

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	MBBC Vermont, LLC		03/31/2008
	LIMITED LIABILITY COMPANY: VERMONT		
RECEIVING PARTY DATA			
Name:	Windsor Brewing Company, LLC		
Street Address:	336 Ruth Carney Drive		
City:	Windsor		
State/Country:	VERMONT		
Postal Code:	05089		
Entity Type:	LIMITED LIABILITY COMPANY: VERMONT		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2504109	CATAMOUNT
	Registration Number:	2533961	CATAMOUNT ENJOY VERMONT
CORRESPONDENCE DATA			
Fax Number:	(802)862-7512		
Phone:	802-863-2375		
Email:	tmip@drm.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Peter Kunin		
Address Line 1:	199 Main Street, P.O. Box 190		
Address Line 4:	Burlington, VERMONT 05402-0190		
ATTORNEY DOCKET NUMBER:	08497-003UST0		
NAME OF SUBMITTER:	Peter Kunin		

OP \$65.00 2504109

TRADEMARK

Signature:	/peter kunin/
Date:	02/13/2012
<b>Total Attachments: 16</b> source=CertificateofMerger_Articles#page1.tif source=CertificateofMerger_Articles#page2.tif source=CertificateofMerger_Articles#page3.tif source=CertificateofMerger_Articles#page4.tif source=CertificateofMerger_Articles#page5.tif source=CertificateofMerger_Articles#page6.tif source=CertificateofMerger_Articles#page7.tif source=CertificateofMerger_Articles#page8.tif source=CertificateofMerger_Articles#page9.tif source=CertificateofMerger_Articles#page10.tif source=CertificateofMerger_Articles#page11.tif source=Amended Articles#page1.tif source=Amended Articles#page2.tif source=Amended Articles#page3.tif source=Amended Articles#page4.tif source=Amended Articles#page5.tif	

STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE

Certificate of Merger

I, Deborah L. Markowitz, Vermont Secretary of State, do hereby certify that

**MBBC VERMONT, LLC**

a Vermont domestic Limited Liability Company

merged into

**WINDSOR BREWING COMPANY, LLC**

a Vermont domestic Limited Liability Company

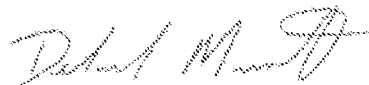
effective in this office on March 31, 2008.

The name of the surviving Limited Liability Company is

**WINDSOR BREWING COMPANY, LLC**

April 02, 2008

Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital



Deborah Markowitz  
Secretary of State



TRADEMARK

REEL: 004715 FRAME: 0963

ARTICLES OF MERGER

OF

MBBC VERMONT, LLC

(a Vermont limited liability company)

with and into

WINDSOR BREWING COMPANY, LLC

(a Vermont limited liability company)

Pursuant to the provisions of Section 3125 of Title 11, Chapter 21 of the Vermont Limited Liability Company Act, as amended (the "Act"), the undersigned entities, Windsor Brewing Company, LLC, a Vermont limited liability company, and MBBC Vermont, LLC, a Vermont limited liability company, hereby certify as follows:

**FIRST:** The parties to the merger are as set forth on Exhibit A attached hereto.

**SECOND:** The date that each entity that is a party to the merger was formed is as set forth on Exhibit A attached hereto.

**THIRD:** An Agreement and Plan of Merger merging Windsor Brewing Company, LLC with and into MBBC Vermont, LLC, dated as of March 31, 2008 (the "Merger Agreement"), has been approved, adopted and executed by the members of Windsor Brewing Company, LLC and MBBC Vermont, LLC in accordance with the requirements of the provisions of the Act. The Agreement and Plan of Merger is attached hereto as Exhibit B and is incorporated herein by reference.

**FOURTH:** The name and address of the surviving entity is Windsor Brewing Company, LLC, a limited liability company organized and existing under the laws of the State of Vermont, 336 Ruth Carney Drive, Windsor, Vermont 05089.

**FIFTH:** The effective date of the Merger shall be March 31, 2008.

**SIXTH:** No changes to the Articles of Organization of Windsor Brewing Company, LLC are necessary by reason of the Merger.

*Signatures on Following Page*

2008 MAR 31 AM 10:58

WINDSOR BREWING COMPANY, LLC  
MBBC VERMONT, LLC

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of  
March 31, 2008.

