

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Jacob Leinenkugel Brewing Co., Inc.		06/27/2008	CORPORATION: WISCONSIN

**RECEIVING PARTY DATA**

<b>Name:</b>	Jacob Leinenkugel Brewing Co., LLC
<b>Street Address:</b>	1 Jefferson Avenue
<b>City:</b>	Chippewa Falls
<b>State/Country:</b>	WISCONSIN
<b>Postal Code:</b>	54729
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: WISCONSIN

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	2453201	FAN PACK
Registration Number:	2291457	GOOD AS GOLD
Registration Number:	3376417	HONEY BEAR
Registration Number:	1552196	
Registration Number:	2784401	J. LEINENKUGEL BREWING COMPANY EST. 1867 HIGHEST QUALITY
Registration Number:	1554969	LEINENKUGEL'S
Registration Number:	2641155	LEINENKUGEL'S BIG BUTT DOPPELBOCK
Serial Number:	77488625	LEINENKUGEL'S FIRESIDE NUT BROWN
Registration Number:	2162140	LEINENKUGEL'S NORTHWOODS LAGER
Registration Number:	2791447	LEINIE LODGE
Registration Number:	2362278	TACKLE BOX
Registration Number:	3300146	TAKE IN THE FLAVOR
Registration Number:	2507862	THE FLAVOR OF THE NORTHWOODS

CH \$365.00 2453201

Registration Number:

3435329

WHAT'S YOUR MIX?

**CORRESPONDENCE DATA**

Fax Number: (414)978-8675

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 414.277.5675

Email: msl@quarles.com

Correspondent Name: Marta S. Levine

Address Line 1: Quarles & Brady LLP

Address Line 2: 411 East Wisconsin Avenue

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:

660005.00585

NAME OF SUBMITTER:

Marta S. Levine

Signature:

/MartaLevine/

Date:

07/07/2008

**Total Attachments: 6**

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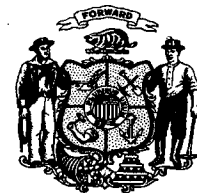
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator  
Division of Corporate & Consumer Services  
Department of Financial Institutions

DATE: JUL - 1 2008

BY: A handwritten signature in black ink, appearing to read "Robert Kavis".

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Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED

JUN 27 2008

WISCONSIN  
DFI

Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: JACOB LEINENKUGEL BREWING CO., INC. 01 M036851
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes  No

If yes, the entity is required to file a report with the Wisconsin Department of Revenue under section 73.14 of the Wisconsin Statutes. (See instructions.)

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

3. After conversion:

Company Name: JACOB LEINENKUGEL BREWING CO., LLC ok 4031777
--

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00 Use of this form is mandatory.

DFI/CORP/1000(R06/06)

4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

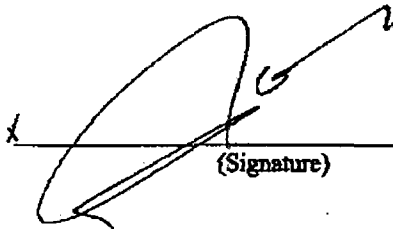
6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): MICHAEL T. JONES	Registered Office: 3939 WEST HIGHLAND BOULEVARD MILWAUKEE, WI 53208
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): MICHAEL T. JONES	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 3939 WEST HIGHLAND BOULEVARD MILWAUKEE, WI 53208
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on JUNE 27, 2008 (date) by the business entity PRIOR TO ITS CONVERSION.

  
 \_\_\_\_\_  
 (Signature)

Mark (X) below the title of the person executing the document.

MICHAEL T. JONES

\_\_\_\_\_  
 (Printed Name)

For a limited partnership

Title:  General Partner

For a corporation

Title:  President OR  Secretary  
 or other officer title

For a limited liability company

Title:  Member OR  Manager

**INSTRUCTIONS** (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.		
<b>Mailing Address:</b> Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	<b>Physical Address for Express Mail:</b> Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3 <sup>rd</sup> Fl. Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

Exhibit A

**PLAN OF CONVERSION  
OF  
JACOB LEINENKUGEL BREWING CO., INC.**

The terms and conditions of the conversion of Jacob Leinenkugel Brewing Co., Inc., a Wisconsin corporation, into Jacob Leinenkugel Brewing Co., LLC, a Wisconsin limited liability company, (the "Conversion") are as follows:

**ARTICLE I**

**CONVERSION; EFFECTIVE TIME**

At the Effective Time of the Conversion (as hereinafter defined), Jacob Leinenkugel Brewing Co., Inc. shall be converted into Jacob Leinenkugel Brewing Co., LLC, a Wisconsin limited liability company, which shall be the converted business entity (the "Converted Entity"). The Effective Time of the Conversion shall be at 12:00 noon Eastern Time on June 30, 2008.

**ARTICLE II**

**CONVERSION OF STOCK**

The shares of stock of Jacob Leinenkugel Brewing Co., Inc. which are issued and outstanding or in the treasury of Jacob Leinenkugel Brewing Co., Inc. shall, at the Effective Time of the Conversion, be collectively converted into the sole membership interest of the Converted Entity.

**ARTICLE III**

**ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

A copy of the Articles of Organization of the Converted Entity is attached hereto as Annex I. Immediately following the Effective Time of the Conversion, the sole member of the Converted Entity shall adopt an Operating Agreement to govern the operations of the Converted Entity.

**ARTICLE IV**

**EFFECT OF CONVERSION**

The effect of the Conversion shall be as provided in Section 180.1161(4) of the Wisconsin Business Corporation Law and Section 183.1207(4) of the Wisconsin Limited Liability Company Act.

\* \* \* \* \*

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**TRADEMARK  
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Annex I

**ARTICLES OF ORGANIZATION  
OF  
JACOB LEINENKUGEL BREWING CO., LLC**

The limited liability company is organized under the provisions of the Wisconsin Limited Liability Company Act, Chapter 183 of the Wisconsin Statutes.

**ARTICLE I**

Name

The name of the limited liability company is Jacob Leinenkugel Brewing Co., LLC.

**ARTICLE II**

Registered Office and Agent

The street address of the initial registered office of the limited liability company is 3939 West Highland Boulevard, Milwaukee, WI 53208 and the name of the registered agent at such office is Michael T. Jones.

**ARTICLE III**

Management

Management of the limited liability company shall be vested in the members.

\* \* \* \* \*

This document was drafted by:

Michael M. Grebe  
Quarles & Brady LLP  
411 East Wisconsin Avenue  
Milwaukee, WI 53202-4497

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