

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM452455

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	License Termination with Regard to One Trademark		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ALLIED DOMECCQ SPIRITS & WINE LIMITED		09/28/2017	LIMITED COMPANY: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	CHIVAS BROTHERS LIMITED		
Street Address:	111-113 RENFREW ROAD		
City:	PAISLEY, RENFREWSHIRE		
State/Country:	UNITED KINGDOM		
Postal Code:	PA3 4DY		
Entity Type:	LIMITED COMPANY: UNITED KINGDOM		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4188218	MACNAIR'S	
CORRESPONDENCE DATA			
Fax Number:	2027568087		
<i>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.</i>			
Phone:	202 756 8000		
Email:	Washington_IP_Docket@mwe.com		
Correspondent Name:	Robert W. Zelnick		
Address Line 1:	500 North Capitol Street, N.W.		
Address Line 4:	Washington, D.C. 20001		
NAME OF SUBMITTER:	Robert W. Zelnick		
SIGNATURE:	/Robert W. Zelnick/		
DATE SIGNED:	11/29/2017		
Total Attachments: 5			
source=Termination agreement between ADSWL and CBL - USA#page1.tif			
source=Termination agreement between ADSWL and CBL - USA#page2.tif			
source=Termination agreement between ADSWL and CBL - USA#page3.tif			
source=Termination agreement between ADSWL and CBL - USA#page4.tif			
source=Termination agreement between ADSWL and CBL - USA#page5.tif			

CH \$40.00 4188218



SHEPHERD & WEDDERBURN

TERMINATION AGREEMENT (MACNAIR'S TRADE MARKS)
between
ALLIED DOMECQ SPIRITS & WINE LIMITED
and
CHIVAS BROTHERS LIMITED
OCTOBER 2017

TERMINATION AGREEMENT

BETWEEN

ALLIED DOMECQ SPIRITS & WINE LIMITED a company incorporated in England with number 00703977 and having its registered office at Chivas House, 72 Chancellors Road, London, W6 9RS ("ADSW"); and

CHIVAS BROTHERS LIMITED (previously called **Chivas Brothers Pernod Ricard Limited**) a company incorporated in Scotland with number 288758 and having its registered office at 111-113 Renfrew Road, Paisley, Renfrewshire PA3 4DY ("CBL").

BACKGROUND

- (A) Under the 2012 Agreement (defined below), ADSW has licensed the Trade Marks (as defined below) and certain other Intellectual Property in respect of the Brand (as defined below) to CBL.
- (B) ADSW has agreed to assign its rights in and to the Brand (as defined below) to a third party under the terms of a separate agreement.
- (C) ADSW and CBL wish to terminate the Brand Licence (as defined below) with effect from the Termination Date (as defined below) on the terms set out in this termination agreement ("Termination Agreement").

NOW THEREFORE THE PARTIES AGREE AS FOLLOWS:

1. Definitions

1.1 In this Termination Agreement, the following words and expressions have the following meanings:

"2012 Agreement"	means the Intellectual Property Licence Agreement between ADSW and Chivas Brothers Limited (company number SC288758, previously called Chivas Brothers Pernod Ricard Limited) dated 28 June 2012 (and effective 30 June 2012);
"Brand"	means the MacNair's whisky brand;
"Brand Licence"	means any licence of the Trade Marks and any other Intellectual Property exclusively relating to the Brand granted by ADSW in favour of CBL, including without limitation the licence of the Trade Mark and Intellectual Property exclusively relating to the Brand granted pursuant to the 2012 Agreement;
"Intellectual Property"	means copyright, business names and domain names, rights in get-up, and the right to sue for passing off rights in designs and all other intellectual property rights, in each case whether registered or unregistered and including all applications and rights to apply for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world;
"Trade Marks"	means the registered trade marks set out in the Schedule and any unregistered marks in relation to the Brand; and
"Termination Date"	means 2 October 2017.

2. Termination of the Brand Licence and recordals

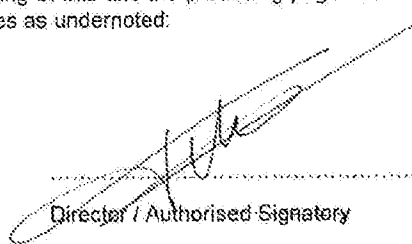
- 2.1 ADSW and CBL hereby agree to terminate the Brand Licence in favour of CBL with effect from the Termination Date.
- 2.2 Following the Termination Date either ADSW or CBL shall proceed with the recordals of the termination of the Brand Licence.
- 2.3 The 2012 Agreement shall be deemed to be varied with effect from the Termination Date by the removal of the Trade Marks and any other Intellectual Property exclusively relating to the Brand from the trade marks and other Intellectual Property licensed to CBL under the 2012 Agreement.
- 2.4 Save as varied by this Termination Agreement, the 2012 Agreement shall remain in full force and effect.

3. Governing law and Jurisdiction

This Termination Agreement shall be governed by and construed in accordance with the laws of Scotland and the Parties submit to the exclusive jurisdiction of the courts of Scotland as regards any claim, dispute or matter arising out of or relating to this Termination Agreement.

IN WITNESS WHEREOF these presents consisting of this and the preceding page and the schedule annexed hereto have been executed by the parties as undernoted:

Subscribed for and on behalf of ALLIED
 DOMEQ SPIRITS & WINE LIMITED)
 acting by)
 VINCENT TUDGIN)
 at PAULLEY)
 on 28 SEPTEMBER 2017



Director / Authorised Signatory

In the presence of:

Witness Signature: *Alice M Maleholic*

Name: ALICE MALEHOLIC

Address: 111-113 ROWFORD ROAD, PAULLEY PA34 0Y

Subscribed for and on behalf of CHIVAS
BROTHERS LIMITED acting by)

VINCENT DUBOIN)

at *PAILEY*)

on *28 SEPTEMBER 2017*)

[Handwritten Signature]
Director / Authorised Signatory.

in the presence of: *Alvin Daphane*

Witness Signature:

Name: *ALVIN DAPHANE*

Address: *111-113 REVEREND ROAD, PAILEY MAS40V*

Schedule of IP in United States of America

Trademark	Graphical Representation	Classes	Filing Number	Reg. Number
MACNAIR'S		32; 33	85338543	4188218