**Windsor Brewing Company, LLC**

By: MBBC Vermont, LLC  
Its: Member

  
\_\_\_\_\_  
Daniel C. Kenary, Manager

  
\_\_\_\_\_  
Richard A. Doyle, Manager

**MBBC Vermont, LLC**

  
\_\_\_\_\_  
Daniel C. Kenary, Manager

  
\_\_\_\_\_  
Richard A. Doyle, Manager

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EXHIBIT A

Vermont Entities to be Merged

<u>Name</u>	<u>File Number</u>	<u>Date of Formation</u>
Windsor Brewing Company, LLC	L0005027	12/26/2001
MBBC Vermont, LLC	L0003221	09/13/2000

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EXHIBIT B  
AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

OF

MBBC VERMONT, LLC  
a Vermont limited liability company

WITH AND INTO

WINDSOR BREWING COMPANY, LLC  
a Vermont limited liability company

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is made and entered into effective as of the 31<sup>st</sup> day of March, 2008, by and between Windsor Brewing Company, LLC, a Vermont limited liability company ("WBC"), and MBBC Vermont, LLC, a Vermont limited liability company ("MBBC"); WBC and MBBC are hereinafter sometimes collectively referred to as the "Constituent Companies."

WITNESSETH

WHEREAS, WBC is a limited liability company organized and existing under the laws of the State of Vermont; and

WHEREAS, MBBC is a limited liability company organized and existing under the laws of the State of Vermont; and

WHEREAS, the members of the Constituent Companies have determined that it is advisable and in the best interests of the Constituent Companies that MBBC be merged with and into WBC (the "Merger") pursuant to the provisions of Section 3124 of Title 11, Chapter 21 of the Vermont Limited Liability Company Act, as amended (the "Act"), and the terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements and provisions herein contained, the Constituent Corporations, in accordance with the Act, do hereby agree that MBBC shall be, on the Effective Date of this Agreement (as defined in Section 1.3 hereof), merged with and into WBC, which shall be the surviving company, and that the terms and conditions of the Merger, shall be as follows:

ARTICLE I

Merger

1.1. Merger. On the Effective Date (as hereinafter defined), MBBC shall be merged into WBC, and WBC shall merge MBBC into itself. WBC shall be the company surviving the Merger and shall continue for all purposes after the Merger.

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1.2. Articles of Merger. Upon the adoption of this Agreement by the members of the Constituent Companies, Articles of Merger shall be executed on behalf of the Constituent Companies and delivered to the Vermont Secretary of State for filing in accordance with the provisions of the Act.

1.3. Effective Date. The Merger shall be effective on March 31, 2008 (the "Effective Date").

## ARTICLE II

### Surviving Company

2.1. Surviving Corporation. The company that shall survive the Merger and continue to exist under and be governed by the laws of the State of Vermont is WBC. The address of WBC is 336 Ruth Carney Drive, Windsor, Vermont 05089.

2.2. Articles of Organization. The Articles of Organization of WBC, as in full force immediately prior to the Effective Date, shall be the Articles of Organization of WBC upon and after the Effective Date.

2.3. Operating Agreement. The Operating Agreement of WBC shall be amended and restated as set forth in the Amended and Restated Operating Agreement adopted by the members of WBC as of the Effective Date.

## ARTICLE III

### Plan of Merger

3.1. Conversion of Membership Interests. On the Effective Date (i) all assets of MBBC shall be deemed to be transferred to WBC and all liabilities of MBBC shall be deemed to be assumed by WBC; (ii) the membership interests in MBBC shall be converted to membership interests in WBC, and the former holders of membership interests in MBBC shall be deemed to hold membership interests in WBC in the same proportions as they previously held membership interests in MBBC; and (iii) the membership interests in WBC shall be cancelled and cease to exist.

## ARTICLE IV

### Representations and Warranties of WBC

WBC represents and warrants to MBBC as follows:

4.1. Organization. WBC is a limited liability company duly organized, validly existing and in good standing under the Act.

4.2. Authority. WBC has full legal right, power and authority to enter into this Agreement and to consummate all of the transactions contemplated herein, and neither the execution of this Agreement nor the consummation of this Agreement in accordance with its

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CORPORATIONS

terms conflicts or will conflict with or result in a breach of the terms, conditions or provisions of, or constitute a default under, the Articles of Organization or the Operating Agreement of WBC. Except for the customary approval and acceptance of the filing of the Agreement and Plan of Merger and appropriate Articles of Merger by the appropriate authority of the State of Vermont, no consent, approval, authorization or order of any court or governmental agency or other body is required by WBC to consummate the transactions contemplated herein.

4.3. Binding. The execution and delivery of this Agreement has been duly authorized by the Member of WBC as required by the Act, and this Agreement constitutes the valid and binding obligation of WBC, subject to the fulfillment of the other conditions contained in this Agreement.

#### ARTICLE V

##### Representations and Warranties of MBBC

MBBC represents and warrants to WBC as follows:

5.1. Organization. MBBC is a limited liability company duly organized, validly existing and in good standing under the Act.

