

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Unibroue Inc.		12/29/2004	CORPORATION: CANADA
The Sleeman Brewery of Quebec Ltd.		12/29/2004	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	Sleeman Unibroue Inc.
Street Address:	1100 50th Avenue
City:	Lachine, Quebec H8T 2V3
State/Country:	CANADA
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2275167	BLANCHE DE CHAMBLY
Registration Number:	2608037	DON DE DIEU
Registration Number:	2528091	DRINK LESS DRINK BETTER
Registration Number:	2158526	EAU BENITE
Serial Number:	76622741	RAFTMAN
Serial Number:	75764718	U2
Serial Number:	76630337	LA FIN DU MONDE
Serial Number:	76630338	MAUDITE
Serial Number:	76630336	QUELQUE CHOSE

**CORRESPONDENCE DATA**

Fax Number: (215)864-9803

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**900025951**

**TRADEMARK  
 REEL: 003097 FRAME: 0579**

**CH \$240.00 2275167**

Email: meadwayj@ballardspahr.com  
Correspondent Name: Jay K. Meadway  
Address Line 1: 1735 Market Street, 51st Floor  
Address Line 4: Philadelphia, PENNSYLVANIA 19103-7599

**DOMESTIC REPRESENTATIVE**

Name: Jay K. Meadway  
Address Line 1: 1735 Market Street, 51st Floor  
Address Line 4: Philadelphia, PENNSYLVANIA 19103-7599

NAME OF SUBMITTER:	Jay K. Meadway
Signature:	/Jay K. Meadway/
Date:	06/07/2005

Total Attachments: 9  
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Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

SLEEMAN UNIBROUPE INC.	427588-8
Name of corporation-Dénomination de la société	Corporation number-Numéro de la société
<p>I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the <i>Canada Business Corporations Act</i>, of the corporations set out in the attached articles of amalgamation.</p> <p></p> <p>Director - Directeur</p>	<p>Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la <i>Loi canadienne sur les sociétés par actions</i>, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.</p> <p>January 2, 2005 / le 2 janvier 2005</p> <p>Date of Amalgamation - Date de fusion</p>





Industrie Canada  
Loi canadienne sur les  
sociétés par actions

FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)

FORMULE 9  
STATUTS DE FUSION  
(ARTICLE 185)

1 -- Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion  
**SLEEMAN UNIBROUE INC.**

2 -- The province or territory in Canada where the registered office is to be situated La province ou le territoire au Canada où se situera le siège social  
**Province of Quebec**

3 -- The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
**The annexed Schedule 1 is incorporated in this form.**

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu  
**The annexed Schedule 2 is incorporated in this form.**

5 -- Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs  
**Minimum 1, Maximum 10**

6 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu  
**N/A**

7 -- Other provisions, if any Autres dispositions, s'il y a lieu  
**The annexed Schedule 3 is incorporated in this form.**

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

- 183
- 184(1)
- 184(2)

9 -- Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. N° de tél.
UNIBROUE INC.	2992814	<i>John W. Sleeman</i>	Dec. 17/04	Director	519-822-1834
THE SLEEMAN BREWERY OF QUEBEC LTD./ LA BRASSERIE SLEEMAN DU QUÉBEC LTÉE	4246951	<i>John W. Sleeman</i>	Dec. 17/04	Director	519-822-1834

DEC 29 2004
427588-8

Schedule 1  
to Form 9 - Articles of Amalgamation

The Corporation is authorized to issue an unlimited number of preferred shares ("Preferred Shares") and an unlimited number of common shares ("Common Shares").

Subject to the requirements of the Canada Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the Common Shares of the Corporation are as follows:

**A. PREFERRED SHARES**

**1. Dividends**

(a) The holders of the Preferred Shares, in priority to the Common Shares and all other shares ranking junior to the Preferred Shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of five percent (5%), per annum of the Redemption Price defined in sub-clause 3(a) below, payable quarterly in arrears on the 1st days of January, April, July and October in each year. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for any financial year notwithstanding that such dividends for such financial year shall not be declared in full. If on any dividend payment date the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Preferred Shares for the immediately preceding quarter, then the rights of the holders of the Preferred Shares to such dividend or to any undeclared part thereof for such quarter shall be forever extinguished. The holders of the Preferred Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(b) Except with the consent in writing of the holders of all of the Preferred Shares outstanding, and subject to the provisions of section C hereof, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Common Shares or on any other shares of the Corporation ranking junior to the Preferred Shares for any financial quarter unless the non-cumulative dividends on the Preferred Shares then issued and outstanding in respect of such financial quarter shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Common Shares or on any other shares ranking junior to the Preferred Shares.

**2. Liquidation, Dissolution or Winding-Up**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Preferred Shares, in priority to the holders of the Common Shares, shall be entitled to receive from the assets of the Corporation the sum of \$1.00 for each Preferred

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Share held together with payment of all declared but unpaid non-cumulative dividends thereon calculated up to the date of distribution. After payment to the holders of the Preferred Shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation.

