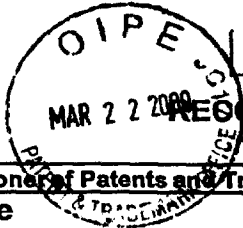


08-09-2000



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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
- Merger  
Effective Date  
Month Day Year  
12 24 93
- Change of Name
- Other Amalgamation

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name KALYANI BREWERIES LIMITED

11 23 99

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 UNITED BREWERIES LIMITED

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1/1 Vittal Mallya Road

Address (line 2) \_\_\_\_\_

Address (line 3) Bangalore-560001

India

Zip Code

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

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

04/18/2000 JSHABAZZ 00000327 1763162

01 FC:481

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Mail documents to be recorded with required cover sheet(s) information to:  
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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)

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**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

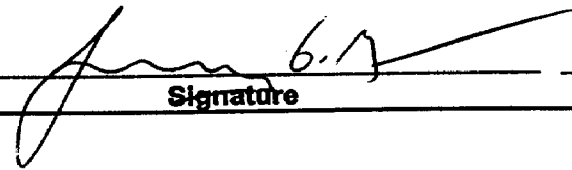
No

**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.

Lanning G. Bryer

Name of Person Signing



Signature

3/21/00

Date Signed

IN THE MATTER OF

Trademark TAJ MAHAL

Registration No.: 1763162

Dated: April 6, 1993

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Ladas & Parry, whose postal address is 26 West 61st Street, New York, New York 10023, United States of America, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation:

STEPHEN A. GOLDSMITH

ALLAN S. PILSON

IAN JAY KAUFMAN

FREDERICK REICHWALD

ROBERT ALPERT

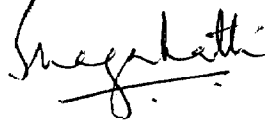
LINDA L. BERKOWITZ

DANIEL F. ZENDEL

LANNING G. BRYER

members of the Bar of the State of New York, c/o Ladas & Parry, 26 West 61st Street, New York, New York 10023, United States of America, to transact all business in the Patent Office in connection with the subject registration.

UNITED BREWERIES LIMITED



By SANJIT. NAGARKATTI, MANAGER-LEGAL  
(Title)

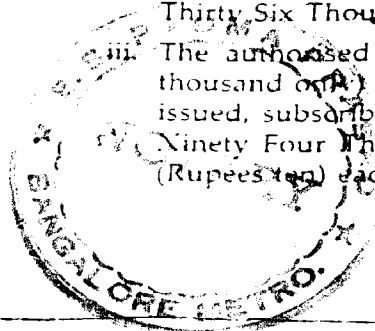
TENTH JANUARY 1993

(Date)

**SCHEME OF AMALGAMATION**  
**(Under Sections 391 and 394 of the Companies Act, 1956)**  
**OF**  
**HIGH RANGE BREWERIES LIMITED**  
**AND**  
**KALYANI BREWERIES LIMITED**  
**AND**  
**KESERVAL BEVERAGES LIMITED**  
**WITH**  
**UB LIMITED**

**PRELIMINARY**

- A. In this Scheme, unless inconsistent with the subject or context, the following expressions shall be deemed to mean :
- i) "Transferor Company" or "Amalgamating Company" means any of the following Companies:
    - (a) HIGH RANGE BREWERIES LIMITED (HRB), a Company incorporated under the Companies Act, 1956 and having its Registered Office at T P XII/769, Varand, Shertallay-688524 (Kerala State).
    - (b) KALYANI BREWERIES LIMITED (KAL), a Company incorporated under the Companies Act, 1956 and having its Registered Office at 44, Park Street, I Floor, Calcutta - 700 016 (West Bengal).
    - (c) KESERVAL BEVERAGES LIMITED (KBL), a Company incorporated under the Companies Act, 1956 and having its Registered Office at Bethora, Ponda, Goa.
  - ii) "Transferee Company" or "Amalgamated Company" means UB Limited (UB), incorporated under the Indian Companies Act, 1913 and having its Registered Office at 1/1, Vittal Mallya Road, Bangalore-560 001 (Karnataka State).
  - iii) "The Act" means the Companies Act, 1956.
  - iv) "Transfer Date" means the commencement of business on the 1st day of April 1992.
  - v) "Effective Date" means the day on which the last of the sanctions/permissions/approvals specified in this scheme shall have been obtained.
- B.
- i. The authorised share capital of HRB is Rs. 1,000,000/- (Rupees One Million only) divided into 100,000 Equity Shares of Rs.10/- (Rupees Ten) each of which the issued and subscribed capital is Rs. 400,000/- (Rupees Four Hundred Thousand only) divided into 40,000 Equity Shares of Rs.10/- (Rupees Ten) each.
  - ii. The authorised share capital of KAL is Rs.7,500,000/- (Rupees seven Million Five hundred thousand only) divided into 750,000 Equity Shares of Rs.10/- (Rupees ten) each of which the issued, subscribed and paid-up capital is Rs.7,136,000/- (Rupees Seven Million one Hundred Thirty Six Thousand only) divided into 713,600 Equity Shares of Rs.10/- (Rupees Ten) each.
  - iii. The authorised share capital of KBL is Rs. 2,500,000/- (Rupees two million five hundred thousand only) divided into 250,000 Equity Shares of Rs. 10/- (Rupees Ten) each of which the issued, subscribed and paid-up capital is Rs. 2,194,800/- (Rupees Two Million One Hundred Ninety Four Thousand Eight Hundred only) divided into 219,480 Equity Shares of Rs. 10/- (Rupees ten) each.



