

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
William Grant & Sons, Inc.		03/18/2011	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Spirits International B.V.		
Street Address:	7, rue Nicholas Bove		
City:	Luxembourg		
State/Country:	LUXEMBOURG		
Postal Code:	L-1253		
Entity Type:	private limited limited liability company: NETHERLANDS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3325498	STOLICHNAYA ELIT	
Registration Number:	3044248	STOLICHNAYA ELIT	
Registration Number:	2972860		
CORRESPONDENCE DATA			
Fax Number:	(202)778-5439		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202.662.5439		
Email:	trademarks@cov.com		
Correspondent Name:	Marie A. Lavalleye		
Address Line 1:	1201 Pennsylvania Avenue, NW		
Address Line 2:	Covington & Burling LLP		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	028987.00102		

OP \$90.00 3325498

DOMESTIC REPRESENTATIVE

900190540

**TRADEMARK
 REEL: 004530 FRAME: 0840**

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Marie A. Lavalleye
Signature:	/mariealavalleye/
Date:	04/27/2011

Total Attachments: 8

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**TERMINATION AND RELEASE
OF SECURITY INTEREST IN TRADEMARK COLLATERAL**

This Termination and Release of Security Interest in Trademark Collateral ("Termination and Release") is granted, conveyed and delivered as of this 18 day of March, 2011, by WILLIAM GRANT & SONS, INC., a New Jersey corporation, having a principal address at 200 Park Avenue South, Suite 2118, New York, New York 10003-1503 ("Secured Party"), in favor of SPIRITS INTERNATIONAL B.V. (formerly Spirits International N.V.), a Netherlands private limited liability company, having its effective place of management at 7, rue Nicolas Bové, Luxembourg L-1253 ("SPI BV"), and being duly represented by its Geneva branch,

WHEREAS, SPI BV and Secured Party, among others, are parties to that certain Supply, Distribution and Brand Management Agreement dated November 7, 2008, as amended, modified, and supplemented on December 23, 2008, April 16, 2009, May 10, 2009, November 9, 2009 and September 20, 2010 and March 18, 2011 (as amended, the "Distribution Agreement");

WHEREAS, pursuant to the terms of the Distribution Agreement, Secured Party paid a related entity of SPI BV the Prepayment Amount (as such term is defined in the Distribution Agreement);

WHEREAS, in accordance with the terms of the Distribution Agreement and to secure the repayment of the Prepayment Amount, SPI BV and Secured Party entered into that certain Trademark Security Agreement dated November 7, 2008 ("Trademark Security Agreement"), pursuant to which (a) SPI BV granted Secured Party a first priority lien and continuing security interest in and to certain Trademark Collateral (as such term is defined in the Trademark Security Agreement), including the trademark registrations set forth on Schedule A attached hereto ("Registered Marks"), and (b) Secured Party recorded such security interest against said Registered Marks with the United States Patent and Trademark Office on December 15, 2008 at Reel 3903, Frame 0510; and

WHEREAS, SPI BV's related entity has fully repaid the Prepayment Amount in accordance with the terms of the Distribution Agreement and therefore in accordance with the terms of the Trademark Security Agreement the parties hereto desire to record this instrument to confirm and evidence the full repayment of, and satisfaction of all obligations with respect to, the Prepayment Amount and the termination and release of the first priority lien and continuing security interests held by Secured Party in, to and under all Trademark Collateral, including the Registered Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which SPI BV and Secured Party hereby acknowledge, the parties acknowledge and agree as follows:

1. Secured Party hereby acknowledges and agrees that the Prepayment Amount has been repaid in full and that, pursuant to the terms of the Trademark Security Agreement, the first priority lien and continuing security interest that SPI BV granted to Secured Party, and all other security interests, liens or rights that Secured Party may hold, in, to and under the Trademark Collateral, including without limitation the Registered Marks, and all rights, title and interest therein and all renewals and extensions thereof, together with the goodwill of the business associated with and symbolized thereby, has been and hereby is unconditionally, irrevocably and absolutely terminated, released, extinguished and forever completely discharged. Secured Party confirms that the Trademark Collateral is and shall be absolutely freed and discharged of and from the security interest provided in the Trademark Security Agreement and under the Distribution Agreement.

2. Secured Party further acknowledges, agrees and warrants that this Termination and Release shall be binding upon Secured Party's parent company, subsidiaries and other related entities, including without limitation William Grant & Sons, Ltd. and William Grant & Sons Distillers Limited, and its and their respective successors, assigns and legal representatives.

3. Secured Party hereby authorizes SPI BV to record on its behalf, and hereby authorizes and requests that the Commissioner of the United States Patent and Trademark Office or his delegate to record, this Termination and Release against each of the Registered Marks.

