

5/13/09

05-15-2009



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To the Director of the U. S. Patent and

documents or the new address(es) below:

1. Name of conveying party(ies):

Sazerac Company, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Louisiana
- Other \_\_\_\_\_

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) March 24, 2009

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes

No

Name: Capital One, National Association

Internal

Address: \_\_\_\_\_

Street Address: 201 St. Charles Ave., 29th Floor

City: New Orleans, LA 70112

State: Louisiana

Country: USA Zip: 70170

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached sheet

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Philip deV. Claverie, Sr.

Internal Address: \_\_\_\_\_

c/o Phelps Dunbar, L.L.P.

Street Address: \_\_\_\_\_

365 Canal Street, Suite 2000

City: New Orleans

State: Louisiana

Zip: 70130

Phone Number: 504-566-1311

Fax Number: 504-568-9130

Email Address: claverip@phelps.com

6. Total number of applications and registrations involved:

132

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 3,365.00

- Authorized to be charged to deposit account
- Enclosed Refund Ref: 05/14/2009 NJAMA1 0000167207

8. Payment Information:

CHECK Refund Total: \$50.00

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

Philip deV. Claverie  
Signature

5/12/09  
Date

Philip deV. Claverie, Sr.

Name of Person Signing

Total number of pages including cover sheet: 135  
05/14/2009 NJAMA1 0000167207

Attachment 1

Additional Name of Conveying Party:

Buffalo Trace Distillery, Inc., a corporation domiciled in the State of Kentucky

TRADEMARK

REEL: 003988 FRAME: 0972

## Trademark Registration Numbers:

FEDERALLY REGISTERED TRADEMARKS**OWNED BY BORROWER:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER
7X Shield Design	77464673	3549701
AMERICA'S FIRST COCKTAIL	78404016	2962684
AMERICA'S ORIGINAL COCKTAIL	76532018	2955839
ANYTIME, ANYWHERE, WITH ANYONE	76561372	2910075
BEAST OF BOURBON	78970746	3497309
BENCHMARK	72289752	852023
BOURBON SQUARE	73770028	1554978
BOWMAN'S	74638178	2062499
Buffalo Etching Design	75731575	2601650
Buffalo Logo Design	75819911	2516318
Buffalo Rip Design	75731576	2476423
BUFFALO TRACE	75508213	2294792
BUFFALO TRACE & Logo Design	75819932	2622735
CANADIAN HUNTER	76423689	2700180
CARSTAIRS (Stylized)	71608235	553978
CHARTER	73457495	1309275
CHARTER COUNTRY	78970747	3400190
CHARTER PRIVATE RESERVE	76525535	3211702
CORAZON & Heart Design	76116847	2667817
Corazon Bottle Design	76339870	2706421
CORAZON DE AGAVE	75613521	2460552
CORAZON DE AGAVE	76663015	3287327
CPR	78457383	3225600
CROWN RUSSE	74148956	1684614
CROWN RUSSE	72329310	0889145
DENAKA	73588717	1422224
DI PADRINO	73496737	1337076
DIESEL	73553165	1388502
DOBRA	73401360	1286322
DOBRA (Stylized)	72193709	0787352
Dr. M with Dog Design	78649297	3093262
DR. MCGILLICUDDY'S	74618752	1950931
DR. MCGILLICUDDY'S	74147084	1667801
DR. MCGILLICUDDY'S FIREBALL	78457249	2997888
DR. MCGILLICUDDY'S FIREBALL	75941554	2847730
DR. MCGILLICUDDY'S IMPORTED FIREBALL	76554783	2907946

