

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/18/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Keystone Brewers Holding Company		09/18/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Pittsburgh Brewing Company
Street Address:	3340 Liberty Avenue
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15201
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	0643376	AMERICAN
Registration Number:	2091023	IRON CITY BEER PITTSBURGH BREWING CO.
Registration Number:	1421367	IRON CITY DARK
Registration Number:	1451189	MUSTANG MALT LIQUOR
Registration Number:	2478537	AUGUSTINER

CORRESPONDENCE DATA

Fax Number: (412)918-1199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 412-918-1100
 Email: pboss@metzlewis.com
 Correspondent Name: Barry I. Friedman, Esq.
 Address Line 1: 11 Stanwix St., 18th Floor
 Address Line 4: Pittsburgh, PENNSYLVANIA 15222

CH \$140.00 0643376

ATTORNEY DOCKET NUMBER:	3782/002
NAME OF SUBMITTER:	Barry I. Friedman, Esq.
Signature:	/bif33695/
Date:	01/15/2008

Total Attachments: 6

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source=cert of merger - keystone with pbc#page3.tif
source=cert of merger - keystone with pbc#page4.tif
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Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

"KEYSTONE BREWERS HOLDING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "PITTSBURGH BREWING COMPANY" UNDER THE NAME OF "PITTSBURGH BREWING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A. D. 2007, AT 1:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.

2538572 8100M

071026057



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6007611

DATE: 09-18-07

TRADEMARK
REEL: 003697 FRAME: 0188

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:40 PM 09/18/2007
FILED 01:32 PM 09/18/2007
SRV 071026057 - 2538572 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS

Pursuant to Title 8, Section 251(o) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Pittsburgh Brewing Company
_____, and the name of the corporation being
merged into this surviving corporation is Keystone Brewers Holding Company
_____.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed
and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Pittsburgh Brewing Company,
_____ a Delaware corporation.


FOURTH: The Certificate of Incorporation of the surviving corporation shall be its
Certificate of Incorporation.

FIFTH: The merger is to become effective on filing
_____.

SIXTH: The Agreement of Merger is on file at Two Greenwich Office Park, Greenwich,
Connecticut 06831, the place of business
of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving
corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be
signed by an authorized officer, the 18th day of September, A.D.,
2007.

By: 
Authorized Officer

Name: Joseph Plocirilli
Print or Type

Title: President

AGREEMENT AND PLAN OF MERGER

of

KEYSTONE BREWERS HOLDING COMPANY
a Delaware corporation

with and into

PITTSBURGH BREWING COMPANY,
a Delaware corporation

September 17, 2007

THIS AGREEMENT AND PLAN OF MERGER (the "*Agreement*"), is entered into by and among Keystone Brewers Holding Company, a Delaware corporation ("*Keystone*"), and Pittsburgh Brewing Company, a Delaware corporation ("*Pittsburgh*").

RECITALS

WHEREAS, pursuant to the Second Amended Joint Plan of Reorganization filed May 1, 2007 (the "*Second Amended Plan*") and the United States Bankruptcy Court's Order Confirming Second Amended Joint Plan of Reorganization of Pittsburgh and Keystone entered June 5, 2007 (the "*Confirmation Order*"), Keystone shall be merged with and into Pittsburgh;

WHEREAS, pursuant to the Confirmation Order, the Plan Proponents (as defined therein), including Keystone and Pittsburgh, are hereby authorized, directed, and empowered to take all actions necessary or appropriate to implement the Second Amended Plan in accordance with its terms, including, without limitation, to enter into, implement, consummate, execute, and/or deliver the contracts, instruments, and other agreements or documents contemplated therein, consistent with the terms of this Confirmation Order and the Second Amended Plan; and

WHEREAS, Keystone and Pittsburgh desire to consummate the business combination transaction provided for herein in which Keystone will merge with and into Pittsburgh (the "*Merger*"), with Pittsburgh surviving the Merger, on the terms and subject to the conditions set forth in this Agreement.

AGREEMENT OF MERGER

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein, the parties hereby agree as follows:

ARTICLE I - DEFINITIONS

Capitalized terms used in this Agreement are used as defined in this Article I or elsewhere in this Agreement.

