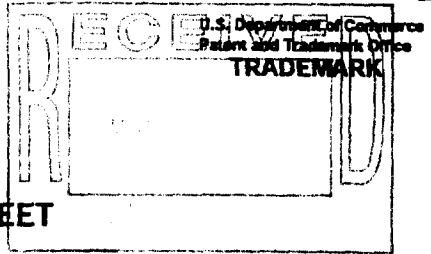


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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Hedges & Butler Limited

Execution Date
Month Day Year
09 25 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization United Kingdom

Receiving Party

Mark if additional names of receiving parties attached

Name Peter J Russell & Company Limited

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) Russell House, Dunnett Way

Address (line 2) _____

Address (line 3) Broxburn

City

SCOTLAND

State/Country

BH52 5BU

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Scotland, U.K.

05/26/1999 DNGUYEN 00000159 718336

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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Trademark Application Number(s)

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

David S. Kashman

Name of Person Signing

David S. Kashman May 19, 1999

Signature

Date Signed

APPOINTMENT OF DOMESTIC REPRESENTATIVE

GOTTLIEB, RACKMAN & REISMAN, P.C., whose postal address is 270 Madison Avenue, New York, New York 10016, is hereby designated registrant's representative upon whom notices or process in proceedings affecting the mark may be served.

Peter J. Russell & Company Limited

By David B. Russell
Name: Director
Title:

Date: 7-4 - , 1999

THIS ASSIGNMENT is made the 25th day of September 1998

BETWEEN

- (1) BASS PLC of 20 North Audley Street, London W1Y 1WE ("Bass");
- (2) HEDGES & BUTLER LIMITED of 20 North Audley Street, London W1Y 1WE ("H&B");
- (3) WINCARNIS LIMITED of 20 North Audley Street, London W1Y 1WE ("Wincarnis"); and
- (4) BASS BEERS WORLDWIDE LIMITED of Cape Hill Brewery, Birmingham, West Midlands B16 OP1 ("BBW");

of the one part, and

- (5) PETER J RUSSELL & COMPANY LIMITED, a limited company incorporated in Scotland under no. 32696 whose registered office is at Russell House, Dunnett Way, Broxburn, EH52 5BU (the "Assignee")

on the other part

RECITALS:

- (A) Under the terms of an agreement of even date between BBW and the Assignee (the "Sale and Purchase Agreement"), BBW has agreed to sell, and the Assignee has agreed to purchase the Hedges & Butler Business and the Wincarnis Business on the terms and conditions set out therein. Pursuant to the Sale and Purchase Agreement BBW has agreed to enter, and to procure that H&B, Bass and Wincarnis enter, into this Assignment;
- (B) Bass and H&B are owners of legal title to the Hedges & Butler Trade Marks specified in Part 1 of Schedule 1 and used in the Hedges & Butler Business. Wincarnis, H&B and Bass are the owners of legal title to the Wincarnis Trade Marks specified in Part 2 of Schedule 1 and used in the Wincarnis Business. BBW is beneficial owner of the Hedges & Butler and Wincarnis Trade Marks. Each of Bass, H&B, Wincarnis and BBW is hereinafter called "an Assignor".

NOW THIS ASSIGNMENT WITNESSETH as follows:-

1. Terms defined in the Sale and Purchase Agreement shall have the same meaning when used in this Agreement, including the Recitals.

2. In consideration of the sum of £600,000 paid by the Assignee to BBW (the receipt of which is hereby acknowledged by BBW) each Assignor (to the extent of its right, title and interest in the Trade Marks) hereby assigns unto the Assignee, its property, right, title and interest in the Trade Marks and, subject to the terms of this Assignment, the full and exclusive benefit of each of them together with that part of the goodwill of the business symbolised by and attached to the said Trade Marks, with the sum split as to £1 for the Trade Marks and £599,999 for the goodwill.
3. As soon as reasonably practicable upon receipt of written request from the Assignee, the Vendor shall sign (and procure the signature of the same by Bass International Holdings N.V. as the legal owner of the Madrid International Marks), the trademark licence in the form set out at Schedule 2.
4. The Assignor warrants to the Assignee that:
 - (a) Bass, H&B or Wincarnis, as the case may be, is the registered proprietor of the Trade Marks;
 - (b) So far as the Assignor is aware, without having made any enquiries:
 - (i) Assignor has full title to assign the Trade Marks;
 - (ii) Assignor has not granted licences to the Trade Marks;
 - (iii) there are no encumbrances (as defined in the Sale and Purchase Agreement) over the Trade Marks;
 - (iv) there are no third party claims or rights in or over the Trade Marks;
 - (c) all renewal fees in relation to the Trade Marks to the date hereof have been duly and properly paid;

but gives no other warranty or representation concerning the Trade Marks, including but not limited to use or validity.

4. The Assignee shall arrange to register assignments in the individual territories of Trade Marks and shall use reasonable endeavours to apply to record the assignments:-
CM LSR except for the Madrid International Marks, LSR CM
 - 4.1 within twelve months where Trade Marks are in use by the Assignor in said territories at the date of the Sale and Purchase Agreement;
 - 4.2 otherwise before Assignee commences trading under Trade Marks within those territories;
5. The Assignor shall forward all renewal notices and other correspondence it receives regarding Trade Marks forthwith to the Assignee.
6. This Assignment shall be governed by English law, and the parties submit to the non-exclusive jurisdiction of the English Courts.

IN WITNESS whereof the parties hereto have hereunto set their hands the day and first year above written.

SCHEDULE I

Part I – Hedges & Butler Trade Marks

Trade Mark	Country	Reg No	Reg Date	Class
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Key. Country:..... Trademark:..... Class Proprietor:..... Reg.no..... Reg.date..... App.no..... App.date..... Status Goods Specification..... file, Renewal due.