<b>MARK</b>	<b>SERIAL NUMBER</b>	<b>REGISTRATION NUMBER</b>
DR. MINT	75617043	2289105
Eagle Flying Over Water & Design	77024647	3254611
EAGLE RARE	73071853	1065407
EGRI BIKAVER (Stylized)	73734236	1578008
EXPERIMENTAL COLLECTION	78434825	3228476
FIREBALL	77471284	3550110
FIREBALL	76337349	2852432
Fireball Dragon Man Design	77591389	
Fireball Dragon Man Design	77471282	
Fox Head Design	75421686	2262503
GEORGE T. STAGG	76354856	2765276
GOLD RING	73190609	1133288
GRAN DOMINIO	76021843	2762151
HERBSAINT	76177434	2722057
HERBSAINT (Stylized)	72279961	854292
HERBSAINT MAKES THE HEART GROW FONDER	76100737	2762213
HERBSAINT VERITAS BY LEGENDRE LIQUEUR D'ANIS & Design	72289211	867255
JAMES FOXE	73046616	1039842
JOHN HANDY (Stylized)	72149214	0753060
KENTUCKY DALE	73097046	1069486
KISS	78171791	3506350
KISS IT AND MAKE IT BETTER	78582747	3082158
KISSES...BUT NEVER TELLS	73820349	1592238
LEGACY (Stylized)	72161096	0762850
LEGENDRE (Stylized)	72292423	0921248
MAJESTIC ROYALE	74512611	1890103
MAJESTIC VALLEY	74512610	1887392
MAKE THE ORDINARY, EXTRAORDINARY	76552268	2891050
MCAFFEE'S BENCHMARK	76401932	2683430
MEXICO'S BEST SHOT	73568479	1426784
MILES'	78474094	3005935
MILES' (Stylized)	72193708	792405
MIMS	78724361	3212540
MIMS DELUXE (Stylized)	72160668	787899
MIXES EASY...JUST ADD PEOPLE (Stylized)	72390144	0941635
MONSIEUR HENRI	72182102	0786907
MONSIEUR HENRI SINCE 1934 FINE WINES & SPECIALTY SPIRITS And Design	74719979	2111135
NIKOLAI	74156905	1681377
NIKOLAI (Stylized)	72038548	664531
OLD CHARTER	74398089	1825377
OLD WELLER	78567640	3055183
OLD WELLER THE ORIGINAL 107 PROOF (Stylized)	73243292	1194084
ONE KISS IS ALL IT TAKES	76481926	2936680
PEYCHAUD'S	73572125	1461248

MARK	SERIAL NUMBER	REGISTRATION NUMBER
PEYCHAUD'S (Stylized)	71471976	0410827
PEYCHAUD'S AMERICAN AROMATIC COCKTAIL BITTERS And Design	71471977	0410828
PLATINUM 7X LOGO	77053317	
PR	76519913	3204272
PRALINE	73109314	1085003
PREMIAT	73254081	1200619
R&R	72142233	751412
RAIN	75117197	2438707
RAIN (Stylized)	75833572	2541274
Rain Bottle Design	76541075	2941176
RAIN ORGANICS & Drop Design	77207062	3442010
RAIN RENEWS	77052011	3389502
RAIN RENEWS	77009717	3568043
RAIN w/ Drop Design	77133674	3306396
REGANS' NO. 6	76430789	3085789
RICH AND RARE	78888228	3233043
RON PONTALBA	73814795	1596734
ROYAL CANADIAN	78551693	3054382
ROYAL CANADIAN (Stylized)	71627038	575951
SAZERAC	78464911	3001691
SAZERAC	75866822	2798082
SAZERAC (Stylized)	71659820	0602218
Seal w/Ball Design	71608236	0561130
SINGLE OAK	76306606	2691597
SIR MALCOLM (Stylized)	72287587	0871891
STRAIGHT FROM THE HEART	77624820	
TAAKA	73126947	1106813
TAAKA	72031592	667187
TAAKA PLATINUM	74058312	2042131
TASTE THE SPIRIT OF LEGENDS	75703460	2448302
TASTES LIKE HEAVEN BURNS LIKE HELL	77618276	
THE DOCTOR IS IN	78526640	3023696
THE ONE AND ONLY NEW ORLEANS ORIGINAL	76524115	2971991
THE ORIGINAL WHEATED BOURBON	76187729	2566334
THE SPIRIT OF NEW ORLEANS	78934521	3362465
THE SPIRIT OF OLD MEXICO	73432491	1297950
THE SPIRIT TO EXPLORE	78457236	2995291
THIS AIN'T YOUR GRANDMA'S SWEET TEA	77618236	
TIJUANA	73696840	1508505
TINA	74210323	1707112
TORADA (Stylized)	72096744	0752613
TORADA MARGARITA TEQUILA (Stylized)	73764447	1554977
USE YOUR IMAGINATION	76423039	2792601
VG 90 & FOX Head Design	75604017	2373919
VG 90 & FOX Head Design	75421687	2262504