"*Closing*" has the meaning set forth in Section 2.03.

"*Closing Date*" has the meaning set forth in Section 2.03.

"*Delaware Law*" means the Delaware General Corporation Law.

"*Effective Time*" has the meaning set forth in Section 2.04.

"*Keystone Stock*" means any interest held as a stockholder in Keystone.

"*Pittsburgh Stock*" means any interest held as a stockholder in Pittsburgh.

ARTICLE II - THE MERGER

2.01 *Consent.* The Second Amended Plan and the Confirmation Order provide that Keystone shall be merged with and into Pittsburgh.

2.02 *The Merger.* Upon the terms and subject to the conditions set forth in this Agreement, Keystone shall be merged with and into Pittsburgh at the Effective Time of the Merger. Following the Merger, the separate existence of Keystone shall cease, and Pittsburgh shall continue as the surviving entity and shall succeed to and assume all the rights and obligations of Pittsburgh in accordance with Delaware Law. Pittsburgh, the surviving entity, will be responsible for, and obligated to pay, all applicable Delaware taxes and/or any related fees of Pittsburgh if the same are not timely paid.

2.03 *Closing.* The Closing of the Merger (the "*Closing*") will take place at Pittsburgh's principal office on September 18, 2007 (the date of the Closing being referred to herein as the "*Closing Date*"). At the Closing, (i) the Certificate of Merger shall be executed and acknowledged by the president of Pittsburgh; (ii) the Certificate of Merger shall be executed and acknowledged by the President of Keystone; and (iii) the parties shall take such further action as is required to consummate the transactions described in this Agreement and the Certificate of Merger.

2.04 *Effective Time.* On September 18, 2007, the parties shall file the Certificate of Merger with the Delaware Secretary of State, executed in accordance with the relevant provisions of Delaware Law, as applicable, and shall make all other filings or recordings required under the provisions of Delaware Law. The Merger will be effective upon filing (the "*Effective Time*" of the Merger).

2.05 *Effects of the Merger.* The Merger shall have the effects set forth in the provisions of Delaware Law.

2.06 *Articles of Incorporation and Bylaws.*

(a) The Certificate of Incorporation of Pittsburgh, as in effect at the Effective Time of the Merger, shall be the Certificate of Incorporation of Pittsburgh, the surviving entity, until thereafter changed or amended as provided therein or by applicable law.

(b) The Bylaws of Pittsburgh, as in effect at the Effective Time of the Merger, shall be the Bylaws of Pittsburgh, the surviving entity, until thereafter changed or amended as provided therein or by applicable law.

2.07 *Copy of the Agreement.* An executed copy of this Agreement will be kept on file at the offices of Pittsburgh, the surviving entity. A copy of the Agreement will be furnished by Pittsburgh, on written request and without cost, to any stockholder of Pittsburgh (or former stockholder of Keystone) and to any creditor or obligee of Keystone at the time of the Merger if such obligation is then outstanding.

**ARTICLE III - EFFECT OF MERGER ON
PARTNERSHIP INTERESTS**


3.01 *Cancellation of Keystone Stock.* As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of Pittsburgh or the holder of any Keystone Stock, the existing Keystone Stock shall no longer be existing and shall automatically be canceled and retired and shall cease to exist, and the holders of such Keystone Stock shall cease to have any rights with respect thereto and no Pittsburgh Stock or other consideration shall be delivered in exchange therefor.

*Remainder of Page Intentionally Left Blank.
Signature Page to Follow.*

IN WITNESS WHEREOF, the undersigned entities have executed this Agreement on the date set forth above.

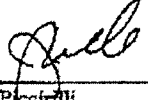
KEYSTONE BREWERS HOLDING COMPANY
a Delaware corporation

By: _____


Name: Joseph Piccirilli
Title: President

PITTSBURGH BREWING COMPANY
a Delaware corporation

By: _____


Name: Joseph Piccirilli
Title: President

*Signature Page to Agreement and Plan of Merger of Keystone Brewers Holding Company
into Pittsburgh Brewing Company*