Country	Trademark	Class	Proprietor	Reg.no	Reg.date	App.no	App.date	Status	Goods Specification
5989 Algeria	HEDGES & BUTLER	33	BIN NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.
3742 Argentina	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	1423774	31 MAR 1993	1766014	12 SEP 1990	REG	All goods included in International class 33.
3958 Australia	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	B233336	03 NOV 1971			REG	Whisky
1604 Australia	HEDGES & BUTLER ROYAL label	33	HEDGES & BUTLER LTD	B399284	01 NOV 1983	399284	14 OCT 1983	REG	Whisky.
5991 Austria	HEDGES & BUTLER	33	BIN NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.
5993 Benelux	HEDGES & BUTLER	33	BIN NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.
4195 Benelux	HEDGES & BUTLER ROYAL (special form)	33	HEDGES & BUTLER LTD	064570	04 OCT 1971	013511	04 OCT 1971	REG	Whisky.
3745 Bophuthatswana	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	B693473	25 JUL 1969	693473	25 JUL 1969	REG	Wines, spirits and liqueurs.
1503 Botswana	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	1144	20 MAR 1991	1144	20 MAR 1991	REG	Wines and spirits.
1824 Botswana	HEDGES & BUTLER	33	HEDGES & BUTLER LTD					PEN	Wines, spirits and liqueurs.
2223 Brazil	HEDGES & BUTLER ROYAL	35.10	HEDGES & BUTLER LTD	81142795	24 JUL 1984	81142795	19 APR 1983	REG	Spirits and other alcoholic and fortified drinks.
992 Bulgaria	HEDGES & BUTLER	33	BIN NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.
249 Canada	DUKES OWN		HEDGES & BUTLER LTD	315183	13 JUN 1986	536124	06 FEB 1985	REG	Alcoholic beverages, namely whisky.
248 Canada	DUKES OWN label (fine old scotch whisky)		HEDGES & BUTLER LTD	319624	17 OCT 1986	541386	03 MAY 1985	REG	Alcoholic beverages, namely whisky.
993 Canada	HEDGES & BUTLER ROYAL		HEDGES & BUTLER LTD	208622	01 AUG 1975	374288	08 APR 1974	REG	Wines and spirituous liquors
910 Chile	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	398534	28 SEP 1982			REG	Wines and spirits
334 China	HEDGES & BUTLER ROYAL label	33	HEDGES & BUTLER LTD	547366	30 MAR 1991	90009801	03 APR 1990	REG	Wines, spirits and liqueurs.
102 Colombia	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	121347	24 JUN 1988			REG	Wines, spirits and liqueurs.
48 Colombia	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	127483	01 MAR 1990	269347	15 APR 1987	REG	Wines, spirits and liqueurs.

TRADEMARK

REEL: 001902 FRAME: 0348

Key	Country	Trademark	Class	Proprietor	Reg.no.	Reg.date	App.no.	App.date	Status	Goods Specification	File	Renewal due
4299	Colombia	HEDGES & BUTLER ROYAL label	33	HEDGES & BUTLER LTD	118217	31 AUG 1987			REG	Wines, spirits and liqueurs.	F2741	31 AUG 2002
7379	Croatia	HEDGES & BUTLER	33	BITI NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
4347	Denmark	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	2751/1973	21 SEP 1973			REG	Wines, spirits and liqueurs.	F1111	21 SEP 2003
4586	Ecuador	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	1228/92	22 MAY 1992	26863	29 JUL 1991	REG	All goods of international class 33, in particular spirituous drinks and liqueurs.	F3295	22 MAY 2002
4473	France	DUKES OWN	33	HEDGES & BUTLER LTD	1376458	07 OCT 1965	2051	07 OCT 1965	REG	Wines and spirits.	F1258	01 OCT 2005
4488	France	DUKES OWN	33	BITI NV	1250592	09 NOV 1973	162072	09 NOV 1973	REG	Wines, spirits and liqueurs.	F1162	08 NOV 2003
3550	France	GLEN ALLAN	33	HEDGES & BUTLER LTD	1731811	22 FEB 1980			REG	Scotch whisky	F2219	22 FEB 2000
1986	France	GLEN ALLAN label	33	HEDGES & BUTLER LTD	1625394	07 NOV 1980			REG	Wines and spirits	F1510	06 NOV 2000
4480	France	HEDGES & BUTLER	33	BITI NV	1223812	12 JAN 1973	144617	12 JAN 1973	REG	Wines, spirits and liqueurs.	F1179	06 JAN 2003
4426	France	HEDGES & BUTLER LTD	33	BASS PLC	1420906	02 AUG 1962	77668	02 AUG 1962	REG	Wines, spirits, liqueurs and whisky.	F1115	31 JUL 1997
4427	France	HEDGES & BUTLER ROYAL label (special form)	33	HEDGES & BUTLER LTD	1345628	12 APR 1966	10616	12 APR 1966	REG	Whisky.	F1114	07 MAR 2006
1002	Germany	HEDGES & BUTLER	33	BITI NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
1598	Gibraltar	HEDGES & BUTLER	43	HEDGES & BUTLER LTD	6020	15 NOV 1989	546306		REG	Wines and spirits	F3078	20 NOV 2003
1635	Greece	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	72938	22 SEP 1982	72938	22 SEP 1982	REG		F2764	22 SEP 2002
1076	Guatemala	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	66682	28 NOV 1991	5513/90	12 DEC 1990	REG	Wines, spirits and liqueurs.	F3267	28 NOV 2001
1092	Honduras	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	53823	23 MAY 1991	6993/90	12 DEC 1990	REG	Wines, spirits and liqueurs.	F3198	23 MAY 2001
997	Hungary	HEDGES & BUTLER	33	BITI NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
910	India	HEDGES & BUTLER	33	HEDGES & BUTLER LTD			452005	03 APR 1986	PEN	Wines, spirits and liqueurs.		
164	Indonesia	HEDGES & BUTLER label	33	HEDGES & BUTLER LTD	268553	20 NOV 1991	HC01017992	22 MAY 1989	REG	Wines, spirits and	F3263	20 MAY 2001