- C. The Authorised Share Capital of UB LIMITED is Rs. 250,000,000/- (Rupees Two hundred and fifty million only) divided into 25,000,000 Equity Shares of Rs. 10/- (Rupees Ten) each and the issued and subscribed capital is Rs. 117,136,300/- (Rupees one hundred seventeen million one hundred thirty six thousand three hundred only) divided into 11,713,630 Equity Shares of Rs.10/- (Rupees ten) each.
- D. HRB, KAL and KBL are all wholly owned subsidiaries of UB LIMITED

### S C H E M E

1. The undertakings and business of the Transferor Companies shall with effect from the transfer date and without further act or deed stand transferred to the Transferee Company Pursuant to Sections 391(2) and 394(2) of the Act and vest in the Transferee Company for all the estate, interest of the Transferor Company as a going concern but subject, nevertheless, to all charges, if any, then affecting the same or any part thereof and on the Transfer Date, the Transferor Companies, viz., HRB, KAL and KBL shall be amalgamated with the Transferee Company.
2. (a) For the purposes of the Scheme, the undertaking and business of the Transferor Companies shall include:
  - (i) All the assets of the Transferor Companies immediately before the amalgamation and
  - (ii) All the liabilities of the Transferor Companies immediately before the amalgamation.(b) With prejudice to the generality of the foregoing sub-clause (a), the said undertaking and business shall include:
  - (i) All the Properties, rights and claims whatsoever of the Transferor Companies and their entire undertakings, authorities, privileges, Industrial and other licences and rights in respect of property, movable and immovable, leases, tenancy rights, and other assets of whatsoever nature including patents, patent rights, trade marks and other industrial property rights, registrations, approvals, clearances, fittings and fixtures, telephones, telex and fax connections, cash balances, reserves, security deposits, refunds, outstanding balances, stocks, investments, licences, contracts, agreements and other rights and interests of all description in or arising out of such properties as may belong to or be in possession of the Transferor Companies and all books of accounts and documents and records relating thereto, but subject to all charges affecting the same.

Provided always that the Scheme shall not operate to enlarge the security for any loan deposit or facility created by or available to the Transferor Companies which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security therefor after the amalgamation has been effective or otherwise.
  - (ii) All the liabilities, debts, obligations and duties of the Transferor Companies shall also stand transferred to the Transferee Company with effect from the Transfer Date without further act or deed pursuant to Section 394(2) of the Act so as to become the liabilities of the Transferee Company.
3. The Debenture Redemption Reserve, General Reserve and the balance in the Profit and Loss Account in the Balance Sheet of the Transferor Companies be the Debenture Redemption Reserve, General Reserve and the balance in the Profit and Loss Account of the Transferee Company.
4. Upon this Scheme being effective, if any suit, appeal or other proceedings of whatsoever nature by or against the transferor Companies or any of them be pending, the same be continued, prosecuted and enforced by or against the Transferee Company. Any proceedings that may be taken after the effective date for any other matter or cause of action concerning the Transferor Companies before the effective date shall also be taken by or against the Transferee Company.
5. The Transferee Company undertakes on the Scheme of amalgamation becoming fully-effective in accordance with the provisions of Sections 391 and 394 of the Act, to engage from the Effective Date all employees who may be in service with the Transferor Companies on the aforesaid date

on terms not less favourable than the terms of employment which the said employees enjoyed at that date.

