TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Miller Products Company, LLC		06/27/2008	LIMITED LIABILITY COMPANY: WISCONSIN

RECEIVING PARTY DATA

Name:	Miller Brewing Company
Street Address:	3939 West Highland Boulevard
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53208
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 167

Property Type	Number	Word Mark
Serial Number:	77097558	
Serial Number:	77105208	¿SE HABLA CHILL?
Serial Number:	77128150	MILLER
Serial Number:	77140113	MILLER LITE
Serial Number:	77186426	SPARKS
Serial Number:	77189344	
Serial Number:	77197166	MI
Serial Number:	77197176	MI TRADICION ORGULLO CERVEZA MILLER
Serial Number:	77206645	COLDTEK
Serial Number:	77246192	AS LIGHT AS IT GETS
Serial Number:	77255658	BASEBALLVILLE
Serial Number:	77275720	KEEP YOUR BALANCE

CH $4190.00 77097558

Serial Number:	77283441	CRAFT BEER. DONE LITE
Serial Number:	77290206	HIGH LIFE
Serial Number:	77317989	CHILL ZONE
Serial Number:	77318878	
Serial Number:	77332775	PISTON PACK
Serial Number:	77332789	TEAR N SHARE
Serial Number:	77334277	SPARKS TURBO
Serial Number:	77367848	MILLER CHILL
Serial Number:	77423373	NORTHWEST TRAIL
Serial Number:	77432087	MILLERCOORS
Serial Number:	77446181	TASTE THE THRILL
Serial Number:	77469620	THE ULTIMATE LIGHT BEER
Serial Number:	77485110	SPARKS OCHO
Serial Number:	77507864	MILLER SINCE 1855 MILWAUKEE, WI USA GENUINE DRAFT
Serial Number:	77511583	MILLERCOORS
Serial Number:	78790175	COUNTER-CULTURE OF RESPONSIBILITY
Serial Number:	78926860	
Registration Number:	1095395	HENRY WEINHARD'S PRIVATE RESERVE
Registration Number:	1198190	
Registration Number:	1228971	MAGNUM
Registration Number:	1337050	HENRY'S
Registration Number:	1385379	LITE
Registration Number:	1497978	MILWAUKEE'S BEST
Registration Number:	1564927	GREAT TASTE...LESS FILLING
Registration Number:	1656408	SHARP'S
Registration Number:	1664310	MGD
Registration Number:	1729707	COLD-FILTERED
Registration Number:	1815069	OLDE ENGLISH BRAND "800"
Registration Number:	1883844	OLDE ENGLISH 800
Registration Number:	1898263	STEEL RESERVE
Registration Number:	1901296	MGD LIGHT
Registration Number:	1908698	ICEHOUSE
Registration Number:	1912775	TOOLS FOR SUCCESS
Registration Number:	1913642	MILLER GENUINE DRAFT DE ETIQUETA NEGRA
Registration Number:	1953250	BLUE BOAR

Registration Number:	1960975	LAST CALL
Registration Number:	1979183	RED DOG
Registration Number:	1988218	BLUE BOAR THE ORIGINAL ACCEPT NO OTHER
Registration Number:	2024563	SOUTHPAW
Registration Number:	2052104	
Registration Number:	2080869	PLANK ROAD BREWERY
Registration Number:	2112798	HIGH LIFE
Registration Number:	2121350	MICKEY'S
Registration Number:	2189842	MILLER PARK MILWAUKEE WISCONSIN
Registration Number:	2229151	MILLER
Registration Number:	2232404	MILLER HIGH LIFE
Registration Number:	2234778	NO FARES. NO BLARNEY.
Registration Number:	2239297	RIDE THE BUS ON US
Registration Number:	2244899	MILLER FREE RIDES
Registration Number:	2280777	HENRY WEINHARD'S
Registration Number:	2313372	MILLER HIGH LIFE THE CHAMPAGNE OF BEERS EST'D 1855 PREMIUM BREWED
Registration Number:	2343656	211
Registration Number:	2366296	MILLER INN
Registration Number:	2402345	MILLER QUALITY UNCOMPROMISING
Registration Number:	2402622	TRUE TO TEXAS
Registration Number:	2409522	HYDROHOP
Registration Number:	2437333	SOLO CON INVITACION
Registration Number:	2446641	MILLER TIME
Registration Number:	2485462	MILLER PARK
Registration Number:	2486025	LIQUID GOLD HYDROHOP
Registration Number:	2493293	SPIRE B
Registration Number:	2530813	SUPER PACK
Registration Number:	2539588	211
Registration Number:	2544559	IT'S MILLER TIME
Registration Number:	2548022	OE800
Registration Number:	2568425	MILLER TIME PUB
Registration Number:	2583672	SPARKS
Registration Number:	2595747	MILLER ADVANTAGE
Registration Number:	2602737	POWER OF BEER