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2523 Jreq	HEDGES & BUTLER with Arabic equivalent	32A	BASS PLC	30135	04 NOV 1986	30135	04 NOV 1986	REG	Liqueurs.	F3051	04 NOV 2001
			LTD						articles (A & B) of Class 32		
5020 Italy	GLEN ALLAN	33	HEDGES & BUTLER LTD	395691	19 MAY 1981	19165C/81	19 MAY 1981	REG	Wines, spirits and liqueurs.	F2786	19 MAY 2001
5996 Italy	HEDGES & BUTLER	33	BTH NV	INT.398344	17 MAY 1973		17 MAY 1973	REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
4987 Italy	HEDGES & BUTLER ROYAL (special form)	33	HEDGES & BUTLER LTD	712967	07 APR 1965	2614/65	07 APR 1965	REG	Scotch whisky.	F1129	07 APR 2005
5065 Japan	HEDGES & BUTLER ROYAL	28	BASS PLC	1305979	20 OCT 1977	39852/1974	20 OCT 1977	REG	Liquors	F1133	20 OCT 2007
5064 Japan	HEDGES & BUTLER ROYAL label	28	HEDGES & BUTLER LTD	2484675	25 DEC 1992	56532/1989	18 MAY 1989	REG	Liquors	F3399	25 DEC 2002
3552 Kenya	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	32691	11 FEB 1985		11 FEB 1985	REG	Wines, spirits and liqueurs.	F2763	11 JAN 2006
5477 Korea (South)	H & B monogram	6	HEDGES & BUTLER LTD	122784	18 JAN 1986	8055/1984	18 JAN 1986	REG	Whisky and 19 other items. Whisky, brandy, liqueur, champagne, vermouth, beer, black beer, stout, synthetic beer, wine, cider, strawberry wine, vodka, rum, gin, absinthe, ginger wine, citron wine, wild-grape wine and plum wine.	F1914	18 JAN 2006
1469 Korea (South)	HEDGES & BUTLER	6	HEDGES & BUTLER LTD	109482	25 JAN 1985	8054/1984	25 JAN 1985	REG	Whisky and 19 other items. Whisky, brandy, liqueur, champagne, vermouth, beer, black beer, stout, synthetic beer, wine, cider, strawberry wine, vodka, rum, gin, absinthe, ginger wine, citron wine, wild-grape wine and plum wine.	F1882	25 JAN 2005
470 Korea (South)	HEDGES & BUTLER ROYAL	6	HEDGES & BUTLER LTD	111203	12 MAR 1985	8058/1984	12 MAR 1985	REG	Whisky and 19 other items.	F1883	12 MAR 2005

5476 Korea (South)	HEDGES & BUTLER ROYAL 6	HEDGES & BUTLER 122785	18 JAN 1986 8057/1984	REG	Items. Whisky, brandy, liqueur, champagne, vermouth, beer, black beer, stout, synthetic beer, wine, cider, strawberry wine, vodka, rum, gin, absinthe, ginger wine, citron wine, wild-grape wine and plum wine.	F1913 18 JAN 2006
	MALT Label	LTD				
	HEDGES & BUTLER ROYAL 6	HEDGES & BUTLER 122785	18 JAN 1986 8057/1984	REG	Items. Whisky, brandy, liqueur, champagne, vermouth, beer, black beer, stout, synthetic beer, wine, cider, strawberry wine, vodka, rum, gin, absinthe, ginger wine, citron wine, wild-grape wine and plum wine.	F1913 18 JAN 2006
	Label	LTD				
5468 Korea (South)	HEDGES & BUTLER 6	HEDGES & BUTLER 111204	12 MAR 1985 8059/1984	REG	Items. Whisky, brandy, liqueur, champagne, vermouth, beer, black beer, stout, synthetic beer, wine, cider, strawberry wine, vodka, rum, gin, absinthe, ginger wine, citron wine, wild-grape wine and plum wine.	F1881 12 MAR 2005
	general label	LTD				
1504 Lesotho	HEDGES & BUTLER 33	HEDGES & BUTLER LTD	90/03193	29 AUG 1990 PEN	Wines, spirits and liqueurs	
1998 Liechtenstein	HEDGES & BUTLER 33	BIM NV INT.398344	17 MAY 1973	REG	Wines, spirits and liqueurs.	F1207 17 MAY 2013
1849 Macao	HEDGES & BUTLER ROYAL 33	HEDGES & BUTLER 2001-M	22 MAR 1990 2001-M	25 NOV 1987 REG	Wines, spirits (beverages), and liqueurs.	F3236 22 MAR 2000
	label	LTD				