5.2. Authority. MBBC has full legal rights, power and authority to enter into this Agreement and to consummate all of the transactions contemplated herein, and neither the execution by MBBC of this Agreement nor the consummation by it of this Agreement in accordance with its terms conflicts or will conflict with or result in a breach of the terms, conditions or provisions of, or constitute a default under, the Articles of Organization or the Operating Agreement of MBBC. Except for the customary approval and acceptance of the filing of the Agreement and Plan of Merger and appropriate Articles of Merger by the appropriate authority of the State of Vermont, no consent, approval, authorization or order of any court or government agency or other body is required by MBBC to consummate the transactions contemplated herein.

5.3. Binding. The execution and delivery of this Agreement have been duly authorized by the Members of MBBC as required by the Act, and this Agreement constitutes the valid and binding obligation of MBBC, subject to the fulfillment of the other conditions contained in this Agreement.

#### ARTICLE VI

##### Certain Effects of Merger

6.1. Effect of Merger. Upon the Effective Date of the Merger:

- (a) MBBC shall merge into WBC, and the separate existence of MBBC shall cease.
- (b) The title to all real estate and other property owned by each of the Constituent Companies shall be vested in WBC without reversion or impairment.

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(c) WBC shall have all liabilities of each Constituent Company.

(d) Any proceeding pending against either of the Constituent Companies may be continued as if the Merger did not occur or WBC may be substituted in the proceeding for MBBC.

6.2. Further Assurances. On the Effective Date and thereafter, MBBC agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take, or cause to be taken, such further or other action as WBC may reasonably deem necessary or desirable in order to vest in and confirm to WBC title to and possession of all the property, rights, privileges, powers and franchises, and all and every other interest of the Constituent Companies and otherwise carry out the intent and purpose of this Agreement.

## ARTICLE VII

### Abandonment and Termination

7.1. Abandonment and Termination. At any time before Articles of Merger are filed with the Vermont Secretary of State, the Merger shall be abandoned and not consummated and this Agreement shall be terminated if the members of either WBC or MBBC shall, for whatever reasons, decide that abandonment and termination of this Agreement is in the best interests of such company.

7.2. Effect of Abandonment. In the event that the Merger is abandoned and not consummated and this Agreement is terminated as provided in this Article VII, this Agreement shall forthwith become wholly void and of no effect and there shall be no liability on the part of either of the Constituent Companies, or any of their respective members.

## ARTICLE VIII

### General

8.1. Entire Agreement. This Agreement constitutes the entire understanding and agreement between the Constituent Companies with reference to the subject matter hereof.

8.2. Waivers, Amendments and Modifications. Any term or condition of this Agreement may be waived at any time by any party to this Agreement which is entitled to the benefit thereof, by action taken by the members of such party, or may be amended or modified in whole or in part at any time prior to the approval of this Agreement by the members of the Constituent Companies by an agreement in writing executed in the same manner as this Agreement after authorization thereof by the members of the Constituent Companies.

8.3. Expenses. If the Merger provided for herein becomes effective, WBC will bear and pay all expenses thereof. If the Merger provided for herein does not become effective, for any reason, each Constituent Company will bear and pay its own expenses.

8.4. Binding Effect, Benefits. The terms and provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

8.5. Headings. The headings of the articles, sections, subsections, and paragraphs of this Agreement are inserted for convenience of reference only and shall in no way restrict or otherwise affect the construction of the terms and provisions hereof.

8.6. Governing Law. This Agreement shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the State of Vermont.

8.7. Execution in Counterparts. For the convenience of the parties, any number of counterparts of this Agreement may be executed, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

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CLERK OF SUPERIOR  
COURT

IN WITNESS WHEREOF, this Agreement has been adopted by the undersigned authorized agents of each of Windsor Brewing Company, LLC and MBBC Vermont, LLC as of the date first written above.

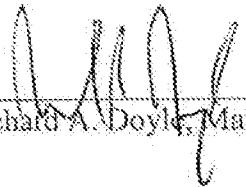
**Windsor Brewing Company, LLC**

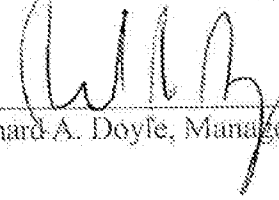
**MBBC Vermont, LLC**

By: MBBC Vermont, LLC  
Its: Member

  
Daniel C. Kenary, Manager

  
Daniel C. Kenary, Manager

  
Richard A. Doyle, Manager

  
Richard A. Doyle, Manager

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

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OFFICE OF STATE  
RECORDERS  
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STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, Deborah L. Markowitz, Vermont Secretary of State, do hereby certify that the attached is a true copy of the

CORRECTED ARTICLES OF MERGER

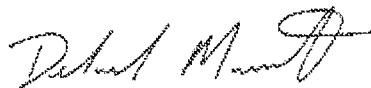
For

WINDSOR BREWING COMPANY, LLC

As filed in this department on August 22, 2008.

