

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM461556

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	COURT ORDER		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
T.J. CAROLAN & SON LIMITED		10/01/2016	Corporation: IRELAND
RECEIVING PARTY DATA			
Name:	Zeltennia Limited		
Street Address:	Ormond Building, 31-36 Upper Ormond Quay		
Internal Address:	Suite 105		
City:	Dublin		
State/Country:	IRELAND		
Postal Code:	D07 N5YH		
Entity Type:	Private Company Limited By Shares: IRELAND		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0615941	IRISH MIST	
Registration Number:	1249218	CAROLANS	
CORRESPONDENCE DATA			
Fax Number:	5025890309		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	502.589.5235		
Email:	mwilliams@wyattfirm.com		
Correspondent Name:	MATTHEW A. WILLIAMS		
Address Line 1:	500 West Jefferson Street		
Address Line 2:	Suite 2800		
Address Line 4:	Louisville, KENTUCKY 40202		
NAME OF SUBMITTER:	Matthew A. Williams		
SIGNATURE:	/Matthew A. Williams/		
DATE SIGNED:	02/09/2018		
Total Attachments: 13			
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WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL

DATED 23rd DAY OF September 2016

SIGNATURE.....
FLYNN O'DRISCOLL
BUSINESS LAWYERS
1 GRANT'S ROW
LOWER MOUNT STREET
DUBLIN 2.

John O'Connell

THE HIGH COURT

COMMERCIAL

2016 No. 268COS

(2016 No 98 COM)

THURSDAY THE 22ND DAY OF SEPTEMBER 2016

BEFORE MR JUSTICE HAUGHTON

IN THE MATTER OF TJ CAROLAN & SON LIMITED,
ZELTENNIA LIMITED
AND
SORFINN LIMITED
AND IN THE MATTER OF AN APPLICATION UNDER SECTION
500 OF THE COMPANIES ACT 2014

BETWEEN/

TJ CAROLAN & SON LIMITED, ZELTENNIA LIMITED
AND
SORFINN LIMITED

Applicants



6860097

The Motion on behalf of the above mentioned Applicants (being T.J. Carolan & Son Limited (the "Transferor Company") and Zeltennia Limited ("Zeltennia") and Sorfinn Limited ("Sorfinn") (Zeltennia and Sorfinn being collectively the "Successor Companies")) pursuant to an Originating Notice of Motion herein filed the 13th day of July 2016 seeking an order pursuant to the Companies Act 2014 ("the 2014 Act") confirming a division between the Transferor Company and the Successor Companies in terms of a division proposal between the said companies, a copy of which division proposal ("the Division Proposal") is annexed at appendix 1 to the said Originating Notice of Motion



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And upon reading the said Originating Notice of Motion, the Affidavit of Bryan Fallon filed on the 13th day of July 2016 and the documents and exhibits therein referred to, the Order of Mr Justice McGovern herein dated 18th day of July 2016, the Supplemental Affidavit of Bryan Fallon filed on the 20th day of September 2016, and the documents and exhibits therein referred to, including a copy of the "Irish Times" newspaper of the 21st day of July 2016, a copy of the "Iris Oifigiui?" publication of the 22nd day of July 2016 each containing an advertisement of the day and time appointed for the hearing of the said Originating Notice of Motion herein

And on hearing Counsel for the Applicants

And no other person attending on behalf of any creditor, member of other interested party of the said Applicants

And the Court being satisfied of the matters set out in Section 503(2) of the 2014 Act

Pursuant to Sections 500 and 503 of the 2014 Act, **THE COURT DOTH CONFIRM** the division in the form of the Division Proposal (a copy of which is scheduled to the present Order)

AND IT IS FURTHER ORDERED that the said division shall take effect from 00.00 on the 1st day of October 2016 which shall be the "*Effective Date*" for the purposes of Section 503 of the 2014 Act

AND THE COURT DOTH NOTE the intention of Zeltennia expressed in the Supplemental Affidavit of Mr Fallon to seek to change its name to "*T.J. Carolan & Son Limited*" (being the name of the Transferor Company) following the Division becoming effective (in circumstance where, inter alia, all intellectual property and goodwill connected to the "**Carolans**" brand is being transferred to it and in circumstances where the corporate name represents an important part of the goodwill transferred by the Transferor Company to Zeltennia)

And, for the purposes of Section 505 of the 2014 Act, **IT IS ORDERED** that a certified copy of this order shall be transmitted to the Registrar of Companies by Flynn O'Driscoll, Business Lawyers, No 1 Grant's Row, Lower Mount Street, Dublin 2, D02 HX96 forthwith upon its perfection.

