

FORM PTO-1594 (Modified)
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

1. Name of conveying party(ies):

Diageo PLC
(a public limited liability company of United Kingdom)

2. Name and address of receiving party(ies):

Diageo Ireland
St. James's Gate Brewery
Dublin 8, Republic of Ireland

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: September 15, 2003

Effective Date: September 15, 2003

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: A private limited company of Ireland

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s): 76/120,783

B. Trademark Registration No.(s): 2,234,641

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

Karen A. Butcher
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Telephone: 202-739-5526

Facsimile: 202-739-3001

E-Mail: kbutcher@morganlewis.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) Cal. $1 \times \$40.00 = \$ 40.00$
 $1 \times \$25.00 = \$ 25.00$
 Total \$ 65.00

Authorized to charge overpayments/deficiencies to deposit account.

8. Deposit account number: DA 13-4520

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.

Karen A. Butcher
Name of Person Signing


Signature

October 29, 2003
Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0851-0011 (exp. 4/94)

CH \$65.00 134520 76120783

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made the 15th day of SEPTEMBER, 2003 between **Diageo PLC**, of 8 Henrietta Place, London W1G 0NB, England, United Kingdom (hereinafter "Assignor"), and **Diageo Ireland**, of St. James's Gate Brewery, Dublin 8, Republic of Ireland (hereinafter "Assignee").

WHEREAS, Assignor owns the United States trademark application and registrations identified on the attached Schedule (hereinafter "the Marks") and the goodwill of the business symbolized thereby; and

WHEREAS, Assignor has agreed to assign to Assignee certain of its assets and business, including the portion of Assignor's business to which the Marks pertain and the goodwill associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which Assignor hereby acknowledges:

1. Assignor hereby assigns, transfers and sets over to Assignee its entire right, title and interest in and to the Marks and the goodwill symbolized by the Marks, including the right to claim damages and other legal and equitable remedies in respect of all causes of action relating to the Marks arising prior to, on, or after the date of this Assignment, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives absolutely.
2. The Assignor shall, at the request of the Assignee, do all acts and things, including, without limitation, executing all documents necessary and/or desirable and providing all reasonable assistance to give full effect to this Agreement.
3. This Agreement shall be governed by the laws of the United States of America.

EXECUTED BY THE ASSIGNOR acting by its duly authorized representative on the date written above.

Diageo PLC

By: 

Name: SUSANNE BONN

Title: SECRETARY, FOR AND ON BEHALF OF DIAGEO PLC

SCHEDULE

MARK	NUMBER
GUINNESS	1,207,300
CARNIVAL	2,234,641
CARNIVAL P.R.I.D.E.	76/120,783

SmL. RB

TRADEMARK

RECORDED: 10/29/2003

REEL: 002738 FRAME: 0687