6. On and from the Transfer Date, the Transferor Companies shall be deemed to have carried on to be carrying on the business on behalf of and on account of the Transferee company until such time as the amalgamation becomes effective in terms of this Scheme. From the Transfer Date, transferor Companies shall carry on their business with proper prudence and shall not without concurrence of the Transferee Company, alienate, charge or otherwise deal with the assets or undertaking or any part thereof except in the ordinary course of business or vary the terms and conditions of employment of any of its employees. Income or profit accruing to the Transferor Companies or losses incurred by them, shall for all purposes be the Income, profit or losses as the case may be, of the Transferee Company and the Transferor Companies shall account to and be entitled to be indemnified by the Transferee Company.
7. The transfer and vesting of the properties and liabilities and the continuance of the proceedings mentioned above shall not affect transactions or proceedings already concluded by the Transferor Companies on or after the Transfer Date to the end and intent that the Transferee Company accept on behalf of itself all acts, deeds, bonds, agreements and other instruments of whatsoever nature done and executed by the Transferor Companies.
8. Subject to the other provisions contained in this Scheme, all contracts, deeds, agreements, and other instruments of whatsoever nature subsisting or having effect immediately before amalgamation which the Transferor Companies or any of them are a party, shall be in full force and effect again or in favour of the Transferee Company and may be enforced as fully and effectively as and instead of the Transferor Companies, the Transferee Company had been a party thereto.
9. Upon amalgamation becoming effective, the shares held by UBL in HRB, KAL and KBL viz., 40,000, 713,600 and 219,480 Equity shares of Rs.10/- each respectively shall stand cancelled.
10. This scheme is subject to such modifications as the Karnataka, Kerala, West Bengal and Goa High Courts may impose or the Transferor Companies may prefer and the High Courts may approve and the Board of Directors of the Transferor Companies and the Transferee Company may consent on behalf of all concerned to any modification or addition to the Scheme and to agree to any condition which the High Courts at Karnataka, Kerala, West Bengal and Goa may think fit to impose. In the construction herein, the word "Scheme" shall also mean the Scheme as so modified.
11. This Scheme shall not in any manner affect the rights of any of the Creditors of the Transferor companies, in particular the secured creditors shall continue to enjoy and hold charge upon the respective securities.
12. The implementation of this Scheme is conditional upon and subject to:
  - a) Sanction of the scheme by the High Courts of Karnataka, Kerala, West Bengal and Goa under Section 391 of the Act and the appropriate orders being made by the said High Courts pursuant to Section 394 of the Act for effecting the amalgamation under this Scheme and the implementation of this Scheme.
  - b) The approval and consent of any authorities concerned as may be required under any statute being obtained and granted in respect of any of the matters in respect of which such approval and consent be required.
13. This Scheme although operative from the Appointed day shall take effect finally and from the date on which any of the aforesaid sanctions or approvals or orders shall be last obtained, which shall be the Effective Date for the purpose of this Scheme.
14. All costs, charges and expenses of the Transferor Companies and the Transferee Company respectively in relation to or in connection with negotiations leading upto the Scheme and of carrying out and completing the terms and provisions of this scheme and of and incidental to the completion of amalgamation of the Transferor Companies in pursuance of this Scheme shall be borne and paid by the Transferee Company.

15. The Transferor Companies and/or any other person interested shall be at liberty to apply to the courts from time to time for necessary directions in matters relating to the Scheme or any terms thereof.
16. Upon this Scheme becoming effective as aforesaid the Transferor Companies shall stand dissolved without winding up as and from the Effective Date or such date as the High Courts may direct.
17. In the event of this Scheme failing to take effect finally before the 30th day of September 1993, or within such further period or periods as may be agreed upon between the respective transferor Companies (by their respective Directors), and the Transferee Company (by its directors), this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the parties or any of them.

Certified that this is  
TRUE COPY

*Sharma*  
23.1.93



*23.1.93*  
*Sharma*  
23.1.93



**UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231

JUNE 14, 2000

PTAS

LANNING G. BRYER  
26 WEST 61ST STREET  
NEW YORK, NEW YORK 10023-7604



\*101323982A\*

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101323982

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. THE NAME AND ADDRESS OF THE RECEIVING PARTY(S) MUST BE INDICATED ON THE COVER SHEET.

