

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/23/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bouchons Mac Inc.		09/23/2008	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	BerryMac Acquisition Limited
Street Address:	33 Taylor Street
City:	Waterloo, Quebec
State/Country:	CANADA
Postal Code:	JOE 2N0
Entity Type:	limited company: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2762873	MACDUMA
Registration Number:	3109371	FTCR
Registration Number:	3353537	MACPACK

CORRESPONDENCE DATA

Fax Number: (317)231-7433
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3172311313
 Email: jgard@btlaw.com
 Correspondent Name: Julia Spoor Gard
 Address Line 1: 11 South Meridian Street
 Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER: 5723-208391

DOMESTIC REPRESENTATIVE

900142476

**TRADEMARK
 REEL: 004056 FRAME: 0787**

CH \$90.00 2762873

Name: Julia Spoor Gard
Address Line 1: 11 South Meridian Street
Address Line 2: Barnes & Thornburg LLP
Address Line 4: Indianapolis, INDIANA 46204

NAME OF SUBMITTER:

Julia Spoor Gard

Signature:

/jsg/

Date:

09/03/2009

Total Attachments: 7

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**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

BERRYMAC ACQUISITION LIMITED/

ACQUISITION BERRYMAC LIMITÉE

449383-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

October 1, 2008 / le 1 octobre 2008

Date of Amalgamation - Date de fusion



1 -- Name of the Amalgamated Corporation
**BERRYMAC ACQUISITION LIMITED/
 ACQUISITION BERRYMAC LIMITÉE** Dénomination sociale de la société issue de la fusion

2 -- The province or territory in Canada where the registered office is to be situated
 Québec La province ou le territoire au Canada où se situera le siège social

3 -- The classes and any maximum number of shares that the corporation is authorized to issue
 The Corporation is authorized to issue an unlimited number of common shares. Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 -- Restrictions, if any, on share transfers
 See Schedule A attached. Restrictions sur le transfert des actions, s'il y a lieu

5 -- Number (or minimum and maximum number) of directors
 Minimum 1 and maximum 10. Nombre (ou nombre minimal et maximal) d'administrateurs

6 -- Restrictions, if any, on business the corporation may carry on
 None Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 -- Other provisions, if any
 See Schedule B attached. Autres dispositions, s'il y a lieu

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
 La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183 184(1) 184(2)

9 -- Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Titre Titre	Tel. No. N° de tél.
Mac Closures Inc./Bouchons Mac Inc.	368812-7	<i>XMO</i>	23/09/08	EVP	812-484-9397
BerryMac Acquisition Limited/Acquisition BerryMac Limitée	4493826	<i>XMO</i>	23/09/08	EVP	812-484-9397

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Schedule A

RESTRICTIONS ON SHARE TRANSFERS

The shares of the Corporation shall be subject to the restriction on the transfer of securities set out in "Other provisions".

Schedule B

OTHER PROVISIONS

1. The securities of the Corporation, other than non-convertible debt securities, shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.
2. The directors may elect from time to time one or more additional directors within the limits provided in the *Canada Business Corporations Act*.



Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act* (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our web-site at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1	Corporation name
BERRYMAC ACQUISITION LIMITED/ ACQUISITION BERRYMAC LIMITÉE	

2	Address of registered office (must be a street address, a P.O. Box is not acceptable)	
1000 de La Gauchetière Street West, Suite 2100		
<small>NUMBER AND STREET NAME</small>		
Montréal	Québec	H3B 4W5
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

3	Mailing address (if different from the registered office)	
SAME AS ABOVE <input checked="" type="checkbox"/>		
<small>ATTENTION OF</small>		
<small>NUMBER AND STREET NAME</small>		
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

4	Members of the board of directors		
<small>FIRST NAME</small>	<small>LAST NAME</small>	<small>RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)</small>	<small>CANADIAN RESIDENT (Yes/No)</small>
Ira G.	Boots	1647 Apple Ridge Drive, Evansville, In, USA 47720	No
James M.	Kratochvil	2120 Kratochvil Lane, Evansville, In, USA 47720	No
R. Brent	Beeler	620 Winterwood Drive, Evansville, In, USA 47715	No
Richard	Smith	323 University Avenue, Belleville, Ontario, Canada K8N 5B2	Yes

5	Declaration
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.	
<small>SIGNATURE</small>	<small>TELEPHONE NUMBER</small>
Mark Aules, EVP	(912) 434-9397
<small>PRINT NAME</small>	<small>TELEPHONE NUMBER</small>
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).	

SOLEMN DECLARATION

CANADA) IN THE MATTER of the amalgamation of
) Mac Closures Inc./Bouchons Mac Inc. and
) BerryMac Acquisition Limited/Acquisition
) BerryMac Limitée as BerryMac Acquisition
) Limited/Acquisition BerryMac Limitée (the
) "Amalgamated Corporation") pursuant to
) subsection 184(1) of the Canada Business
) Corporations Act.

I, Mark Niles, of the City of Evansville, in the State of Indiana, USA, DO SOLEMNLY DECLARE THAT:

- 1. I am a officer of BerryMac Acquisition Limited/Acquisition BerryMac Limitée (the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
(a) The Corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
(b) The realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
(c) No creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath by the virtue of the Canada Evidence Act.

SWORN BEFORE ME at: Vanderburgh
ON: September 23, 2008
KARA HELFERT
Notary Public, State of Indiana
County of Vanderburgh
My Commission Expires Jun. 1, 2012
A COMMISSION FOR OATHS/NOTARY
PUBLIC in and for the State/Province of

[Signature]

SOLEMN DECLARATION

CANADA) IN THE MATTER of the amalgamation of
) Mac Closures Inc./Bouchons Mac Inc. and
) BerryMac Acquisition Limited/Acquisition
) BerryMac Limitée as BerryMac Acquisition
) Limited/Acquisition BerryMac Limitée (the
) **"Amalgamated Corporation"**) pursuant to
) subsection 184(1) of the *Canada Business*
) *Corporations Act*.

I, Mark Niles, of the City of Evansville, in the ^{State} Province of Indiana, USA, DO SOLEMNLY DECLARE THAT:

1. I am a _____ officer of Mac Closures Inc./Bouchons Mac Inc. (the **"Corporation"**) and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) The Corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) The realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) No creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath by the virtue of the *Canada Evidence Act*.

SWORN BEFORE ME at: Vanderburgh)
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 ON: September 23, 2008)
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) **KARA HELFERT**)
) Notary Public, State of Indiana)
) County of Vanderburgh)
) My Commission Expires Jun. 1, 2012)
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) A COMMISSION FOR OATHS/NOTARY)
) PUBLIC in and for the State/Province of)
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