Key. Country	Trademark	Class	Proprietor	Reg.no.	Reg.date	App.no.	App.date	Status	Goods Specification	File	Renewal due
5402 Madrid International	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
5196 Malaysia	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	89/04175	14 JUL 1989	89/04175	14 JUL 1989	REG	Wines, spirits and liqueurs, included in Class 33.	F3453	14 JUL 2010
6000 Monaco	HEDGES & BUTLER	33	81H NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
5999 Morocco	HEDGES & BUTLER	33	81H NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
4229 Myanmar	HEDGES & BUTLER		HEDGES & BUTLER LTD	839/1936	22 JUL 1936		05 MAY 1936	REG	Wines and spirite.	F1102	
1623 Myanmar	HEDGES & BUTLER ROYAL label		HEDGES & BUTLER LTD	2479/1989	13 DEC 1989		01 SEP 1989	REG	Wines, spirits and liqueurs.	F3124	
3506 Namibia	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	90/0714	22 JUN 1990	90/0714	22 JUN 1990	REG	Wines, spirits and liqueurs.	F3641	22 JUN 2000
1973 New Zealand	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	91029	04 AUG 1969			REG	Wines & spirits	F1137	04 AUG 2004
5403 Norway	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	089198	20 SEP 1973	113231	05 DEC 1972	REG	Wines, spirits and liqueurs.	F1138	20 SEP 2003
3440 Paraguay	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	159226	16 DEC 1982			REG	Wines and spirits	F2756	16 DEC 2002
4587 Peru	HEDGES & BUTLER ROYAL	33	HEDGES & BUTLER LTD	96416	27 MAR 1992	189093	01 AUG 1991	REG	Wines, spirits and liqueurs.	F3297	27 MAR 2002
6001 Portugal	HEDGES & BUTLER	33	81H NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2003
6004 San Marino	HEDGES & BUTLER	33	81H NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
4791 Singapore	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	1720	30 MAY 1939			REG	Wines and spirits.	F1141	30 NOV 2002
4765 Singapore	HEDGES & BUTLER ROYAL label	33	HEDGES & BUTLER LTD	3244/89	24 MAY 1989	3244/89	24 MAY 1989	REG	Wines, spirits (beverages), and liqueurs.	F3187	24 MAY 2006
7381 Slovenia	HEDGES & BUTLER	33	81H NV	INT.398344	17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
1577 South Africa	GLEN ALLAN	33	HEDGES & BUTLER LTD	880/2988	14 MAY 1980			REG	Wines and spirits.	F1491	14 MAY 2000
1743 South Africa	HEDGES & BUTLER	33	HEDGES & BUTLER LTD	869/3473	25 JUL 1969	69/3473	25 JUL 1969	REG	Wines, spirits and liqueurs	F1143	25 JUL 1999
1027 Spain	DUKES OWN label	33	HEDGES & BUTLER LTD	1105357	05 AUG 1986	1105357	16 MAY 1985	REG	Alcoholic beverages	F2654	05 AUG 2001

Key. Country:..... Trademark:..... Class Proprietor:..... Reg.no..... Reg.date.... App.no..... Status Goods Specification..... File. Renewal due.

Class	Proprietor	Reg. No.	Reg. Date	App. No.	Goods Specification	File No.	Renewal Due
33	HEDGES & BUTLER	INT.398344	17 MAY 1973		Wines, spirits and liqueurs.	F1207	17 MAY 2013
33	HEDGES & BUTLER ROYAL label	1503598	05 JUN 1989	1503598	Wines, spirits and liqueurs.	F3516	05 JUN 1999
43	HEDGES & BUTLER	UK/5/1983	20 NOV 1933	UK/5/1983	Wines and spirits.	F2771	20 NOV 2003
33	HEDGES & BUTLER ROYAL (special form)	359692	24 MAY 1965		Scotch whisky.	F1146	24 MAY 2005
17	HEDGES & BUTLER	340019	01 OCT 1986	75-21744	Wines, spirits and liqueurs in Class 17.	F2593	01 OCT 2006
17	HEDGES & BUTLER ROYAL label	484148	16 MAY 1990	78-24645	Wines, spirits and liqueurs	F3113	30 SEP 2006
43	HEDGES & BUTLER ROYAL label	141617	07 JUN 1989	190348	All goods in local class 43	F3153	06 JUN 1999
33	HEDGES & BUTLER	669/3473	25 JUL 1969	69/3473	Wines, spirits and liqueurs.	F1143	25 JUL 1999
33	HEDGES & BUTLER	EE930520	17 MAY 1973		Wines, spirits and liqueurs.		17 MAY 2008
33	GLENKILLIE	708256	20 JUN 1952	708256	Whisky.	491	20 JUN 2001
33	H88 250 BLENDED SCOTCH WHISKY	8583392	09 FEB 1938	583392	Scotch whisky.	583	09 FEB 2008
33	HEDGES & BUTLER	546306	20 NOV 1933	546306	Wines and spirits.	498	20 NOV 2003
33	HEDGES & BUTLER ROYAL CREAM	958416	20 APR 1970	958416	Sherry, whisky, and alcoholic beverages made from eggs and brandy.	615	20 APR 2005
33	HEDGES & BUTLER SPREE	1264192	07 APR 1986	1264192	Wines and spirits, all included in Class 33.	1328	07 APR 2007
33	HEDGES & BUTLER VAT 250 SCOTCH WHISKY and device	8583389	09 FEB 1938	583389	Scotch whisky.	582	09 FEB 2008
33	LION & CROWN device	990407	12 APR 1972	990407	Wines and spirits (beverages).	520	12 APR 2007
33	A.O.S.C. GLENLIVET device	8807829	02 AUG 1966	8807829	Whisky blended with whisky the product of Glenlivet, Scotland.	758	02 AUG 2001
33	THE DUKE'S OWN & device	12886	10 AUG 1887	12886	Scotch whisky	711	10 AUG 2003

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LSR CAP

Country: Trademark: Class Proprietor: Reg.no. Reg.date. App.no. App.date. Status Goods Specification File. Renewal due.