Registration Number:	2604281	0E800
Registration Number:	2609381	MILLER PARK MILWAUKEE WISCONSIN
Registration Number:	2612247	OLDE ENGLISH BRAND "800"
Registration Number:	2617826	MILWAUKEE WISCONSIN MILLER PARK
Registration Number:	2632022	TALL BLONDE
Registration Number:	2637496	LIVE RESPONSIBLY
Registration Number:	2640964	HG800
Registration Number:	2644669	LIVE RESPONSIBLY MILLER
Registration Number:	2681283	BEER OF THE ISLANDS
Registration Number:	2681367	THE BLITZ-WEINHARD BREWING COMPANY
Registration Number:	2686801	
Registration Number:	2687295	MILLER CARES MILLER BREWING COMPANY
Registration Number:	2691185	M
Registration Number:	2691186	
Registration Number:	2695931	MILLER HIGH LIFE
Registration Number:	2701126	LIVE RESPONSIBLY
Registration Number:	2707276	THE KEYS TO RESPONSIBILITY
Registration Number:	2716135	GO WIDE
Registration Number:	2732292	GALLERY OF GREATS
Registration Number:	2740988	MILLER LITE TRUE TO TEXAS
Registration Number:	2740989	MILLER LITE TRUE TO TEXAS
Registration Number:	2745211	TOUGH LAWS SAFE ROADS
Registration Number:	2754437	LANDSCAPE SEGMENTATION ANALYSIS
Registration Number:	2759768	OLDE ENGLISH "800" BRAND
Registration Number:	2761908	HAMM'S
Registration Number:	2770294	VIVE RESPONSABLEMENTE
Registration Number:	2786863	TWO-ELEVEN
Registration Number:	2802372	MILLER TAG MANAGER
Registration Number:	2803016	CELEBRATE RESPONSIBLY
Registration Number:	2811841	IF IT'S ABOUT BEER, WE KNOW IT
Registration Number:	2825137	MILLER LITE TRUE PILSNER BEER
Registration Number:	2838878	HIGH LIFE
Registration Number:	2867701	MILLER LITE A TRUE PILSNER BEER
Registration Number:	2884344	
Registration Number:	2884488	SIEMPRE VAMOS POR MAS

Registration Number:	2891819	VIVE RESPONSABLEMENTE MILLER
Registration Number:	2899939	HENRY WEINHARD'S PRIVATE RESERVE FOUNDED 1856
Registration Number:	2908881	MILLER LITE. TASTE A TRUE PILSNER
Registration Number:	2917529	LET'S TALK
Registration Number:	2943719	FOUNDED 1856
Registration Number:	2953627	GOOD CALL
Registration Number:	3004140	COLD-FILTERED DRAFT BEER
Registration Number:	3005230	GENUINE FLAVOR... COLD-FILTERED SMOOTH
Registration Number:	3009674	BEST CHEST
Registration Number:	3020834	MILWAUKEE'S BEST
Registration Number:	3035834	RESPONSIBILITY REIGNS
Registration Number:	3041072	ESTABLISHED 1895 FINEST QUALITY INGREDIENTS
Registration Number:	3062970	MILLER REACH
Registration Number:	3068174	STEEL SIX
Registration Number:	3072037	POWERED BY SPARKS
Registration Number:	3074731	MAKING BEER WORK BEST FOR YOU
Registration Number:	3079535	LET'S KEEP TALKING
Registration Number:	3092708	
Registration Number:	3148800	SPARKS PLUS
Registration Number:	3181012	MILLER LITE EXTRA YARD
Registration Number:	3188097	MILLER BEER UNIVERSITY
Registration Number:	3210810	+ -
Registration Number:	3288153	TASTE THE ADVENTURE
Registration Number:	3289065	RESPECT THE ROAD
Registration Number:	3306324	QUALITY UNCOMPROMISING
Registration Number:	3308358	MILLER CHILL
Registration Number:	3325457	FREDERICK MILLER
Registration Number:	3325472	EL OTRO FÚTBOL
Registration Number:	3327166	MILLER GENUINE DRAFT MGD MILLER BREWING CO MILWAUKEE, WISCONSIN, USA EST. 1855 HAND SELECTED HOPS TRADE MARK
Registration Number:	3327167	MILLER GENUINE DRAFT COLD · FILTERED
Registration Number:	3327922	CAE BIEN
Registration Number:	3332247	EASY CHILL
Registration Number:	3332881	FOR GREAT TASTE, THERE'S NO DEBATE