MARK	SERIAL NUMBER	REGISTRATION NUMBER
VIRGINIA GENTLEMAN	75596954	2349121
VIRGINIA GENTLEMAN (Stylized)	71388341	0347081
W.L. WELLER	74450637	1879987
WAREHOUSE C	76476803	2900383
WEBER	73059349	1033225
WHAT DOES LONG ISLAND KNOW ABOUT TEA?	77589265	
WHISKY WITH A KICK	78526767	3054078

**OWNED BY BUFFALO TRACE:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER
NONE		

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (as same may be amended, supplemented or restated from time to time, this "Agreement"), dated as of March 24, 2009, is made by and among SAZERAC COMPANY, INC., a Louisiana corporation (the "Borrower") and BUFFALO TRACE DISTILLERY, INC., a Kentucky corporation ("Buffalo Trace"), in favor of CAPITAL ONE, NATIONAL ASSOCIATION, as agent for the ratable benefit of the Lenders (hereinafter defined) (in such capacity, together with its successors and assigns in such capacity, the "Administrative Agent"), who agree as follows:

## RECITALS

A. The Borrower, the Administrative Agent and the lenders from time to time party thereto (the "Lenders"), and together with Administrative Agent, the "Secured Parties") have entered into that certain Credit Agreement dated as of March 24, 2009 (as it may from time to time be amended, modified or supplemented, the "Credit Agreement"), pursuant to which the Secured Parties agreed to make certain loans to the Borrower upon and subject to the terms and conditions thereof.

B. The Borrower and Buffalo Trace have executed a Security Agreement dated of even date herewith (as it may from time to time be amended, modified or supplemented, the "Security Agreement"), pursuant to which the Borrower and Buffalo Trace have granted to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all of the trademarks and service marks owned by the Borrower and Buffalo Trace and registered with the United States Patent and Trademark Office as of the date hereof, on the terms and conditions set forth in the Security Agreement.

C. As a condition of entering into the Credit Agreement, Administrative Agent has required Borrower and Buffalo Trace to enter into this Agreement.

D. All capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Credit Agreement, except that the term "Indebtedness" shall have the meaning assigned to such term in the Security Agreement.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and subject to the terms and conditions set forth in the Security Agreement, the parties hereto hereby agree as follows:

1. The Borrower and Buffalo Trace hereby grant to the Administrative Agent, for the ratable benefit of the Secured Parties, on the terms and conditions contained in the Security Agreement (which are incorporated herein and made a part hereof), and as additional security for the payment and performance by the Borrower of the Indebtedness, a first Lien upon all of the Borrower's and Buffalo Trace's right, title and interest in, to and under the trademarks listed or described on Exhibit A hereto (the "Trademarks"), and under the goodwill of the business symbolized by the Trademarks, and in, to, and under all assets deriving from and relating to the Trademarks, including, without limitation, license fees and other payments due thereon or in connection therewith.

2. The Borrower and Buffalo Trace shall take all action, under both statutory and common law, which may be necessary or useful to perfect title to the Trademarks, to maintain and/or defend the Trademarks, including without limitation the defense of the Trademarks, surveillance of marks owned and/or used by third parties which may be related to said Trademarks, bringing institution of said actions against infringing marks, and bringing cancellation or opposition proceedings in order to enforce said marks.

