

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/03/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Leaf Acquisition Ltd.		10/01/2008	CORPORATION: VIRGIN ISLANDS
RECEIVING PARTY DATA			
Name:	Cruzan VIRIL Ltd.		
Street Address:	3 & 3A Estate Diamond		
City:	Frederiksted, St. Croix		
State/Country:	VIRGIN ISLANDS		
Postal Code:	00840		
Entity Type:	CORPORATION: VIRGIN ISLANDS		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Registration Number:	3458940	8 GENERATIONS OF SIMPLY BETTER RUM	
Registration Number:	1431443	CONCH REPUBLIC	
Registration Number:	2173078	CONCH REPUBLIC RUM CO SPIRIT OF KEY WEST	
Registration Number:	2835936	CRUZAN BANANA RUM PREMIUM CRUZAN RUM WITH NATURAL BANANA FLAVORS THE TASTE IS REAL	
Registration Number:	3105575	CRUZAN BLACK STRAP RUM	
Registration Number:	2818917	CRUZAN COCONUT RUM PREMIUM CRUZAN RUM WITH NATURAL COCONUT FLAVORS THE TASTE IS REAL	
Registration Number:	2959650	CRUZAN CONFUSION	
Registration Number:	2835934	CRUZAN ORANGE RUM PREMIUM CRUZAN RUM WITH NATURAL ORANG FLAVORS THE TASTE IS REAL	
Registration Number:	2835935	CRUZAN PINEAPPLE RUM PREMIUM CRUZAN RUM WITH NATURAL PINEAPPLE FLAVOR THE TASTE IS REAL	

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Registration Number:	2900497	CRUZAN QUARTER
Registration Number:	3458939	CRUZAN RUM ST. CROIX
Registration Number:	2835937	CRUZAN VANILLA RUM PREMIUM CRUZAN RUM WITH NATURAL VANILLA FLAVOR THE TASTE IS REAL
Registration Number:	3458941	MADE WITH SIMPLY BETTER RUM
Registration Number:	2957312	NAVY TRADITION
Registration Number:	2982718	NAVY TRADITION SEM-A-PHORE (1816) A SYSTEM OF VISUAL SIGNALING BY TWO FLAGS HELD ONE IN EACH HAND. ABOVE CONFIGURATION SIGNALS R-U-M
Registration Number:	2150778	JUNKANU
Registration Number:	1199014	CRUZAN
Registration Number:	1173543	CRUZAN
Registration Number:	0666719	CRUZAN
Registration Number:	3122195	CRUZAN ISLANDS
Registration Number:	1257079	CLIPPER
Registration Number:	0796089	OLD ST. CROIX
Registration Number:	0321815	OLD ST. CROIX RUM BRAND A H RIISE
Registration Number:	0417073	PIRATE AND PARROT
Registration Number:	3052250	CRUZAN MANGO RUM
Registration Number:	2909502	CRUZAN CITRUS RUM PREMIUM CRUZAN RUM WITH NATURAL CITRUS FLAVORS JUNKANU!

CORRESPONDENCE DATA

Fax Number: (312)616-5700

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

Phone: 312-616-5600

Email: lsullivan@leydig.com

Correspondent Name: Lynn A. Sullivan, Leydig Voit & Mayer

Address Line 1: Two Prudential Plaza, 180 N. Stetson

Address Line 2: Suite 4900

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	267637
NAME OF SUBMITTER:	Lynn A. Sullivan
Signature:	/Lynn A. Sullivan/
Date:	08/03/2009

Total Attachments: 7

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TRADEMARK
REEL: 004036 FRAME: 0606

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**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES**

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CHARLOTTE AMALIE, ST. THOMAS

To Whom All These Presents Shall Come:

CERTIFICATE OF MERGER

I, the undersigned, Lieutenant Governor of the Virgin Islands, do hereby certify that in accordance with Title 13, Chapter 1, Sub-Chapter IX, Section 251 of the Virgin Islands Code, providing for the consolidation of Merger between two Domestic Corporations under the laws of the Virgin Islands

LEAF ACQUISITION LTD.
(a Virgin Islands corporation)