August 26, 2008

Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital



Deborah Markowitz  
Secretary of State



TRADEMARK

REEL: 004715 FRAME: 0974

## ARTICLES OF CORRECTION

Pursuant to the provisions of Section 3027 of Title 11, Chapter 21 of the Vermont Limited Liability Company Act, as amended (the "Act"), the undersigned entity, Windsor Brewing Company, LLC, a Vermont limited liability company, hereby certifies as follows:

**FIRST:** The name of the limited liability company to which these Articles of Correction pertain is Windsor Brewing Company, LLC, a Vermont limited liability company organized on December 26, 2001 (the "Company").

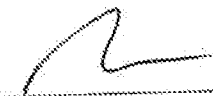
**SECOND:** The Company was a party to Articles of Merger filed by the Secretary of State of Vermont on March 31, 2008 (the "Articles") and such Articles require a correction as permitted by Section 3027 of Title 11, Chapter 21 of the Act.

**THIRD:** The first sentence of the Third article of the Articles is incorrect in that the Agreement and Plan of Merger merged MBBC Vermont, LLC with and into the Company.

**FOURTH:** The first sentence of the Third article of the Articles should be corrected to read as follows: "An Agreement and Plan of Merger merging MBBC Vermont, LLC with and into Windsor Brewing Company, LLC, dated as of March 31, 2008 (the "Merger Agreement"), has been approved, adopted and executed by the members of Windsor Brewing Company, LLC and MBBC Vermont, LLC in accordance with the requirements of the provisions of the Act."

**FIFTH:** Corrected Articles of Merger are being delivered together with these Articles of Correction.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Correction on August 12, 2008.

  
Daniel C. Kenary, Manager

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VERMONT  
SECRETARY OF STATE  
CORPORATIONS  
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ARTICLES OF MERGER

OF

MBBC VERMONT, LLC  
(a Vermont limited liability company)

with and into

WINDSOR BREWING COMPANY, LLC  
(a Vermont limited liability company)

Pursuant to the provisions of Section 3125 of Title 11, Chapter 21 of the Vermont Limited Liability Company Act, as amended (the "Act"), the undersigned entities, Windsor Brewing Company, LLC, a Vermont limited liability company, and MBBC Vermont, LLC, a Vermont limited liability company, hereby certify as follows:

**FIRST:** The parties to the merger are as set forth on Exhibit A attached hereto.

**SECOND:** The date that each entity that is a party to the merger was formed is as set forth on Exhibit A attached hereto.

**THIRD:** An Agreement and Plan of Merger merging MBBC Vermont, LLC with and into Windsor Brewing Company, LLC, dated as of March 31, 2008 (the "Merger Agreement"), has been approved, adopted and executed by the members of Windsor Brewing Company, LLC and MBBC Vermont, LLC in accordance with the requirements of the provisions of the Act. The Agreement and Plan of Merger is attached hereto as Exhibit B and is incorporated herein by reference.

**FOURTH:** The name and address of the surviving entity is Windsor Brewing Company, LLC, a limited liability company organized and existing under the laws of the State of Vermont, 336 Ruth Carney Drive, Windsor, Vermont 05089.

**FIFTH:** The effective date of the Merger shall be the date of filing of these Articles of Merger with the Vermont Secretary of State.

**SIXTH:** No changes to the Articles of Organization of Windsor Brewing Company, LLC are necessary by reason of the Merger.

*Signatures on Following Page*

VERMONT  
SECRETARY OF STATE  
CORPORATIONS  
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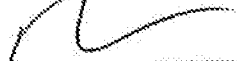


IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of March 31, 2008.

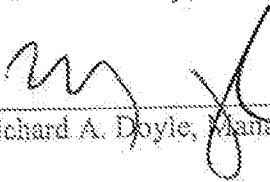
Windsor Brewing Company, LLC


MBBC Vermont, LLC

By: MBBC Vermont, LLC  
Its: Member

  
\_\_\_\_\_  
Daniel C. Kenary, Manager

  
\_\_\_\_\_  
Daniel C. Kenary, Manager

  
\_\_\_\_\_  
Richard A. Doyle, Manager

  
\_\_\_\_\_  
Richard A. Doyle, Manager

VERMONT  
SECRETARY OF STATE  
CORPORATIONS  
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EXHIBIT A

Vermont Entities to be Merged

<u>Name</u>	<u>File Number</u>	<u>Date of Formation</u>
Windsor Brewing Company, LLC	L0005027	12/26/2001
MBBC Vermont, LLC	L0003221	09/13/2000

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