Country	Trademark	Class	Proprietor	Reg.no.	Reg.date	App.no.	App.date	Status	Goods Specification	File	Renewal due
5582 United States	X-SWORDS device HEDGES & BUTLER	49	LTD HEDGES & BUTLER	718336	11 JUL 1961	91604	06 JUL 1960	REG	Whisky and brandy.	F1152	11 JUL 2001
5585 United States	HEDGES & BUTLER	47	LTD HEDGES & BUTLER	708828	20 DEC 1960	91605	03 JUN 1960	REG	Wines.	F1154	20 DEC 2000
5584 United States	HEDGES & BUTLER ROYAL (special form)	49	LTD HEDGES & BUTLER	790093	25 MAY 1965	194488	28 MAY 1964	REG	Scotch whisky.	F1153	25 MAY 2005
3442 Uruguay	HEDGES & BUTLER - H & B	2	LTD HEDGES & BUTLER	267732	19 JAN 1984			REG	All goods included in Class 2	F2897	19 JAN 2004
3744 Venda	HEDGES & BUTLER	33	LTD HEDGES & BUTLER	869/3473	25 JUL 1969	69/3473	25 JUL 1969	REG	Wines, spirits and liqueurs.	F1143	25 JUL 1999
1684 Venezuela	HEDGES & BUTLER ROYAL	49	LTD HEDGES & BUTLER	133747	01 JUN 1988	2852/86		REG	Alcoholic liqueurs	F3016	01 JUN 2003
6008 Vietnam	HEDGES & BUTLER	33	INT. 398344 81H NV		17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
6009 Yugoslavia	HEDGES & BUTLER	33	INT. 398344 81H NV		17 MAY 1973			REG	Wines, spirits and liqueurs.	F1207	17 MAY 2013
3508 Zaire	HEDGES & BUTLER	33	LTD HEDGES & BUTLER	2303/90	20 JUL 1990	133/EXT/90	20 JUL 1990	REG	Wines, spirits and liqueurs.	F3362	20 JUL 2000
3509 Zambia	HEDGES & BUTLER	33	LTD BASS PLC	130/90	14 JUN 1990	130/90	14 JUN 1990	REG	Wines, spirits and liqueurs.	F3220	14 JUN 2011
3510 Zanzibar	HEDGES & BUTLER	43	LTD HEDGES & BUTLER	147/91	18 JUN 1990	50/1990	18 JUN 1990	REG	Wines, spirits and liqueurs.	F3178	18 JUN 2004
3511 Zimbabwe	HEDGES & BUTLER	33	LTD HEDGES & BUTLER	8472/90	18 JUN 1990	472/90	18 JUN 1990	REG	Wines, spirits and liqueurs.	F3189	18 JUN 2000

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TRADEMARK

REEL: 001902 FRAME: 0354

Country:..... Trademarks:..... Class Proprietor:..... Reg.no..... Reg.date.... App.no..... App.date.... Status Goods Specification..... File. Renewal due.

Country	Class	Proprietor	Reg. No.	Reg. Date	App. No.	App. Date	Status	Goods Specification	File No.	Renewal Due
2934 Anguilla	43	WINCARNIS COLEMAN & CO. LTD	1098	19 JUN 1978			REG	Fermented liquors and spirits.		19 JUN 2006
2935 Antigua and Barbuda	3	WINCARNIS COLEMAN & CO. LTD	288	26 JUN 1943			REG	Class 3: Chemical substances prepared for use in medicine and pharmacy. Class 43: Fermented liquors and spirits		26 JUN 1999
7403 Aruba	43	WINCARNIS								
	5	BASS PLC	02 NOV 94	02 NOV 1994	94110318	02 NOV 1994	REG	Chemical products for medical and pharmaceutical use, spirits and liqueurs, remedies, medicinal and tonic wine.	F3600	02 NOV 2004
4333 Australia	33	WINCARNIS								
	33	WINCARNIS LTD	AS165	24 OCT 1963	5165		REG	An alcoholic beverage being a combination of Leibig's extract of meat and a preparation of malt and wine.		24 OCT 2005
2940 Bahamas	43	WINCARNIS								
	43	WINCARNIS LTD	8737	20 JUN 1977			REG	Wines, including tonic wines, spirits and liqueurs.		20 JUN 2005
2941 Bahrain	33	WINCARNIS								
	33	HEDGES & BUTLER LTD	BUK 3937	23 JUL 1977			REG	Alcoholic beverage being combination of Leibig's extract of meat and a preparation of malt and wine		22 JUL 2002
2942 Bangladesh	33	WINCARNIS								
	5	WINCARNIS LTD	5717	12 MAR 1943			REG	Wine		30 JUN 1996
2943 Bangladesh	5	WINCARNIS								
	5	COLEMAN & CO. LTD	5718	12 MAR 1943			REG	Wine		30 JUN 1996
2944 Barbados	33	WINCARNIS								
	33	HEDGES & BUTLER LTD	81/3582	22 FEB 1951			REG	Medicated wine		22 FEB 2006
2945 Belize	43	WINCARNIS								
	43	COLEMAN & CO. LTD	144	12 JUL 1910			REG	Alcoholic beverage being a combination of Leibig's Extract of meat and a preparation of malt and wine		30 AUG 2006