AND

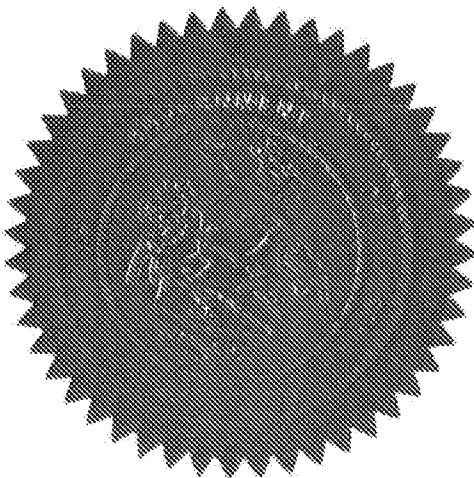
CRUZAN VIRIL LTD.
(a Virgin Islands corporation)

filed in this office on October 3, 2008, the documents required by law, duly acknowledged, evidencing that the aforesaid entities have effected by mutual agreement a Merger of their respective entities, and that all Assets and obligations of the first mentioned corporation have been transferred to the latter, the Surviving corporation and to be known as CRUZAN VIRIL LTD. (a Virgin Islands corporation) and shall continue to have all powers set forth in the Articles of Incorporation thereof filed in this office.

Witness My Hand and the Seal of the
Government of the Virgin Islands of the United
States at Charlotte Amalie, St. Thomas, Virgin
Islands this 3rd day of October, A.D., 2008.


GREGORY R. FRANCIS

Lieutenant Governor of the Virgin Islands



AGREEMENT OF MERGER

This Agreement of Merger (the "Agreement"), adopted in accordance with Title 13, section 251, Virgin Islands Code, executed as of the 1st day of October, 2008, by and between Cruzan Viril Ltd., a U.S. Virgin Islands corporation ("Cruzan") and Leaf Acquisition Ltd., a U.S. Virgin Islands corporation ("Leaf").

WITNESSETH:

WHEREAS, Leaf owns 100% of the issued and outstanding shares of capital stock of Cruzan; and

WHEREAS, the shareholder of Leaf desires to cause Cruzan to continue certain of Cruzan's business activities, and further desires to own all of the issued and outstanding shares of Cruzan directly rather than through Leaf; and

WHEREAS, the shareholders of each of Cruzan and Leaf have determined that it is in the best interest of each of the companies that Leaf be merged into Cruzan in accordance with applicable laws and upon the terms and subject to the conditions herein stated;

NOW, THEREFORE, in consideration of the premises and the conditions, terms, and provisions set forth in this Agreement, Cruzan and Leaf do hereby agree as follows:

1. MERGER OF LEAF INTO CRUZAN

Leaf will be merged into Cruzan (the "Merger") in accordance with the laws of the U.S. Virgin Islands, with the Merger to be accomplished so as to become effective upon the date of the filing of this Agreement with the office of the Lieutenant Governor of the U.S. Virgin Islands. The surviving party will be Cruzan, which will continue to be governed by and incorporated in accordance with the laws of the U.S. Virgin Islands.

2. EFFECT OF MERGER

Simultaneously with the effective date of the Merger, the separate existence of Leaf will cease and Cruzan will immediately

- (i) succeed, without other transfer, to all the assets, properties, rights, and claims of Leaf, and
- (ii) be subject to all the debts, obligations and liabilities of Leaf,

in the same manner and to the same extent as if such had been owned or incurred by Cruzan itself.

3. OWNERSHIP INTERESTS

All of the outstanding shares of capital stock of Leaf shall be transferred to the shareholders of Cruzan in exchange for all of the outstanding shares of Cruzan, which shall thereupon be owned by the existing shareholders of Leaf. Each outstanding share of capital stock of Leaf shall thereupon be cancelled and retired as a result of the Merger.

4. ACCOUNTING

The accounting of both Leaf and Cruzan shall be merged and shall continue to be carried on the books of Cruzan.

5. GOVERNING DOCUMENTS

The governing documents and agreements of Cruzan, including the articles of incorporation of Cruzan, shall not be amended or modified as a result of the Merger.

6. ADDRESS

The physical address of Cruzan's principal place of business shall remain 3 & 3A Estate Diamond, Frederiksted, St. Croix, U.S. Virgin Islands.

7. APPROVAL

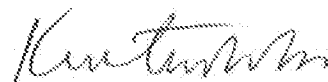
This Agreement, having been submitted for approval to the sole shareholder of Leaf and the sole shareholder of Cruzan, and, having been approved by each, the proper officers of each company shall file all necessary documents and comply with all other legal requirements as may be necessary to accomplish the Merger.


