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D#

02-22-2002



FORM PTO-1594

1-31-92



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U.S. DEPARTMENT OF COMMERCE

Y

Patent and Trademark Office

2.19.02

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

<p>1. Name of conveying Party(ies):</p> <p>Oland Breweries Limited</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - Canada  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Labatt Brewing Company Limited</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>3055 Agricola Street</u></p> <p>City: <u>Halifax</u> State: <u>Nova Scotia, CANADA</u> ZIP: <u>B3K 4G2</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation - <u>Canada</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  Current representative of service to remain of record (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 1, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p>	
<p>A. Trademark Application No.(s)</p> <p>See attached Schedule</p> <p><u>73434 595</u></p>	<p>B. Trademark Registration No.(s)</p> <p>See attached Schedule</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mary G. Manocchio</u></p> <p>Internal Address: <u>Blake, Cassels &amp; Graydon LLP</u></p> <p>Street Address: <u>Box 25, Commerce Court West</u></p> <p>City: <u>Toronto</u> State: <u>Ontario</u> ZIP: <u>M5L 1A9</u></p> <p>Telephone No.: (416) 863-2552</p> <p>Facsimile No.: (416) 863-2653</p>	<p>6. Total number of applications and registrations involved:</p> <p style="text-align: center;">3</p>
<p>7. Total fee (37 CFR 3.41):..... \$ <u>90.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p>	
<p>8. Deposit account number: <u>02-2553</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	

DO NOT USE THIS SPACE

9. 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.*

Mary G. Manocchio      Mary Manocchio      February 18, 2002  
Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Box ASSIGNMENTS  
FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513  
U.S.A.

02/22/2002 ANNED1 00000071 022553 1328833

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

TRADEMARK  
REEL: 002447 FRAME: 0248

# SCHEDULE

<b>TRADE-MARK</b>	<b>APPN. #</b>	<b>REG. #.</b>
OLAND SCHOONER	73/434,595	1,328,833
OLAND'S	75/540,238	2,282,312
KEITH'S	75/540,243	2,328,278



**Certificate  
of Amalgamation**

**Certificat  
de fusion**

**Canada Business  
Corporations Act**

**Loi canadienne sur  
les sociétés par actions**

**Labatt Brewing Company Limited**

**La Brasserie Labatt Limitee**

**398922-4**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2002 / le 1 janvier 2002

Date of Amalgamation - Date de fusion

Canada

**TRADEMARK**



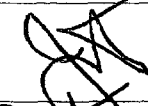




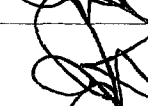
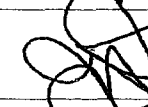

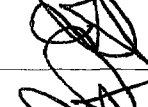






**REEL: 002447 FRAME: 0250**

FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)

FORMULE 9  
STATUTS DE FUSION  
(ARTICLE 185)

1.	Name of amalgamated corporation  <b>Labatt Brewing Company Limited</b> <b>La Brasserie Labatt Limitee</b>	Dénomination de la société issue de la fusion
2.	The place in Canada where the registered office is to be situated  Province of Ontario	Lieu au Canada où doit être situé le siège social
3.	The classes and any maximum number of shares that the corporation is authorized to issue  An unlimited number of common shares and an unlimited number of preference shares issuable in series. The rights, privileges, restrictions and conditions attaching to each class of shares and the first series of preference shares are set out in Schedule I annexed hereto which Schedule is incorporated into this form.	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4.	Restrictions, if any, on share transfers  None	Restrictions sur le transfert des actions, s'il y a lieu
5.	Number (or minimum and maximum number) of directors  Minimum of one (1); maximum of twenty (20)	Nombre (ou nombre minimal et maximal) d'administrateurs
6.	Restrictions, if any, on business the corporation may carry on  None	Limites imposée à l'activité commerciale de la société, s'il y a lieu
7.	Other provisions, if any  Schedule II annexed hereto is incorporated into this form	Autres dispositions, s'il y a lieu
8.	The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:  <input type="checkbox"/> 183 <input checked="" type="checkbox"/> 184(1) <input type="checkbox"/> 184(2)	La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.
9.	Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société
Schedule III annexed hereto is incorporated into this form		Signature
Schedule III annexed hereto is incorporated into this form		Date
Schedule III annexed hereto is incorporated into this form		Title Titre
FOR DEPARTMENTAL USE ONLY À L'USAGE DU MINISTÈRE SEULEMENT  Corporation No. - N# de la société <b>398922-4</b>		Filed - Déposée  <b>1991-2-2302</b>

**SCHEDULE III**

9. Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
Labatt Brewing Company Limited/La Brasserie Labatt Limitee	324596-9		Dec. 20, 2001	V.P., General Counsel, LBCC
Oland Breweries Limited/Les Brasseries Oland Limitee	006379-7		Dec 20, 2001	Assistant Secretary.
Near Future Inc.	278374-6		Dec. 20, 2001	Secretary & V.P.
3162907 Canada Limited	316290-7		Dec 20, 2001	Secretary
3162915 Canada Limited	316291-5		Dec. 20, 2001	Secretary
3162923 Canada Limited	316292-3		Dec. 20, 2001	Secretary
3162931 Canada Limited	316293-1		Dec 20, 2001	V.P. & Secretary
3163059 Canada Limited	316305-9		Dec. 20, 2001	Secretary
3163067 Canada Limited	316306-7		Dec. 20, 2001	Vice President
3163075 Canada Limited	316307-5		Dec. 20, 2001	V.P. & Secretary
3163083 Canada Limited	316308-3		Dec. 20, 2001	Secretary
3163610 Canada Inc.	316361-0		Dec. 20, 2001	President
3165361 Canada Inc.	316536-1		Dec. 20, 2001	V.P. & Secretary
3984389 Canada Limited	398438-9		Dec. 20, 2001	V.P. & Secretary
3984397 Canada Limited	398439-7		Dec 20, 2001	V.P. & Secretary
3984401 Canada Limited	398440-1		Dec. 20, 2001	V.P. & Secretary
3984371 Canada Limited	398437-1		Dec 20, 2001	V.P. & Secretary