3. Redemption

(a) The Corporation may, subject to the requirements of the Act, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time any part, of the then outstanding Preferred Shares on payment of a redemption price of \$1.00 per share (the "Redemption Price") and shall at the same time as the payment of the Redemption Price pay to the holder or holders of the Preferred Shares being redeemed, the amount of all declared but unpaid dividends thereon calculated up to the date of redemption.

(b) In the case of redemption of Preferred Shares under the provisions of sub-clause 3(a) hereof, the Corporation shall, unless waived in writing by the holders of all of the Preferred Shares to be redeemed, at least 10 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preferred Shares. Such notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be so redeemed; provided, however, that if a part only of the Preferred Shares for the time being outstanding is to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Preferred Shares. On the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preferred Shares to be redeemed the Redemption Price thereof together with the payment of any declared but unpaid dividends thereon calculated up to the date of redemption, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Preferred Shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If less than all of the Preferred Shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Preferred Shares represented by the original certificate which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price (and any declared but unpaid dividends as aforesaid) shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Preferred Shares to deposit the Redemption Price (and any

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declared but unpaid dividends as aforesaid) for the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Price (and any declared but unpaid dividends as aforesaid) so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the amount so deposited has not been paid to or to the order of the respective holders of the Preferred Shares which were called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim such amount to which they are entitled without interest from the Corporation.

4. Retraction

Any holder of Preferred Shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Act, at any time or times all or any of the Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at the registered office of the Corporation a share certificate or certificates representing the Preferred Shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Preferred Shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such Preferred Shares. The Retraction Date shall not be less than 30 days after the day on which the notice in writing is given to the Corporation without the consent of the Corporation. Upon receipt of a share certificate or certificates representing the Preferred Shares which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Retraction Date redeem such Preferred Shares by paying to such registered holder the Redemption Price for each such Preferred Share being redeemed and shall at the same time as the payment of the Redemption Price pay to such registered holder the amount of all declared but unpaid dividends thereon calculated up to the Retraction Date. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If less than all of the Preferred Shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Preferred Shares represented by the original certificate or certificates which are not redeemed. The said Preferred Shares shall be redeemed on the Retraction Date and from and after the Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Preferred Shares in respect thereof unless payment of the Redemption Price (and any declared but unpaid dividends as aforesaid) is not

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made on the Retraction Date, in which event the rights of the holder of the said Preferred Shares shall remain unaffected.

5. Voting

Except as otherwise provided by law, the holders of the Preferred Shares shall not be entitled as such to receive notice of, or to attend, any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting or to sign any resolution in writing in lieu thereof.

**B. COMMON SHARES**

1. Dividends

Subject to the prior rights of the holders of the Preferred Shares and subject to the provisions of section C hereof and not otherwise, the board of directors may declare and cause to be paid dividends to the holders of the Common Shares from any assets at the time properly applicable to the payment of dividends.

2. Liquidation, Dissolution or Winding-Up

In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Preferred Shares, the holders of the Common Shares shall be entitled to receive the remaining assets of the Corporation.

3. Voting

The holders of the Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Common Share held at such meetings, except a meeting of holders of a particular class of shares other than the Common Shares who are entitled to vote separately as a class at such meeting.

**C. OTHER PROVISIONS**

Notwithstanding any of the foregoing provisions, the directors shall not declare and the Corporation shall not at any time pay a dividend on the Common Shares or on any other shares ranking junior to the Preferred Shares, or redeem or purchase for cancellation or make a capital distribution in respect of the Common Shares or any other shares ranking junior to the Preferred Shares unless, after giving effect to such action, the Corporation will be able to redeem all the issued Preferred Shares pursuant to clauses 3 and 4 of section A hereof and the provisions of the Act.



Schedule 2  
to Form 9 - Articles of Amalgamation

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

Schedule 3  
to Form 9 - Articles of Amalgamation

1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation.

3. The number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the articles of the Corporation shall be as determined from time to time by ordinary resolution of the shareholders of the Corporation or, if the ordinary resolution empowers the directors to determine such number, by resolution of the directors of the Corporation.

4. The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, but the total number of directors so appointed shall not exceed one third of the number of directors elected at the previous annual meeting of shareholders of the Corporation.

## SCHEDULE

<u>Trade-mark</u>	<u>Appln./Regn. No.</u>
BLANCHE DE CHAMBLY & Design	2,275,167
DON DE DIEU	2,608,037
DRINK LESS DRINK BETTER	2,528,091
EAU BENTTE & Design	2,158,526
RAFTMAN	76/622,741
U "squared"	75/764,718
LA FIN DU MONDE & Design	76/630,337
MAUDITE Design	76/630,338
QUELQUE CHOSE Design	76/630,336