

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 01/01/2012 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------|----------|----------------|-------------------------------------|
| Rare Breed Distilling LLC | | 11/16/2011 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------------------|
| Name: | Skyy Spirits, LLC |
| Street Address: | One Beach Street, Suite 300 |
| City: | San Francisco |
| State/Country: | CALIFORNIA |
| Postal Code: | 94133 |
| Entity Type: | LIMITED LIABILITY COMPANY: CALIFORNIA |

PROPERTY NUMBERS Total: 4

| Property Type | Number | Word Mark |
|----------------|----------|--|
| Serial Number: | 85322194 | ESTD. AN 1855 WILD TURKEY 81 PROOF REAL KENTUCKY KENTUCKY STRAIGHT BOURBON WHISKEY |
| Serial Number: | 85322157 | ESTD AN 1855 WILD TURKEY 101 PROOF REAL KENTUCKY KENTUCKY STRAIGHT BOURBON WHISKEY |
| Serial Number: | 85371286 | |
| Serial Number: | 85322067 | WILD TURKEY |

CORRESPONDENCE DATA

Fax Number: (415)398-5584
 Phone: 415-398-8080
 Email: trademarkdocket@jmbm.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: James Wesley Kinnear
 Address Line 1: Jeffer Mangels Butler & Mitchell LLP

CH \$115.00 85322194

Address Line 2: Two Embarcadero Center, 5th Floor
Address Line 4: San Francisco, CALIFORNIA 94111

| | |
|-------------------------|------------------------|
| ATTORNEY DOCKET NUMBER: | 69152-0018 |
| NAME OF SUBMITTER: | James Wesley Kinnear |
| Signature: | /james wesley kinnear/ |
| Date: | 01/27/2012 |

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CABO WABO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"RARE BREED DISTILLING LLC", A DELAWARE LIMITED LIABILITY COMPANY,


WITH AND INTO "SKYY SPIRITS, LLC" UNDER THE NAME OF "SKYY SPIRITS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2011, AT 6:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2012, AT 12:01 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9175038

DATE: 11-22-11

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004705 FRAME: 0646

CERTIFICATE OF MERGER

OF

Cabo Wabo, LLC
(a Delaware limited liability company),

Rare Breed Distilling LLC
(a Delaware limited liability company),

AND

Skyy Spirits, LLC
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name and jurisdiction of formation of each of the constituent entities are: (a) Cabo Wabo, LLC ("Cabo Wabo"), a limited liability company of the State of Delaware; (b) Rare Breed Distilling LLC ("Rare Breed"), a limited liability company of the State of Delaware; and (c) Skyy Spirits, LLC ("Skyy Spirits"), a limited liability company of the State of Delaware.
2. The Agreement and Plan of Merger (the "Agreement of Merger"), which provides for the merger of Cabo Wabo and Rare Breed into Skyy Spirits has been approved and executed by each of Cabo Wabo, Rare Breed, and Skyy Spirits in accordance with the requirements of Section 18-209(c) of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company is Skyy Spirits, LLC.
4. The certificate of formation of Skyy Spirits LLC, a Delaware limited liability company which will survive the merger, shall be the certificate of formation of the surviving limited liability company.
5. The merger is to be effective as of 12:01 a.m. Eastern Time on January 1, 2012.
6. The Agreement of Merger has been approved and executed by each of Cabo Wabo, Rare Breed, and Skyy Spirits.
7. The executed Agreement of Merger is on file at 1 Beach Street, San Francisco, CA 94133, the principal place of business of the surviving limited liability company.
8. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger
on November 16, 2011.

SKYY SPIRITS, LLC

By: 

Name: Sarah Petrik

Title: Secretary and Director