

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tennessee Dickel Distilling Co.		10/22/2007	CORPORATION: TENNESSEE

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: 15

Property Type	Number	Word Mark
Registration Number:	3123648	"AIN'T NOTHIN' BETTER"
Registration Number:	3049688	CASCADE HOLLOW DISTILLERY
Registration Number:	3078904	DICKEL
Registration Number:	3028718	GEORGE A DICKEL
Registration Number:	3179283	
Registration Number:	3188280	GEORGE DICKEL TENNESSEE WHISKY CASCADE HOLLOW TULLAHOMA TENNESSEE
Registration Number:	803535	GEORGE DICKEL
Registration Number:	3122028	GEORGE DICKEL TENNESSEE WHISKY ESTABLISHED 1870 BARREL SELECT
Registration Number:	3339720	GEORGE DICKEL TENNESSEE WHISKY · BARREL SELECT ·
Registration Number:	3181755	GEORGE DICKEL BARREL SELECT
Registration Number:	3339721	GEORGE DICKEL CASCADE HOLLOW TENNESSEE WHISKY
		ESTD. 1870 GEORGE DICKEL ORIGINAL TENNESSEE

TRADEMARK

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Registration Number:	3078905	FINEST QUALITY SIPPIN' WHISKY SUPERIOR NO. 12 BRAND CASCADE HOLLOW DISTILLERY TULLAHOMA TENNESSEE
Registration Number:	3049747	GEORGE DICKEL TENNESSEE SOUR MASH WHISKY OLD NO. 8 BRAND
Registration Number:	1310336	OLD NO. 8 BRAND
Serial Number:	78495970	GEORGE DICKEL TENNESSEE WHISKY CASCADE HOLLOW TULLAHOMA TENNESSEE

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-739-5093
Email: trademarks@morganlewis.com, kaltoff@morganlewis.com,
ateixeira@morganlewis.com
Correspondent Name: Kristin H. Altoff
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 2: Attention: TMSU
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Kristin H. Altoff
Signature:	/Kristin H. Altoff/
Date:	11/20/2007

Total Attachments: 3
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**CERTIFICATE OF MERGER
OF
TENNESSEE DICKEL DISTILLING CO.
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 Tennessee Dickel Distilling Co., a corporation ("Tennessee Dickel") organized and existing under the laws of the State of Tennessee (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 October 31, 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.

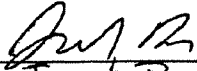
FIFTH: Approval of the Merger Agreement by the shareholders of the Constituent Corporations was not required.

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

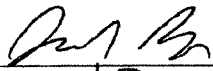
SEVENTH: The Merger Agreement and the performance of its terms were duly authorized by all action required by the laws of the State of Tennessee under which Tennessee Dickel is organized and by its Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed as of this 22nd day of October, 2007.

DIAGEO NORTH AMERICA, INC.

By: 
Name: Joseph Barry
Title: Secretary

TENNESSEE DICKEL DISTILLING CO.

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 6th day of November A.D. 2007

Susan Biquercy
SECRETARY OF THE STATE *lyn*