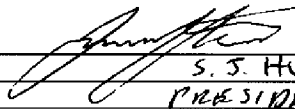
4. Secured Party shall cooperate with SPI BV to effect the release of any financing statements that have been filed by, for the benefit of, or on behalf of Secured Party with respect to the Trademark Collateral and shall execute, deliver and perform such additional documents and any and all such acts as are reasonably requested by SPI BV in order to fully effect the intent of this Termination and Release. Secured Party represents and warrants that the only financing

statements filed pursuant to the Distribution Agreement and the Trademark Security Agreement was the UCC-1 financing statements filed in the District of Columbia, New York, and Virginia, copies of which are attached hereto as Exhibit A.

5. This Termination and Release (a) shall be governed by and construed in accordance with the laws of the State of New York, without giving effect to its principles or rules of conflict of laws to the extent such principles or rules would require or permit the application of the laws of another jurisdiction, (b) may be executed in one or more counterparts, each of which shall be an original, but all of which together shall constitute one instrument, (c) may be amended or supplemented only by written instrument signed by the parties hereto, and (d) shall not be construed as giving any person or entity, other than the parties hereto and their successors and permitted assigns, any right, remedy or claim under or in respect of this Termination and Release or any provision hereof. All capitalized terms used but not otherwise defined herein have the meanings given to them in to the Distribution Agreement or the Trademark Security Agreement as applicable.

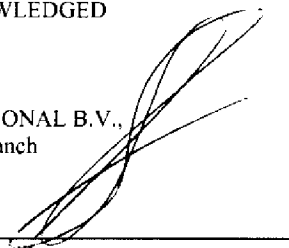
IN WITNESS WHEREOF, this Termination and Release has been executed and delivered by the parties hereto effective as of the date first written above.

WILLIAM GRANT & SONS, INC.

By: 
Name: S. S. HUNT
Title: PRESIDENT

SEEN AND ACKNOWLEDGED

SPIRITS INTERNATIONAL B.V.,
through its Geneva Branch

By: 
Name: Mr. Alexey Oliynik
Title: Manager of the Geneva branch

SCHEDULE A**ELIT Marks**

TRADEMARK	APPL. NO.	APPL. DATE	REG. NO.	REG. DATE	CLASS	STATUS	OWNER
STOLICHNAYA ELIT Word	78/153,281	12.08.2002	3,325,498	30.10.2007	33 (VODKA)	REGISTERED	Spirits International B.V.
STOLICHNAYA ELIT Label	78/177,458	23.10.2002	3,044,248	17.01.2006	33 (VODKA)	REGISTERED	Spirits International B.V.
STOLICHNAYA ELIT Bottle Device	78/179,005	28.10.2002	2,972,860	19.07.2005	33 (VODKA)	REGISTERED	Spirits International B.V.

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EXHIBIT A

[UCC-1]

COMMONWEALTH OF VIRGINIA



MARK C. CHRISTIE
COMMISSIONER

JAMES C. DIMITRI
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

December 18, 2008

UCC RETRIEVALS INC
HOLD FOR PICKUP
RICHMOND, VA 23219

RE: SPIRITS INTERNATIONAL B.V.
DCN/FILE NO: 08-12-17-7165-1

Dear Customer:

This is your receipt for \$20.00 covering the fees for filing an original financing statement with this office.

The effective date of the filing is December 17, 2008 at 11:52 AM.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in cursive script that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission

FSACCEPT
FSO
CIS0509

Tyler Building, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/clk
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK
REEL: 004530 FRAME: 0846

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (from and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
Edward T. Colbert

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Kenyon & Kenyon LLP
1500 K Street, NW, Suite 700
Washington, DC 20005, USA

081217 7165 /

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
Spirits International B.V.

OR
1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS
7, rue Nicolas Bove

1d. SEE INSTRUCTIONS **ADDL INFO RE ORGANIZATION** **1e. TYPE OF ORGANIZATION** **1f. JURISDICTION OF ORGANIZATION** **1g. ORGANIZATIONAL ID #, if any**

Debtor Corporation The Netherlands 27178367 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
2b. INDIVIDUAL'S LAST NAME

2c. MAILING ADDRESS

2d. SEE INSTRUCTIONS **ADDL INFO RE ORGANIZATION** **2e. TYPE OF ORGANIZATION** **2f. JURISDICTION OF ORGANIZATION** **2g. ORGANIZATIONAL ID #, if any**

Debtor NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR SP) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
William Grant & Sons, Inc.