Registration Number:	3349672	CHILL BAG
Registration Number:	3354014	MILLER REACHING OUT
Registration Number:	3381527	RESPECT 21
Registration Number:	3397704	RESPECT 21 PREVENTING UNDERAGE ACCESS
Registration Number:	3448933	MILLER LITE ALL NATURAL PILSNER
Registration Number:	3449349	LA EXPERIENCIA VALE ORO
Registration Number:	0305854	HIGH LIFE
Registration Number:	0506937	MILLER
Registration Number:	0533200	HAMM'S
Registration Number:	0535336	
Registration Number:	0611870	FROM THE LAND OF SKY BLUE WATERS
Registration Number:	0666959	THE CHAMPAGNE OF BEERS
Registration Number:	0830722	MICKEYS
Registration Number:	0898890	BIG MOUTH
Registration Number:	0900930	HAMM'S
Registration Number:	0940612	IF YOU'VE GOT THE TIME, WE'VE GOT THE BEER.
Registration Number:	0947679	
Registration Number:	0995937	BARREL BOTTLE

CORRESPONDENCE DATA

Fax Number: (414)978-8675

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

Phone: 414 277 5675

Email: msl@quarles.com

Correspondent Name: Marta S. Levine

Address Line 1: Quarles & Brady LLP

Address Line 2: 411 East Wisconsin Avenue

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	660005.00585
NAME OF SUBMITTER:	Marta S. Levine
Signature:	/MartaLevine/
Date:	07/09/2008

Total Attachments: 7

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United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: JUL - 2 2008

BY:

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED
JUN 2 7 2008
WISCONSIN DFI

ARTICLES OF MERGER OF
MBC 1, LLC
MBC 2, LLC
MILLER BREWERIES EAST, LLC
MILLER BREWERIES WEST LIMITED PARTNERSHIP
MILLER PRODUCTS COMPANY, LLC
AND
MBC ACQUISITION CORP.
WITH AND INTO
MILLER BREWING COMPANY

The undersigned corporation, in accordance with Section 183.1204 of the Wisconsin Limited Liability Company Act (the "WLLCA"), Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL") and Section 179.77(5) of the Wisconsin Uniform Limited Partnership Act (the "WULPA"), hereby executes the following Articles of Merger:

1. The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:

Name	Type of Entity	Jurisdiction of Formation	
MBC 1, LLC	Limited liability company	Wisconsin	12 S066216 imaged
MBC 2, LLC	Limited liability company	Wisconsin	12 S066217 imaged
Miller Breweries East, LLC	Limited liability company	Wisconsin	01 S066221 imaged
Miller Breweries West Limited Partnership	Limited partnership	Wisconsin	07 M060055 imaged
Miller Products Company, LLC	Limited liability company	Wisconsin	12 S066222 imaged
MBC Acquisition Corp.	Corporation	Wisconsin	01 M044367
Miller Brewing Company	Corporation	Wisconsin	01 M06198 imaged

2. The name of the surviving entity (the "Surviving Entity") is Miller Brewing Company.

3. The plan of merger is set forth in the Plan of Merger attached hereto as Exhibit A which is made a part hereof.

4. The Plan of Merger was approved and adopted in accordance with Section 183.1202 of the WLLCA, Sections 180.1103 and 180.1104 of the WBCL and Section 179.77(1) of the WULPA, as applicable to each business entity.