8. EFFECTIVE DATE OF THE MERGER

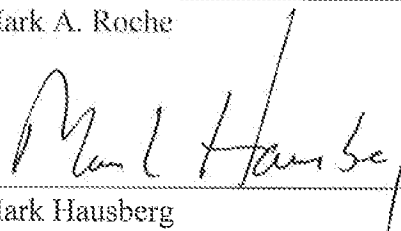
The Merger shall be effected by the filing of the Agreement of Merger with the office of the Lieutenant Governor of the U.S. Virgin Islands and the Merger and shall be effective upon such filing in accordance with law and this Agreement of Merger.

WHEREFORE, the undersigned, being all of the directors of Leaf Acquisition Ltd., and all of the directors of Cruzan Viril Ltd., respectively, do hereby adopt this agreement as of this 1st day of October, 2008 on behalf of Leaf Acquisition Ltd. and Cruzan Viril Ltd., respectively.

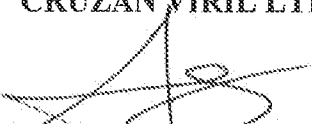
LEAF ACQUISITION LTD.



Kenton R. Rose

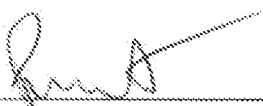

Mark A. Roche


Mark Hausberg

CRUZAN VIRIL LTD.

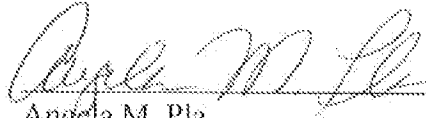

Gary Nelthropp


Marvin Pickering


Robert Probst

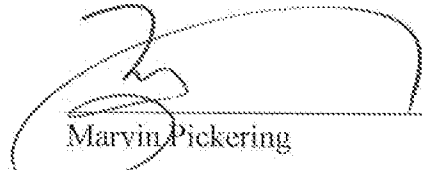
CERTIFICATION OF SHAREHOLDER APPROVAL

The undersigned, being the secretary of Leaf Acquisition Ltd., does hereby certify that the above Agreement of Merger was approved by the sole shareholder of Leaf Acquisition Ltd. as of the 30th day of September, 2008


Angela M. Pla

CORPORATE SEAL

The undersigned, being the assistant secretary of Cruzan Viril Ltd., does hereby certify that the above Agreement of Merger was approved by the sole shareholder of Cruzan Viril Ltd. as of the 30th day of September, 2008

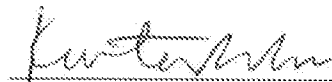

Marvin Pickering

CORPORATE SEAL

EXECUTION AND ACKNOWLEDGEMENT

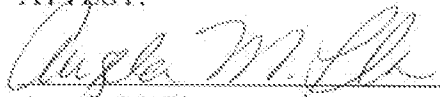
WHEREFORE, the undersigned do hereby execute this agreement as of this 1st day of October, 2008 on behalf of Leaf Acquisition Ltd. and Cruzan Viril Ltd., respectively.

LEAF ACQUISITION LTD.



Kenton R. Rose, President

ATTEST:



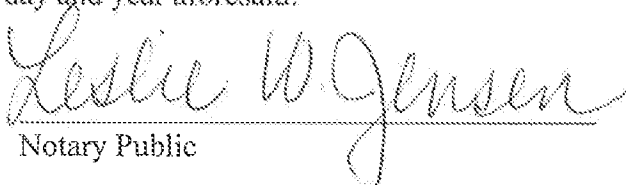
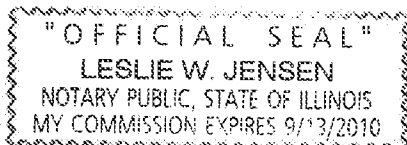
Angéla M. Pla

CORPORATE SEAL

STATE OF ILLINOIS)
) ss:
COUNTY OF LAKE)

BE IT REMEMBERED that on this 1st day of October, 2008, personally came before me, a Notary Public, Kenton R. Rose, known to me personally to be such, who stated that he was acting on behalf of Leaf Acquisition Ltd., party to the foregoing Agreement of Merger, and acknowledged the said Agreement to be the act and deed of the said Leaf Acquisition Ltd., and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.


Notary Public

Gary Nelthropp, President

Marvin Pickering, Assistant Secretary

Denise J. Philip Gadalupe
Notary Public NP061-08
Commission Expires 06/25/2012