPYARD GOAT ISLAND	4137644	04/17/98
	THE SHIPYARD and Design	4114088	02/13/98
	THE SHIPYARD and Design	42113739	11/20/98

Trademark Registrations	Mark	Registration No.	Issue Date
Mexico			
	SHIPYARD BLUE FIN	620582	08/31/99
	SHIPYARD BREWING COMPANY	520581	08/31/99
	SHIPYARD BREWPORT	627927	10/11/99
	SHIPYARD GOAT ISLAND	620583	08/31/99
	THE SHIPYARD and Design	554867	07/31/97

Trademark Applications	Mark	Application Serial No.	Filing Date
Mexico			
	SHIPYARD	259655	04/12/96
	THE SHIPYARD and Design	257934	03/26/96

Trademark Registrations	Mark	Registration No.	Issue Date
Switzerland			
	LONG FELLOW	340170	06/14/65

Trademark Registrations	Mark	Registration No.	Issue Date
United Kingdom			
	GOAT ISLAND	2064052	10/18/96
	SHIPYARD	2063992	10/18/96
	SHIPYARD BREWING COMPANY	2064049	12/06/96
	THE SHIPYARD and Design	2064099	12/13/96