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5. As of the Effective Time of the Merger, none of the non-surviving business entities which are parties hereto has a fee simple ownership interest in Wisconsin real estate.

6. The Surviving Entity is a direct and/or indirect parent with respect to the other business entities which are parties to this merger. However, the merger approval provisions of Section 180.11045 of the WBCL were not utilized with respect to this merger.

7. The Effective Time of the Merger shall be at 11:59 p.m. Eastern Time on June 30, 2008.

8. The Articles of Incorporation of the Surviving Entity shall not be affected by the Merger.

Dated as of the 27th day of June, 2008.

MILLER BREWING COMPANY

By: X
Name: Michael T. Jones
Title: Senior Vice President – General Counsel and Secretary

This document was drafted by:
Michael M. Grebe
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee WI 53202-4497

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EXHIBIT A

PLAN OF MERGER OF
MBC 1, LLC
MBC 2, LLC
MILLER BREWERIES EAST, LLC
MILLER BREWERIES WEST LIMITED PARTNERSHIP
MILLER PRODUCTS COMPANY, LLC
AND
MBC ACQUISITION CORP.
WITH AND INTO
MILLER BREWING COMPANY

ARTICLE I
PARTIES

The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:

Name	Type of Entity	Jurisdiction of Formation
MBC 1, LLC	Limited liability company	Wisconsin
MBC 2, LLC	Limited liability company	Wisconsin
Miller Breweries East, LLC	Limited liability company	Wisconsin
Miller Breweries West Limited Partnership	Limited partnership	Wisconsin
Miller Products Company, LLC	Limited liability company	Wisconsin
MBC Acquisition Corp.	Corporation	Wisconsin
Miller Brewing Company	Corporation	Wisconsin

ARTICLE II
SURVIVING ENTITY

The name of the surviving entity is Miller Brewing Company.

ARTICLE III
MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined), the six entities named above shall be merged with and into Miller Brewing Company (the "Surviving Entity") in accordance with the applicable provisions of the laws of the State of Wisconsin. The Effective Time of the Merger is hereby designated as 11:59 p.m. Eastern Time on June 30, 2008.

ARTICLE IV
CONVERSION AND EXCHANGE OF INTERESTS

4.1 MBC 1, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of MBC 1, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.2 MBC 2, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of MBC 2, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.3 Miller Breweries East, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of Miller Breweries East, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.4 Miller Breweries West Limited Partnership Interests. At the Effective Time of the Merger, the issued and outstanding partnership interests of Miller Breweries West Limited Partnership shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.5 Miller Products Company, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of Miller Products Company, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.6 MBC Acquisition Corp. Shares. At the Effective Time of the Merger, the issued and outstanding shares of MBC Acquisition Corp. shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.7 Miller Brewing Company Stock. The issued and outstanding stock of Miller Brewing Company shall not be affected by the Merger.

ARTICLE V
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of the Surviving Entity shall not be affected by the Merger.

ARTICLE VI
EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 183.1205 of the WLLCA, Section 180.1106 of the WBCL and Section 179.77(6) of the WULPA.

* * * * *

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(#3)

$150.00 + $25.00 Exp

Articles of Merger
Chap. 183 + 180

STATE OF WISCONSIN
FILED
JUN 30 2008
DEPARTMENT OF
FINANCIAL INSTITUTIONS

OBS # 20086261571752

Merger: MBC 1, LLC (WI LLC) (Non-Survivor)
MBC 2, LLC " " " "
Miller Brewers East, LLC (WI LLC) (Non-Surv)
Miller Brewers West Limited Partnership (WI LP)
(Non-Surv)
Miller Products Company, LLC (WI LLC) (Non-Surv)
MBC Acquisition Corp (WI Corp) (Non-Surv)

Into: Miller Brewing Company (WI Corp) (Surviving)

- Non Surviving do not have a FSOI in WI Real Estate

EFFECTIVE DATE: 6-30-2008