

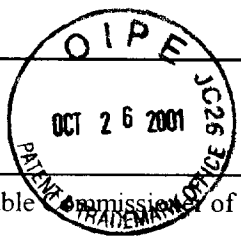
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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



02-06-2002



101973996

To the Honorable Commissioner of Patents and Trademarks of Pa

Attached original documents or copy thereof.
31

1. Name of conveying party(ies):
PEAK WINES INTERNATIONAL, INC.
10-26-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State DELAWARE
 Other _____
Additional name(s) of conveying party(ies) attached?
Yes No

2. Name and address of receiving party(ies):
Name: JIM BEAM BRANDS CO.
Internal Address: _____
Street Address: 510 Lake Cook Road
City Deerfield State Illinois ZIP 60015

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DELAWARE
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 22, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
B. Trademark registration No.(s) See Attached Schedule

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41):.....\$ 240.00
Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

5. Name and address of party to whom correspondence concerning document should be mailed:

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: Nancy A. Zoubek

File No.: 6187-1108-999

DO NOT USE THIS SPACE

02/05/2002 00000119 161150 999125
01 FC-401 40.00 CN
02 FD-402 200.00 CN

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.

Nancy A. Zoubek
Name of Person Signing Reg. No.

Nancy A. Zoubek
Signature October 26, 2001
Date

Total number of pages comprising cover sheet: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

TRADEMARK
REEL: 002437 FRAME: 0724

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ALTIMIRA	999,125	NOVEMBER 26, 1974
CANYON ROAD	1,861,116	NOVEMBER 01, 1994
GEYSER PEAK	1,003,822	FEBRUARY 04, 1975
GEYSER PEAK WINERY	1,019,577	SEPTEMBER 02, 1975
RESERVE ALEXANDRE	1,586,023	MARCH 06, 2000
FOX RIDGE	2,135,080	FEBRUARY 03, 1998
OPULENCE	2,130,612	JANUARY 20, 1998
CLEANPOUR	2,048,289	MARCH 25, 1997
BUY IT TODAY, DRINK IT TONIGHT!	2,147,853	MARCH 31, 1998

OCT. 2. 2001 10:59AM

NO. 1984 P. 2

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PEAK WINES INTERNATIONAL, INC.", A DELAWARE CORPORATION, WITH AND INTO "JIM BEAM BRANDS CO." UNDER THE NAME OF "JIM BEAM BRANDS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0649808 8100M

AUTHENTICATION: 1370139

010487944

DATE: 10-02-01

TRADEMARK
REEL: 002437 FRAME: 0726

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NO. 1984 P. 3

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/22/1998
981494601 - 0649808

FO BRANDS SECT

002

CERTIFICATE OF OWNERSHIP AND MERGER

merging

PEAK WINES INTERNATIONAL, INC.
(a Delaware corporation)

into

JIM BEAM BRANDS CO.
(a Delaware corporation)

Pursuant to Section 283 of the General
Corporation Law of the State of Delaware

JIM BEAM BRANDS CO., a corporation organized and existing under the laws of the State of Delaware (the "Company") DOES HEREBY CERTIFY that:

FIRST: The Company is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on November 29, 1986 under the name Nubeam Corporation, and was amended by a Certificate of Amendment of Certificate of Incorporation of Nubeam Corporation filed on March 29, 1987 changing its name to James B. Beam Distilling Co., and was further amended by a Certificate of Amendment of Certificate of Incorporation of James B. Beam Distilling Co. filed on February 26, 1988 changing its name to Jim Beam Brands Co.

SECOND: Peak Wines International, Inc. (the "Subsidiary") is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on June 26, 1988 under the name GPW Acquisition, Inc., and was amended by a Certificate of Amendment of Certificate of Incorporation of GPW Acquisition, Inc. filed on July 27, 1998 changing its name to Geyser Peak Winery, Inc., and was further amended by a Certificate of Amendment of Certificate of Incorporation of Geyser Peak

OCT. 2. 2001 10:59AM

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12/22/98 TUE 09:14 FAX 203 688 6197

FO BRANDS SEC

003

Winery, Inc. filed on September 3, 1998 changing its name to Peak Wines International, Inc.

THIRD: The Company owns 100 percent of the outstanding shares of Common Stock, per value \$1.00 per share, of the Subsidiary, which is the only class of stock of the Subsidiary outstanding.

FOURTH: The Company, by the following resolutions duly adopted by its Board of Directors on December 18, 1998, determined to merge the Subsidiary with and into the Company, with the Company as the surviving corporation:

RESOLVED, that Peak Wines International, Inc., a Delaware corporation, the entire issued and outstanding stock of which is owned by this Company, be merged with and into this Company (the "Merger"), with this Company as the surviving corporation following such Merger; and further

RESOLVED, that the separate existence of Peak Wines International, Inc. shall cease upon the effective date of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware; and further

RESOLVED, that the issued and outstanding shares of Peak Wines International, Inc. shall not be converted in any manner, but each of said issued and outstanding shares as of the effective date of the Merger shall be surrendered and extinguished; and further

RESOLVED, that the issued and outstanding shares of this Company shall not be converted in any manner, but each of said issued and outstanding shares as of the effective date of the Merger shall continue to represent one issued and outstanding share of this Company; and further

RESOLVED, that the officers of this Company be and each of them is hereby authorized to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, documents, certificates, instruments or other papers, and to do, or cause to be done, all such acts and things, in the name and on behalf of this Company and under its corporate seal or otherwise, as they may deem necessary or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions."

FIFTH: This Certificate of Ownership and Merger and the merger of the
Subsidiary with and into the Company as provided herein shall become effective at
11:59 p.m., Eastern Time, on December 31, 1998.

IT WITNESS WHEREOF, the Company has caused this Certificate of
Ownership and Merger to be signed by its duly authorized officer and attested by its
Assistant Secretary, and its corporate seal to be affixed, this 22nd day of December,
1998.

JIM BEAM BRANDS CO.

By: *Richard B. Reese*
Richard B. Reese
President and Chief Executive Officer



Mark S. Lyon
Mark S. Lyon
Assistant Secretary