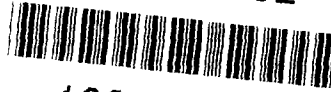


05-24-2002



Tab settings

102103012

To the Honorable Commissioner of Patents and Trademarks

3 original documents or copy thereof.

1. Name of conveying party(ies):
 United Distillers & Vintners (SJ) B.V.
 5-1-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other private limited company of the Netherlands

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Guinness United Distillers & Internal Vintners B.V.
 Address: _____
 Street Address: Molenwerf 10-12
1014 BG Amsterdam, The Netherlands
 City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other private limited company of The Netherlands

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Effective Date: December 1, 2000
 Execution Date: March 29, 2002

05-01-2002
U.S. Patent & TMO/TM Mail Rpt Dt. #11

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 201181, 724016, 761047, 761048

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Laurel E. Queeno
 Internal Address: Morgan Lewis & Bockius LLP

 Street Address: 1111 Pennsylvania Ave., N.W.

 Washington, D.C.
 City: _____ State: _____ Zip: 20004

6. Total number of applications and registrations involved: **4**

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-4520

(Attach duplicate copy of this page if paying by deposit account)

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.

Laurel E. Queeno Laurel E. Queeno 5/1/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

05/28/2002 6TON11 00000001 1201181
01 FC:481 40.00 OP
02 FC:482 75.00 OP

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademarks of

Guinness United Distillers & Vintners B.V.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

With respect to its marks, Registrant hereby appoints MICHAEL F. CLAYTON, JAMES R. SIMS III, RON N. DREBEN, BARBARA A. FRIEDMAN, CAROLE R. KLEIN, NANCY L. ROWE, KAREN A. BUTCHER, SHANA E. OMMAYA, BRETT I. MILLER, LAUREL E. QUEENO, ANITA G. POLOTT, JASON I. HEWITT, and MEREDITH A. CARLO, members of the District of Columbia Bar, STEPHANIE M. FOSTER, CARA A. BOYLE and JOSEPH E. WASHINGTON, members of the New York Bar, REGINA A. O'BRIEN, and ROBERT B. HENLEY, members of the Virginia Bar, HENRY SHINN, member of the Maryland Bar, ASHLEY PHILLIPS, member of the Georgia Bar, and TRAVIS P. BOOZER, a member of the Florida and Georgia Bars, all located at 1111 Pennsylvania Avenue, N.W. Washington, D.C. 20004, and GREGORY S. SHATAN, STEPHEN W. FEINGOLD, GERRY A. FIFER, KERI A. CHRIST, HILLEL I. PARNES, JEFFREY H. GREENE, ENID D. JEAN-CLAUDE, JESSICA N. COHEN and ELISABETH S. BRADLEY, members of the New York Bar, and IAN J. WARREN, a member of the Illinois Bar, all located at 101 Park Avenue, New York, New York 10178, as its domestic representative on whom may be served notices or process in proceedings affecting this registration.

Signed this 25th day of April, 2002.

UDV (SJ) Limited

By: *Yanuel E. Queeno*
 Name: *Laurel E. Queeno*
 Title: *Authorized Representative*

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by **United Distillers & Vintners (SJ) B.V.**, a private limited company existing under the laws of the Netherlands and domiciled at Molenwerf 10-12, 1014 BG Amsterdam, The Netherlands (hereinafter "Assignor"), in favor of **Guinness United Distillers & Vintners B.V.**, a private limited company existing under the laws of the Netherlands, having a principal business address at Molenwerf 10-12, 1014 BG Amsterdam, The Netherlands (hereinafter "Assignee").

WHEREAS, the Assignor is, or is in the process of being recorded as, the registered owner of the trademark registrations for the marks listed on the attached schedule (hereinafter "the Marks") and the goodwill of the business symbolized thereby, and desires to confirm having assigned the Marks to the Assignee.

WHEREAS, the Assignor did, on December 1, 2000, by separate instrument, assign certain of its assets and business to the Assignee, including all right, title and interest in and to the Marks, and the goodwill of the business symbolized thereby; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby confirms having assigned, transferred and set over to the Assignee, effective as of December 1, 2000, its entire right, title and interest in and to the Marks and the goodwill symbolized by the Marks, including the right to sue for and receive all damages from past infringements of the Marks, the same to be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

Signed this 29th day of March, 2002.

United Distillers & Vintners (SJ) B.V.

By: Laurel E. Queeno
Name: Laurel Queeno
Title: Authorized Representative

SCHEDULE—UNITED STATES

MARK	REG. NO.
BLACK & WHITE word and device	1201181
VATTED BLEND word block letters	724016
WHITE HORSE CELLAR label	761047
WHITE HORSE Design of Inn	761048

Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
Tel: 202.739.3000
Fax: 202.739.3001

www.morganlewis.com
Laurel E. Queeno
(202) 739-5845
lqueen@morganlewis.com

May 1, 2002

VIA HAND DELIVERY

Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, Virginia 22202-3513
Attention: Assignment Branch

Re: Recordation of Assignment
Our Ref.: 46411-0036

Dear Madam:

We enclose for recording at the Assignment Branch an original confirmatory trademark assignment between United Distillers & Vintners (SJ) B.V. and Guinness United Distillers & Vintners B.V.. This document is being filed to update record title to the four (4) registrations listed on the Schedule attached to the confirmatory assignment. We also enclose an Appointment of Domestic Representative as a separate document because the assignee is not domiciled in the United States.

The details of this recording are set out on the enclosed Recordation Form Cover Sheet in compliance with Patent and Trademark Office rules. We also enclose a check in the amount of \$115.00 to cover the filing fee for this request. Any additional fees should be charged to the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

Please call me if you have any questions concerning this filing. Thank you for your assistance.

Sincerely,



Laurel E. Queeno

Enclosures

cc: Ashley Phillips (w/encls.)
Ellen M. Baker (w/encls.)
Christine Jensen (w/encls.)

I-WA/1792211.1

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh
Princeton Northern Virginia London Brussels Frankfurt Tokyo

Morgan Lewis
COUNSELORS AT LAW



05-01-2002

U.S. Patent & TMO/TM Mail RptDt. #11

RECORDED: 05/01/2002

TRADEMARK
REEL: 002512 FRAME: 0675

D

W