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Country	Trademark	Class	Proprietor	Reg. No.	Reg. Date	App. No.	App. Date	Status	Goods Specification	File. Renewal due.
2946 Benelux	WINCARNIS	33	WINCARNIS LTD	5219	12 FEB 1973			REG	Extract of meat and a preparation of malt and wine.	
2947 Bermuda	WINCARNIS	43	COLEMAN & CO. LTD	726	23 APR 1929			REG	Foodstuffs and beverages adapted for medical use.	12 FEB 2003
9826 Botswana	WINCARNIS	33	WINCARNIS LTD	288				PEN		23 APR 1999
3387 British Virgin Island	WINCARNIS	33	WINCARNIS LTD	31300	10 DEC 1978			REG		26 JUN 1999
2898 Brunei Darussalam	WINCARNIS	5	HEDGES & BUTLER LTD	398	10 DEC 1978			REG		10 DEC 2006
2899 Brunei Darussalam	WINCARNIS	33	HEDGES & BUTLER LTD	399	10 DEC 1978			REG		10 DEC 2006
2949 Canada	WINCARNIS	33	HEDGES & BUTLER LTD	YMDA014306	21 DEC 1909			REG		21 DEC 2004
2950 Cuba	WINCARNIS	33	WINCARNIS LTD	31300	10 NOV 1945			REG		10 NOV 2000
6151 Cyprus	WINCARNIS	33	HEDGES & BUTLER LTD	37045	18 AUG 1992	37045	18 AUG 1992	REG		
2090 Denmark	WINCARNIS	5	WINCARNIS LTD	569-1909	20 NOV 1909	569-1909	20 NOV 1909	REG		
19951 Dominica	WINCARNIS	33	Charbonnier Ltd	288				REG		26 JUN 1999
19952 Dominican Republic	WINCARNIS	3	WINCARNIS LTD	1044	30 NOV 1920			REG		30 NOV 2000
19955 Falkland Islands	WINCARNIS	43	COLEMAN & CO. LTD	1679	10 DEC 1926			REG		30 AUG 2006

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Key. Country: Trademark: Class Proprietor: Reg. no. Reg. date. App. no. App. date. Status Goods Specification. File. Renewal due.

Country	Trademark	Class	Proprietor	Reg. No.	Reg. Date	App. No.	App. Date	Status	Goods Specification	File	Renewal Due
2956 Fiji	WINCARNIS	43	COLEMAN & CO. LTD	1/322	04 OCT 1940			REG	and a preparation of Malt and Wine.		19 JUL 1996
2957 Finland	WINCARNIS	33	BASS PLC	51848	20 FEB 1968			REG	An alcoholic beverage being a combination of Liebig's extract of meat and a preparation of malt and wine		20 FEB 2008
2961 France	WINCARNIS	5	WINCARNIS LTD	1446582	21 MAR 1938			REG	Cl. 5 - Pharmaceutical products Cl.31 - Extracts of Malts Cl.33 - Fortified Wines		12 JAN 1998
2962 Gambia	WINCARNIS	31									
2965 Ghana	WINCARNIS	42	WINCARNIS LTD	591	15 SEP 1926			REG			15 SEP 2010
2966 Gibraltar	WINCARNIS	43	COLEMAN & CO. LTD	2319	31 MAY 1929			REG			31 MAY 2006
904 Greece	WINCARNIS	43	COLEMAN & CO. LTD	363	17 MAY 1949			REG			30 AUG 2006
967 Grenada	WINCARNIS	33	WINCARNIS LTD	100164	01 AUG 1990	100164		REG	wines, spirits and liqueurs.	F3578	01 AUG 2000
968 Guernsey	WINCARNIS	43	COLEMAN & CO. LTD	3/1941	30 AUG 1898			REG			30 AUG 2006
969 Guernsey	WINCARNIS	5	Charbonnier Ltd	611068	13 MAR 1940			REG			13 MAR 2003
970 Guyana	WINCARNIS	43	COLEMAN & CO. LTD	216748	17 JUN 1940			REG			30 AUG 2006
771 Hong Kong	WINCARNIS	33	COLEMAN & CO. LTD	1201A	09 APR 1943			REG			09 APR 1999
772 Hong Kong	WINCARNIS	3	COLEMAN & CO. LTD	13/1930	13 MAY 2029			REG	Chemical substances for use in medicine and pharmacy		13 MAY 1999
773 India	WINCARNIS	43	COLEMAN & CO. LTD	14/1930	13 MAY 1929			REG	Fermented liquors and spirits		13 MAY 1999
774 India	WINCARNIS	5	HEDGES & BUTLER LTD	13370	12 MAR 1943			REG	Medicated wine		12 MAR 2000
775 Indonesia	WINCARNIS	33	HEDGES & BUTLER LTD	13371	12 MAR 1943			REG	Wine		12 MAR 2000
		33	WINCARNIS LTD	204172	19 APR 1986			REG	Fortified wines.		19 OCT 2005