3. Upon full and final payment and performance of the Indebtedness (other than inchoate indemnity obligations), this Agreement shall terminate, and the Administrative Agent, upon request of the Borrower or Buffalo Trace, the Administrative Agent shall execute and deliver to the Borrower or Buffalo Trace, as applicable, at the Borrower's or Buffalo Trace's expense such termination statements as the Borrower or Buffalo Trace may reasonably request to evidence such termination..

4. This Agreement shall be binding upon the Borrower and Buffalo Trace and their successors and assigns and shall inure to the benefit of the Secured Parties, their successors and assigns.

5. This Agreement may not be amended or modified except with the written consent of the Borrower, Buffalo Trace and the Administrative Agent.

6. This Agreement is a contract made under and shall be construed in accordance with and governed by the laws of the United States of America and the State of Louisiana.

[Signatures on the following page]



IN WITNESS WHEREOF, the Borrower, Buffalo Trace and Administrative Agent have caused this Agreement to be executed by their officers thereunto duly authorized on the day and year first above written.

BORROWER:

SAZERAC COMPANY, INC.

By: Paul Pape  
Name: Paul Pape  
Title: Vice President and Chief Financial Officer

BUFFALO TRACE:

BUFFALO TRACE DISTILLERY, INC.

By: Paul Pape  
Name: Paul Pape  
Title: Vice President and Chief Financial Officer

ADMINISTRATIVE AGENT:

CAPITAL ONE, NATIONAL ASSOCIATION

By: Cheryl H. Denenea  
Name: Cheryl H. Denenea  
Title: Senior Vice President

(Trademark Security Agreement - Sazerac Company and Buffalo Trace)

NO.99922522.7

TRADEMARK  
REEL: 003988 FRAME: 0979

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 19<sup>th</sup> day of March, 2009, before me, the undersigned Notary Public duly commissioned and qualified, personally appeared Paul Pape ("Appearer"), to me known (or satisfactorily proven) to be the person described in and who executed the foregoing instrument as the Vice President and Chief Financial Officer of Sazerac Company, Inc., a Louisiana corporation, who acknowledged that Appearer executed the foregoing instrument by authority of said corporation's Board of Directors on behalf of and as the free act and deed of said corporation.

IN WITNESS WHEREOF, Appearer has signed this acknowledgment in the presence of the two undersigned witnesses and me, Notary, on the day and in the month and year hereinabove first written.

WITNESSES:

Mary R. Messina  
Print Name: MARY R. MESSINA

Paul Pape  
PAUL PAPE

Philip deV. Claverie  
Print Name: PHILIP DeV. CLAVERIE

Philip deV. Claverie, Jr.  
Notary Public

**Philip deV. Claverie, Jr.**  
**Notary Public**  
**State of Louisiana**  
**Louisiana Bar Roll # 29126**  
**My Commission is Issued For Life**

(Trademark Security Agreement - Sazerac Company and Buffalo Trace)

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 19<sup>th</sup> day of March, 2009, before me, the undersigned Notary Public duly commissioned and qualified, personally appeared Paul Pape ("Appearer"), to me known (or satisfactorily proven) to be the person described in and who executed the foregoing instrument as the Vice President and Chief Financial Officer of Buffalo Trace Distillery, Inc., a Kentucky corporation, who acknowledged that Appearer executed the foregoing instrument by authority of said corporation's Board of Directors on behalf of and as the free act and deed of said corporation.

IN WITNESS WHEREOF, Appearer has signed this acknowledgment in the presence of the two undersigned witnesses and me, Notary, on the day and in the month and year hereinabove first written.

WITNESSES:

Mary R. Messina  
Print Name: MARY R. MESSINA

Paul Pape  
PAUL PAPE

Philip deV. Claverie  
Print Name: PHILIP DEV. CLAVERIE

Philip deV. Claverie, Jr.  
Notary Public

**Philip deV. Claverie, Jr.**  
**Notary Public**  
**State of Louisiana**  
**Louisiana Bar Roll # 29126**  
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