TARA WASHINGTON, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS

**TRADEMARK**  
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DAVID A. JACOBS

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+ ENG. SOL. NON PRAC.

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80335 MUNICH, GERMANY

IAIN C. BAILLIE  
(MEMBER NY BAR)  
European Resident Partner

March 21, 2000

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Dear Sirs:

Re: Amalgamation: **KALYANI BREWERIES LIMITED** to  
**UNITED BREWERIES LIMITED** - Trademark  
Registration No. 1763162 for TAJ MAHAL in  
the United States of America  
(Our Ref: 98 T 08-31-93)

1. You are requested to record the above-mentioned  
Chain of Title against the Trademark Registration No.  
1763162 for TAJ MAHAL as set forth in the following  
documents:

- a) Certified Copy of the Scheme of Amalgamation on  
behalf of **KALYANI BREWERIES LIMITED** into **UNITED  
BREWERIES LIMITED (formerly UB LIMITED)**;
- b) Appointment of Domestic Representative and  
Power of Attorney executed on behalf of  
**UNITED BREWERIES LIMITED**, dated January 10,  
1998 and executed by Sanjit Nagarkatti as Legal  
Manager.

2. Our check in the amount of \$40.00 is attached. If  
any additional charges are incurred, please charge Deposit  
Account No. 12-0425. Please send us your receipt in  
acknowledgement of this payment.

TRADEMARK  
REEL: 002089 FRAME: 0756

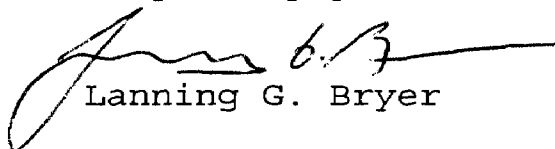
March 21, 2000

3. Please return the Deed of Assignment to our office after it has been stamped with recordal at the U.S. Patent and Trademark Office.

4. Please be sure to index the recordal of the above-referenced amalgamation against Trademark Registration No. 1763162 for TAJ MAHAL.

5. We attach the necessary U.S. Department of Commerce Patent and Trademark Office Recordation Form Cover Sheet (Form PTO-1618A) as required under Title 37 CFR.

Very truly yours,

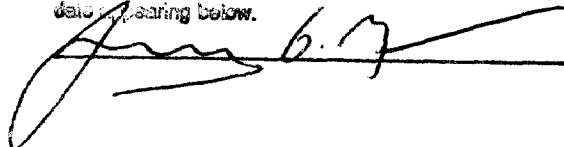


Lanning G. Bryer

LGB:GNG:mgl  
Attached

**CERTIFICATE OF MAILING**

I hereby certify that this correspondence is being deposited with the United State Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on the date appearing below.



3/21/00  
Date

STEPHEN A. GOLDSMITH  
IAN JAY KAUFMAN  
FREDERICK REICHWALD  
JOSEPH H. HANDELMAN  
ALLAN S. PILSON  
PETER D. GALLOWAY  
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IAIN C. BAILLIE  
(MEMBER NY BAR)  
European Resident Partner

July 19, 2000

U.S. Patent & Trademark Office  
Assignment Division  
Box Assignments, CG-4  
1213 Jefferson Davis Hwy, Suite 320  
Washington, D.C. 20231

Attention: Tara Washington, Examiner  
Assignment Division

Dear Ms. Washington:

Re: Amalgamation: **KALYANI BREWERIES** to **UNITED BREWERIES LIMITED** - Trademark Registration No. 1763162 for TAJ MAHAL in the United States of America  
(Our Ref: 98 T 08-31-93)

1. Reference is made to your letter of March 21, 2000 headed "Notice of Non-Recordation" with which you returned one cover sheet indicating that the cover sheet did not contain an address for the Assignee.

2. Therefore, we are resubmitting the corrected original cover letter requesting recordal of the amalgamation of **KALYANI BREWERIES** to **UNITED BREWERIES LIMITED** together with the original documents and a copy of your Notice of Non-Recordation of June 14, 2000.

TRADEMARK  
REEL: 002089 FRAME: 0758

# LADAS & PARRY

3. We shall appreciate your attention to this matter and thank you in advance for your assistance and cooperation. We look forward to receiving the Notice of Recordation of the Amalgamation of **KALYANI BREWERIES** to **UNITED BREWERIES LIMITED** as soon as possible.

Very truly yours

*Lanning G. Bryer*

Lanning G. Bryer

LGB:GNG:kao