

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Sleeman Brewing & Malting Co. Ltd.		12/31/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Sleeman Breweries Ltd./Brasserie Sleeman Ltee
Street Address:	551 Clair Road West
City:	Guelph
State/Country:	ONTARIO
Postal Code:	N1L 1E9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2788616	SLEEMAN HONEY BROWN LAGER IMPORTED EST. 1834
Registration Number:	2345180	
Serial Number:	76622605	ROCKMAN
Serial Number:	76650253	ROCKMAN UC
Serial Number:	78733502	SILVER CREEK BREWERY
Registration Number:	2788633	SLEEMAN
Registration Number:	2571838	SLEEMAN BREWERY EST. 1834
Registration Number:	2585764	SLEEMAN BREWERY EST. 1834 TRADE MARK
Serial Number:	76582146	SLEEMAN CLEAR IMPORTED
Serial Number:	78692742	SLEEMAN CREAM ALE 64*
Registration Number:	2788615	SLEEMAN CREAM ALE IMPORTED EST. 1834
Serial Number:	78692563	SLEEMAN INDIA PALE ALE 46*

CH \$490.00 2788616

Serial Number:	78692653	SLEEMAN ORIGINAL DARK 50*
Registration Number:	2915584	SLEEMAN ORIGINAL DARK IMPORTED EST. 1834
Serial Number:	78692787	SLEEMAN PORTER 68*
Registration Number:	2967848	SLEEMAN SILVER CREEK LAGER
Registration Number:	1454390	THE UPPER CANADA BREWING COMPANY
Registration Number:	3012607	UPPER CANADA LAGER
Serial Number:	76470138	UPPER CANADA LAGER

CORRESPONDENCE DATA

Fax Number: (215)864-9803
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-665-8500
Email: meadwayj@ballardspahr.com, foleyk@ballardspahr.com
Correspondent Name: Jay K. Meadway
Address Line 1: Ballard Spahr Andrews & Ingersoll, LLP
Address Line 2: 1735 Market Street, 51st Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	884541
NAME OF SUBMITTER:	Jay K. Meadway
Signature:	/Jay K. Meadway/
Date:	04/04/2007

Total Attachments: 4
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Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

SLEEMAN BREWERIES LTD. /

BRASSERIE SLEEMAN LTEE

440364-9

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.

Richard G. Shaw
Director - Directeur

December 31, 2006 / le 31 décembre 2006

Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur les
 Corporations Act sociétés par actions

FORM 9
 ARTICLES OF AMALGAMATION
 (SECTION 185)

FORMULAIRE 9
 STATUTS DE FUSION
 (ARTICLE 185)

1 -- Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion
SLEEMAN BREWERIES LTD./BRASSERIE SLEEMAN LTEE

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
Ontario

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 Corporation is authorized to issue an unlimited number of common shares.

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule 1 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 15

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 2 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.
Sleeman Breweries Ltd./ Brasserie Sleeman Ltee	338490-0		Dec 31/06	Director	519-822-1834
The Sleeman Brewing & Malting Co. Ltd.	352558-9		Dec-31/06	Director	519-822-1834
West Coast Beverage Distributors Ltd.	439496-8		Dec-31/06	Director	519-822-1834
Alberta Distributors Alliance Inc.	439497-6		Dec.31/06	Director	519-822-1834

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Schedule 1

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 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 2

1. *Quebec Borrowing Provision.* 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, movable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation.

2. *Number of Directors.* 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.

3. *Appointment of Directors.* The directors of the Corporation may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, 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.