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Key	Country	Trademark	Class	Proprietor	Reg.no	Reg.date	App.no	App.date	Status	Goods Specification	File	Renewal due
2976	Iran	WINCARNIS	5	Charbonnier Ltd	63229	16 NOV 1988			REG	Infants and invalids foords, fortified drinks and tonics		16 NOV 1998
2977	Iraq	WINCARNIS	33	Charbonnier Ltd	406	02 JUL 1929			REG	Medicated & tonic wines fermented liquors and spirits		22 APR 2004
2981	Ireland	WINCARNIS	33	WINCARNIS LTD	32088	30 AUG 1926			REG			30 AUG 2006
2982	Ireland	WINCARNIS	5	WINCARNIS LTD	38269	11 APR 1931			REG			11 APR 2001
2985	Italy	WINCARNIS	5	COLEMAN & CO. LTD	419371	22 DEC 1914	15308	22 DEC 1914	REG			22 DEC 2003
2987	Jamaica	WINCARNIS	33	BASS PLC	18196	03 MAR 1977			REG	Wines, spirits and liqueurs		03 MAR 1998
2988	Jamaica	WINCARNIS	3	HEDGES & BUTLER LTD	593	25 JUN 1909			REG	A food used for medicinal purposes for human use		25 JUN 2007
2989	Jamaica	WINCARNIS	43	HEDGES & BUTLER LTD	594	25 JUN 1909			REG	An alcoholic beverage being a combination of Liebig's Extract of Meat and a preparation of malt and wine		25 JUN 2007
2990	Japan	WINCARNIS	1	WINCARNIS LTD	2455818	30 SEP 1992	52201/1990	09 MAY 1990	REG	Medicated wine and other goods belonging to this Class.	F3361	30 SEP 2002
7524	Japan	WINCARNIS	28	WINCARNIS LTD	2575084	30 SEP 1993	22188/91	05 MAR 1991	REG	Alcoholic beverages in Japanese Class 28.	F3475	30 SEP 2003
2992	Jersey	WINCARNIS	43	COLEMAN & CO. LTD	2875	30 AUG 1940			REG	An alcoholic beverage, being a combination of Liebig's Extract of Meat and a preparation of malt and wine		30 AUG 2006
2993	Jersey	WINCARNIS	5	Charbonnier Ltd	1673	13 MAR 1947			REG			03 MAR 2003
2994	Kenya	WINCARNIS	43	COLEMAN & CO. LTD	1314	16 SEP 1926			REG			16 SEP 1996
2995	Lebanon	WINCARNIS	5	WINCARNIS LTD	58750	31 MAY 1946			REG	All kinds of alcoholic drinks, alcoholic drinks used for medicine and medical preparations		01 JUN 2007
			33									

2876 Paraguay	WINCARNIS	32	Charbonnier Ltd	135287					REG		and wine	07 MAY 1999
2879 Paraguay	WINCARNIS	33	Charbonnier Ltd	135288					REG			07 MAY 1999
1905 Portugal	WINCARNIS	33	WINCARNIS LTD	263889	16 SEP 1992	263889	27 APR 1990		REG		Wines, spirits and liqueurs.	F3510 16 SEP 1997
5568 Sabah	WINCARNIS	33	Charbonnier Ltd	2/281	01 FEB 1941				REG		An alcoholic beverage being a combination of Leibig's extract of meat and a preparation of malt and wine.	15 SEP 2003
4334 Sabah	WINCARNIS	5	WINCARNIS LTD	1/281	01 FEB 1941				REG		A food for medical purposes for human use.	15 SEP 2003
2882 Sierra Leone	WINCARNIS	3	WINCARNIS LTD	1021	07 SEP 1954				REG			07 SEP 2010
2883 Sierra Leone	WINCARNIS	43	COLEMAN & CO. LTD	1069	20 MAY 1955				REG			20 JUL 1997
2885 Singapore	WINCARNIS	5	HEDGES & BUTLER LTD	1380					REG		A food for medicinal purposes for human use.	12 NOV 2002
2886 Singapore	WINCARNIS	33	HEDGES & BUTLER LTD	1381					REG			12 NOV 2002
2887 South Africa	WINCARNIS	5	WINCARNIS LTD	290/1917					REG			20 MAR 2003
2888 South Africa	WINCARNIS	33	WINCARNIS LTD	291/1917					REG			20 MAR 2003
2890 Spain	WINCARNIS	29	WINCARNIS LTD	15227	27 FEB 1909				REG			27 FEB 1999
3431 Spain	WINCARNIS	33	WINCARNIS LTD	15227A	27 FEB 1909				REG			27 FEB 1999
2891 Sri Lanka	WINCARNIS	33	HEDGES & BUTLER LTD	1117					REG			04 AUG 1999
3015 St. Kitts-Nevis	WINCARNIS	43	COLEMAN & CO. LTD	216748					REG		an alcoholic beverage being a combination of Liebig's Extract of Meat and a preparation of Malt and Wine	30 AUG 2006
2892 Sweden	WINCARNIS	5	WINCARNIS LTD	12709	11 NOV 1949				REG		Class S: A foodstuff for human and medical use. Class 33: An alcoholic beverage which is a mixture of Liebig's meat extract and a preparation made of malt and wine.	09 NOV 1999
2893 Switzerland	WINCARNIS	33										
		5	WINCARNIS LTD	378169	21 NOV 1949				REG		A foodstuff for human and	21 NOV 2009

medical use, and an alcoholic beverage which is a mixture of a meat extract and of a preparation made of malt and wine.

2894	Tanganyika	WINCARNIS	43	WINCARNIS LTD	343	01 OCT 1941	1514	01 OCT 1941	REG	28 SEP 2006
2895	Thailand	WINCARNIS	43	WINCARNIS LTD	192/1514	01 OCT 1941	1515	01 OCT 1941	REG	30 SEP 2001
2896	Thailand	WINCARNIS	3	WINCARNIS LTD	191/1515	20 MAR 1983			REG	30 SEP 2001
3016	Transkei	WINCARNIS	33	WINCARNIS LTD	291/1917	20 MAR 1983			REG	20 MAR 2003
3018	Transkei	WINCARNIS	5	WINCARNIS LTD	290/1917				REG	20 MAR 1993
2470	Trinidad & Tobago	WINCARNIS	43	WINCARNIS LTD	17/1909				REG	23 JUN 2007
2622	Uganda	WINCARNIS	43	WINCARNIS LTD	559				REG	F5091 30 AUG 2010
7400	United Arab Emirates	WINCARNIS with Arabic equivalent	32	BASS PLC	6763	12 NOV 1994	8344	02 NOV 1994	REG	F3996 12 NOV 2004

Non-alcoholic drinks and preparations for making such drinks; non-alcoholic wines, non-alcoholic beer and lagers, fruit juices and drinks in general.

