

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM351483

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Majestic Distilling Company, Inc.		02/27/2015	CORPORATION: MARYLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Majestic Distilling Company, LLC		
<b>Street Address:</b>	10400 Linn Station Rd., Suite 300		
<b>City:</b>	Louisville		
<b>State/Country:</b>	KENTUCKY		
<b>Postal Code:</b>	40223		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 23</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	4695693	BLACK WATCH	
Registration Number:	1420371	BENTLEY'S	
Registration Number:	0801466	BLACK WATCH	
Registration Number:	1846909	BLACK WATCH	
Registration Number:	0792352	CLUB 400	
Registration Number:	1887393	CANADIAN LAKE	
Registration Number:	0802831	CANADIAN LEAF	
Registration Number:	0801465	CANADIAN PEAK	
Registration Number:	1943893	HIGHLANDER AND LORD	
Registration Number:	0801463	LORD BALTIMORE	
Registration Number:	1890103	MAJESTIC ROYALE	
Registration Number:	1887392	MAJESTIC VALLEY	
Registration Number:	2245260	ODESSE	
Registration Number:	1986638	PORT ROYAL	
Registration Number:	1887391	RIKALOFF	
Registration Number:	1426785	RIKALOFF	
Registration Number:	0927873	RIKALOFF	
Registration Number:	0801464	SCOTCH ISLAND	
Registration Number:	1945439	SEAFARER	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	0794552	SETTER
Registration Number:	1885645	TOPAZ
Registration Number:	0852889	TRAVELERS CLUB
Registration Number:	0927874	ZELKO

**CORRESPONDENCE DATA**

Fax Number: 2028427899

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2028427800

Email: mobleysg@cooley.com

Correspondent Name: Susan Christoff, Cooley LLP

Address Line 1: 1299 Pennsylvania Avenue, NW, Suite 700

Address Line 4: Washington, D.C. 20004

ATTORNEY DOCKET NUMBER:	304566-124
NAME OF SUBMITTER:	Susan Mobley
SIGNATURE:	/Susan Mobley/
DATE SIGNED:	08/14/2015

**Total Attachments: 3**

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ARTICLES OF CONVERSION  
OF  
MAJESTIC DISTILLING COMPANY, INC.  
(A MARYLAND CORPORATION)  
INTO  
MAJESTIC DISTILLING COMPANY, LLC  
(A DELAWARE LIMITED LIABILITY COMPANY)

Pursuant to the provisions of Section 3-903 of the Maryland General Corporation Law, **MAJESTIC DISTILLING COMPANY, INC.**, a Maryland corporation, hereby adopts and authorizes for filing with the Maryland Department of Assessments and Taxation the following Articles of Conversion for the purpose of effecting the conversion described below (the "**Conversion**");

1. The name of the converting entity is "Majestic Distilling Company, Inc." a Maryland corporation (the "**Converting Entity**"), and the name of the converted entity is "Majestic Distilling Company, LLC," a Delaware limited liability company (the "**Converted Entity**").

2. The original articles of organization of the Converting Entity were filed with the state of Maryland on January 5, 1943.

3. The name of the Converted Entity's registered agent in the State of Delaware is The Corporation Trust Company, and the address of its registered office in the State of Delaware will be Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

4. The principal office of the Converted Entity will be at 2200 Monumental Road, Baltimore, MD 21227.

5. The Conversion shall become effective (the "**Effective Time**") on the date on which these Articles of Conversion are filed with and accepted by the Maryland State Department of Assessments and Taxation.

6. Upon the Effective Time, each outstanding share of Common Stock of the Converting Entity shall be converted into 1% of the membership interests of the Converted Entity, having those certain rights and privileges provided for in the Operating Agreement of the Converted Entity, dated February 27, 2015.

7. The Converted Entity will be responsible for the payment of all fees and franchise taxes of the Converting Entity, and it will be obligated to pay such fees and franchise taxes if the same are not timely paid.

8. The Conversion has been approved in accordance with the provisions of Section 3-903 of the Maryland General Corporation Law.

9. The address of the registered office of the Converting Entity in the State of Maryland is 351 West Camden Street, Baltimore, Maryland 21201. The name of the registered agent at such address is The Corporation Trust Incorporated.

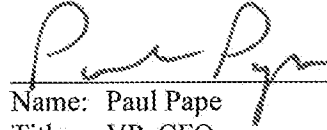
10. The undersigned acknowledges these Articles of Conversion to be the act and deed of the Converting Entity and, further, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and

facts relating to the Converting Entity are true in all material respects and that this statement is made under the penalties of perjury.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the 27th day of February, 2015.

MAJESTIC DISTILLING COMPANY, INC.

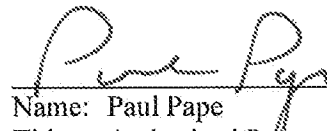
A handwritten signature in cursive script, appearing to read "Paul Pape", written over a horizontal line.

Name: Paul Pape  
Title: VP, CFO

WITNESSED BY

\_\_\_\_\_  
Name: Kent Broussard  
Title: Secretary

MAJESTIC DISTILLING COMPANY, LLC

A handwritten signature in cursive script, appearing to read "Paul Pape", written over a horizontal line.

Name: Paul Pape  
Title: Authorized Person

*[Signature Page to Majestic Articles of Conversion]*