

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/29/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Distillers Manufacturing, Inc.		05/29/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Diageo North America, Inc.
Street Address:	801 Main Avenue
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06851
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	341156	GORDON'S
Registration Number:	668124	GORDON'S
Registration Number:	2234416	
Registration Number:	2253749	
Registration Number:	2865218	
Registration Number:	862105	HOUSE OF SCOTS
Registration Number:	780696	
Registration Number:	2997971	
Registration Number:	48571	I.W. HARPER
Registration Number:	406220	I.W.HARPER
Registration Number:	847128	I. W. HARPER
Registration Number:	3196259	I.W. HARPER
Registration Number:	226735	OLD QUAKER

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Registration Number:	860273	XL
Serial Number:	78940055	
Serial Number:	78940080	GORDON'S
Serial Number:	78803527	GORDON'S
Serial Number:	78797284	GORDON'S

CORRESPONDENCE DATA

Fax Number: (202)739-3001

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

Phone: 2027395093

Email: kaltoff@morganlewis.com, trademarks@morganlewis.com,
ateixeira@morganlewis.com

Correspondent Name: Kristin H. Altoff c/o Morgan Lewis

Address Line 1: 1111 Pennsylvania Avenue, NW

Address Line 2: Attention: TMSU

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	046411-0475
NAME OF SUBMITTER:	Kristin H. Altoff
Signature:	/Kristin H. Altoff/
Date:	06/06/2007

Total Attachments: 3
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**CERTIFICATE OF MERGER
OF
UNITED DISTILLERS MANUFACTURING, INC.
WITH AND INTO
DIAGEO NORTH AMERICA, INC.**

Pursuant to Section 33-819 of the Connecticut Business Corporation Act ("CBCA"), the undersigned corporations DO HEREBY CERTIFY THAT:

FIRST: The name of the parent corporation is Diageo North America, Inc., a corporation organized and existing under the laws of the State of Connecticut, and the name of the wholly-owned subsidiary corporation being merged with and into the parent corporation is United Distillers Manufacturing, Inc., a corporation organized and existing under the laws of the State of Delaware (collectively, the "Constituent Corporations").

SECOND: Diageo North America, Inc. shall be the surviving corporation of the merger ("Surviving Corporation").

THIRD: The merger shall become effective on May 29, 2007, at 11:59 p.m. eastern time.

FOURTH: The Agreement and Plan of Merger between the Constituent Corporations (the "Merger Agreement") was approved by resolution adopted by the Board of Directors of Surviving Corporation.

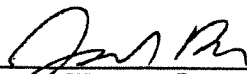
FIFTH: Approval of the Merger Agreement by the shareholders of the Constituent Corporations was not required.

SIXTH: No amendment is made to the Certificate of Incorporation of Surviving Corporation as part of the merger.


SEVENTH: The Merger Agreement and the performance of its terms were duly authorized by all action required by the laws of the State of Delaware under which United Distillers Manufacturing, Inc. is organized and by its Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed as of this 29th day of May, 2007.

DIAGEO NORTH AMERICA, INC.

By: 
Name: Joseph Barry
Title: Secretary

UNITED DISTILLERS MANUFACTURING,
INC.

By: 
Name: Joseph Barry
Title: Secretary

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,

this 30th day of May A.D. 2007

Susan Bignardi

SECRETARY OF THE STATE *ML*