3421	United Kingdom	WINCARNIS	33	HEDGES & BUTLER LTD	21674B				REG	30 AUG 2006
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An alcoholic beverage being a combination of Liebig's extract of meat and a preparation of malt and wine.

3422	United Kingdom	WINCARNIS	3	HEDGES & BUTLER LTD	611067				REG	13 MAR 2003
3423	United Kingdom	WINCARNIS	5	HEDGES & BUTLER LTD	611068				REG	13 MAR 2003
3424	United Kingdom	WINCARNIS	29	HEDGES & BUTLER LTD	611069				REG	13 MAR 2003
3425	United Kingdom	WINCARNIS	30	HEDGES & BUTLER LTD	611070				REG	13 MAR 2003
3426	United Kingdom	WINCARNIS	32	HEDGES & BUTLER LTD	611071				REG	13 MAR 2003
3427	United Kingdom	WINCARNIS	33	HEDGES & BUTLER LTD	611072				REG	13 MAR 2003
3385	United States	WINCARNIS	33	HEDGES & BUTLER LTD	83323	05 SEP 1911	71-046664	22 DEC 1909	REG	05 SEP 2001

A preparation of wine, extract of meat, and

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 Key. Country:..... Trademark:..... Class Proprietor:..... Reg.no..... Reg.date.... App.no..... App.date.... Status Goods Specification..... File. Renewal due.
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 3386 United States WINCARNIS 33 HEDGES & BUTLER 726788 23 JAN 1962 REG malt), in class 47 (int.cl.33). 23 JAN 2002
 3390 Zambia WINCARNIS COLEMAN & CO. 300/77 25 OCT 1977 REG Alocoholic beverage being a combination of extract of meat and a preparation of malt and wine 25 OCT 1998
 3389 Zimbabwe WINCARNIS 5 Charbonnier Ltd 958 16 FEB 1999
 33

106 Records Processed

SCHEDULE 2

Trade mark Licence

BETWEEN:

- (1) **BASS INTERNATIONAL HOLDINGS N.V.**, a Dutch Corporation, whose registered office is at Strawinskylaan 3105, 7th Floor, 1077 ZX, Amsterdam (“BIH”);
- (2) **BASS BEERS WORLDWIDE LIMITED** of Cape Hill Brewery, Birmingham, West Midlands, B16 OP1 (“BBW”);

(together “the Licensor”)

On the one part
and

- (3) **PETER J RUSSELL & COMPANY LIMITED**, a limited company incorporated in Scotland under no. 32696 whose registered office is at Russell House, Dunnett Way, Broxburn, EH52 5BU (the “Licensee”)

On the other part

RECITAL:

BIH is the registered proprietor and BBW is the beneficial owner of the international trade marks set out in the Schedule (the “Trade Marks”) hereto and by an agreement of 25th September 1998 between BBW and the Licensee (“the Sale and Purchase Agreement”) BBW has agreed to licence all right, title and interest in and to such marks to the Licensee and to procure that BIH joins in the Licence as registered proprietor of the Trade Marks.

NOW IT IS HEREBY AGREED as follows:

1. Terms defined in the Sale and Purchase Agreement shall have the same meaning when used in this Agreement.
2. In consideration of the Sale and Purchase Agreement Licensor hereby grants to the Licensee the irrevocable, exclusive, royalty free right in perpetuity to use

the Trade Marks in relation to the Products in the territories in which it is registered (including the right to register this Licence and to grant sub-licences).

3. BBW warrants to the Licensee that all renewal fees due in respect of the registration have been paid.
4. The Licensor shall use reasonable endeavours (at the expense of the Licensee) to maintain the Trade marks.
5. The Licensee shall have conduct of all proceedings relating to the Trade Marks and shall at its sole discretion decide what action if any to take in respect of any infringement or alleged infringement of the Trade Marks or passing-off or any other claim or counterclaim brought or threatened in respect of the use or registration of the Trade Marks. Subject to applicable law, the Licensee shall be entitled to bring any action for infringement in its own right as exclusive licensee. The Licensor shall, if requested by the Licensee bring or defend any proceedings in relation to the Trade Marks if the Licensee decides in its sole discretion to do so, provided that Licensee shall indemnify Licensor against all expenses, liabilities, costs, claims, damages, losses suffered or incurred by the Licensor as a result thereof.
6. This Licence shall be governed by and construed in accordance with English law and the parties submit to the non-exclusive jurisdiction of the English Courts.

SCHEDULE

Mark	Class	Registered Proprietor	Number	Country
Hedges & Butler	33	Bass International Holdings N.V.	INT. 398344	Austria Benelux Bulgaria Croatia France Germany Hungary Italy Liechtenstei Monaco Morocco Portugal San Marino Slovenia Spain Tunisia Vietnam Yugoslavia
Dukes Own	33	Bass International Holdings N.V.	INT. 1250592	France

SIGNED by for and on behalf of)
BASS PLC)
in the presence of:-)
N. Sel Stake.

Amphie

SIGNED by for and on behalf of)
HEDGES & BUTLER LIMITED)
in the presence of:-)
N. Sel Stake.

Amphie

SIGNED by for and on behalf of)
WINCARNIS LIMITED in the)
presence of:-)
N. Sel Stake.

Amphie

SIGNED by for and on behalf of)
BASS BREWERS WORLDWIDE)
LIMITED in the presence of:-)
N. Sel Stake.
LS RUSSELL

Amphie

SIGNED by for and on behalf of)
PETER J RUSSELL &)
COMPANY LIMITED)
in the presence of:-)

Leonard Russell

Rachel Wood witness
50 Lothian Road
Edinburgh
Solicitor