

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/31/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Kahlua Company		05/31/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Allied Domecq Spirits & Wine USA LLC		
Street Address:	274 Riverside Avenue		
City:	Westport		
State/Country:	CONNECTICUT		
Postal Code:	06880		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	2953368	DO YA KUYA	
Registration Number:	2856870		
Registration Number:	1900036	KAHLUA	
Registration Number:	0752237	KAHLUA	
Registration Number:	3234124	KAHLUA	
Registration Number:	2988022	KAHLUA	
Registration Number:	2924197	KAHLUA	
Registration Number:	2542902	KAHLUA BLAST	
Registration Number:	0923586	KAHLUA	
Registration Number:	1505053		
Registration Number:	2498716	KAHLUA COLORADO BULLDOG	
Registration Number:	2276182	KAHLUA ESPECIAL	
Registration Number:	1838808	K	

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REEL: 003626 FRAME: 0645

Registration Number:	0711952	KAHLUA
Registration Number:	1524764	
Registration Number:	1524763	
Registration Number:	0752236	KAHLUA
Registration Number:	0894274	KAHLUA
Registration Number:	1483994	KAHLUA
Registration Number:	2849355	KUYA

CORRESPONDENCE DATA

Fax Number: (212)813-5901
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 813-5900
 Email: jferraro@frosszelnick.com
 Correspondent Name: Fross Zelnick Lehrman & Zissu, P.C.
 Address Line 1: 866 United Nations Plaza
 Address Line 2: Joyce M. Ferraro
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	PRUS 0705684
NAME OF SUBMITTER:	Joyce M. Ferraro
Signature:	/jmf/
Date:	09/24/2007

Total Attachments: 3

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ASSOCIATED IMPORTERS INC.", A DELAWARE CORPORATION,

"THE KAHLUA COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "ALLIED DOMEQ SPIRITS & WINE USA LLC" UNDER THE NAME OF "ALLIED DOMEQ SPIRITS & WINE USA LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2007, AT 8:43 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4322602 8100M

070647849



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5717201

DATE: 05-31-07

TRADEMARK
REEL: 003626 FRAME: 0647

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Allied Domecq Spirits & Wine USA LLC, a Delaware Limited Liability Company, and the names of the corporations being merged into this surviving limited liability company are The Kahlua Company, a Delaware Corporation, and Associated Importers Inc., a Delaware Corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporations.

THIRD: The name of the surviving limited liability company is Allied Domecq Spirits & Wine USA LLC.

FOURTH: The Agreement of Merger is on file at 274 Riverside Ave., Westport, CT 06880, the place of business of the surviving limited liability company.

FIFTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this Certificate to be signed by an authorized person this 31st day of May, 2007.

A handwritten signature in black ink, appearing to read "Thomas R. Lalla Jr.", written in a cursive style.

By: _____
(Authorized Person)

Name: Thomas R. Lalla Jr.

Title: Vice President and Secretary