OR
3b. INDIVIDUAL'S LAST NAME

3c. MAILING ADDRESS
200 Park Avenue South - Suite 2118

3d. SEE INSTRUCTIONS **ADDL INFO RE ORGANIZATION** **3e. TYPE OF ORGANIZATION** **3f. JURISDICTION OF ORGANIZATION** **3g. ORGANIZATIONAL ID #, if any**

Debtor New York NY 10003-1503 USA

4. THIS FINANCING STATEMENT covers the following collateral:

Debtor's reversionary ownership interest in and to those trademarks reflected in U.S. Registration Nos. 3,325,498, 3,044,248, and 2,972,860, together with the goodwill of the portion of the business associated with the use thereof and/or symbolized thereby (collectively, the "Elit Marks"), currently held by Allied Domecq International Holdings BV, including the exclusive right to direct Allied Domecq International Holdings BV to assign the ownership rights in the ELIT Marks to Debtor, pursuant to Section 10.4 of that certain Trademark, Supply and Distribution Agreement, dated as of November 15, 2000, by and between Debtor, S.P.L. Spirits (Cyprus) Limited, Allied Domecq International Holdings BV and others, as amended, as well as in and to the ownership of the Elit Marks, once the above reversionary ownership interest has been exercised by Debtor.

5. ALTERNATIVE DESIGNATION (if applicable): LESSOR/LESSOR CONSIGNEE/CONSIGNOR SALES/SAILOR SELLER/BUYER AD. LIEN NON-UCC FILING

6. THIS FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS (Attach Acknowledgment) (7. Check to FISCAL BRANCH REPORT (s) on Debtor(s) (optional)) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Doc# : 2008126247
 Page 1 of 1
 Date: 12/16/2008 4:02PM
 Filed & Recorded in
 Official Records of
 WASH DC RECORDER OF DEEDS
 LARRY TODD
 RECORDER OF DEEDS

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] NRAI Services, LLC 302-674-4089	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) NRAI Services, LLC Dover, DE 19904	

Doc Type: EFINANCING
 PROCESSING \$ 5.00
 ERECORD \$ 15.00
 ESURCHARGE \$ 6.50

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
 SPIRITS INTERNATIONAL B.V.

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 7, rue Nicolas Bove Luxembourg L-1253 LUXEMBOURG

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
 Corporation The Netherlands 27178367 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
 WILLIAM GRANT & SONS, INC.

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 200 Park Avenue South - Suite 2118 New York NY 10003-1503 UNITED STATES

4. This FINANCING STATEMENT covers the following collateral:

Debtors reversionary ownership interest in and to those trademarks reflected in U.S. Registration Nos. 3,325,498, 3,044,248, and 2,972,860, together with the goodwill of the portion of the business associated with the use thereof and/or symbolized thereby (collectively, the Elit Marks), currently held by Allied Domecq International Holdings BV, including the exclusive right to direct Allied Domecq International Holdings BV to assign the ownership rights in the ELIT Marks to Debtor, pursuant to Section 10.4 of that certain Trademark, Supply and Distribution Agreement, dated as of November 15, 2000, by and between Debtor, S.P.I. Spirits (Cyprus) Limited, Allied Domecq International Holdings BV and others, as amended, as well as in and to the ownership of the Elit Marks, once the above reversionary ownership interest has been exercised by Debtor.

5. ALTERNATIVE DESIGNATION (if applicable) LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOB SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (Additional Fee) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

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2008 Dec 16 PM04:03

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Edward T. Colbert

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Kenyon & Kenyon LLP
1500 K Street, NW, Suite 700
Washington, DC 20005, USA

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME **Spirits International B.V.**

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS **7, rue Nicolas Bove** CITY **Luxembourg** STATE **-** POSTAL CODE **L-1253** COUNTRY **LUX**

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION **Corporation** 1f. JURISDICTION OF ORGANIZATION **The Netherlands** 1g. ORGANIZATIONAL ID #, if any **27178367** NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME **William Grant & Sons, Inc.**

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS **200 Park Avenue South - Suite 2118** CITY **New York** STATE **NY** POSTAL CODE **10003-1503** COUNTRY **USA**

4. This FINANCING STATEMENT covers the following collateral:
 Debtor's reversionary ownership interest in and to those trademarks reflected in U.S. Registration Nos. 3,325,498, 3,044,248, and 2,972,860, together with the goodwill of the portion of the business associated with the use thereof and/or symbolized thereby (collectively, the "Elit Marks"), currently held by Allied Domecq International Holdings BV, including the exclusive right to direct Allied Domecq International Holdings BV to assign the ownership rights in the ELIT Marks to Debtor, pursuant to Section 10.4 of that certain Trademark, Supply and Distribution Agreement, dated as of November 15, 2000, by and between Debtor, S.P.I. Spirits (Cyprus) Limited, Allied Domecq International Holdings BV and others, as amended, as well as in and to the ownership of the Elit Marks, once the above reversionary ownership interest has been exercised by Debtor.

5. ALTERNATIVE DESIGNATION [if applicable]: LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAIOLR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Affidavit (if applicable). 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional). All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

Filing Number-200812168490568

TRADEMARK

RECORDED: 04/28/2011

REEL: 004530 FRAME: 0849