22 September 2016

Registrar

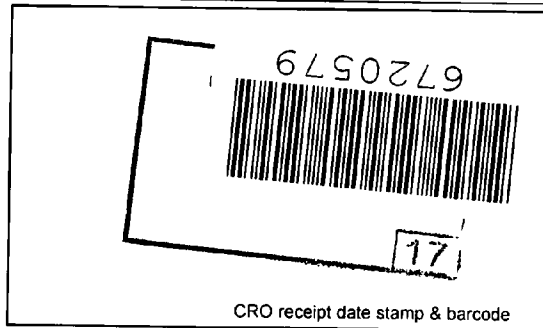
Flynn O'Driscoll
Business Lawyers
No 1 Grant's Row
Lower Mount Street
Dublin 2
D02 HX96

Solicitors for the Applicants

*Notice of delivery of
Common Draft Terms of Division
CRO Gazette Notice
Section 494(1)(b) Companies Act 2014*

Company number

5 8 3 5 7 1



Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name
in full

SORFINN LIMITED

Type of Division
note one

By acquisition By formation of a new company

Company details
*note one and
note two*

A Copy of the Common Draft Terms of Division is available from this website:

Or

B Copy of the Common Draft Terms of Division is attached.
Information relating to the Company is kept by the Registrar under registered number:

5 8 3 5 7 1

Legal form of the company:

PRIVATE COMPANY LIMITED BY SHARES

Registered Office of the company:

SUITE 105, ORMOND BUILDING, 31 -36 UPPER ORMOND QUAY,
DUBLIN, D07 N5YH

Copies of the Common Draft Terms of Division, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office of the company

Certification
note two

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form DV1.

Signature

Name *in block letters or typescript*

BRYAN FALLON

Director Secretary *note one*

Date 28/07/2016

Presenter details
note three

Person to whom queries can be addressed

Name
Address

FLYNN O'DRISCOLL BUSINESS LAWYERS
NO. 1 GRANTS ROW, LOWER MOUNT STREET, DUBLIN 2, D02 HX96

Telephone number

01 6424220

Fax number 01 6618918

Email

johndarby@fod.ie

Contact Person JOHN DARBY

DX number/Exchange

Reference number CAR4/1

Section C does not need to be completed where the company has made available the Common Draft Terms of Division on its website in accordance with Section 494(5) Companies Act 2014

Particulars of other Companies involved in the Division

note two

C

Name of Company:

TJ CAROLAN & SON LIMITED

Legal form of the company

PRIVATE COMPANY LIMITED BY SHARES

Information relating to the Company is kept by the Registrar under registered number:

4 8 8 0 8 5

Registered Office of the company

SUITE 105, ORMOND BUILDING, 31-36 ORMOND QUAY,
DUBLIN, D07 N5YH

Copies of the Common Draft Terms of Division, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office of the company

Name of Company:

ZELTENNIA LIMITED

Legal form of the company

PRIVATE COMPANY LIMITED BY SHARES

Information relating to the Company is kept by the Registrar under registered number:

5 8 3 5 7 2

Registered Office of the company

SUITE 105, ORMOND BUILDING, 31-36 ORMOND QUAY,
DUBLIN, D07 N5YH

Copies of the Common Draft Terms of Division, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office of the company

C. R. O.

04 AUG 2015

DIVISION PROPOSAL BETWEEN TJ CAROLAN & SON LIMITED, ZELTENNIA LIMITED AND SORFINN LIMITED DATED 11 JULY 2016

1. **TJ CAROLAN & SON LIMITED**, a private company limited by shares, incorporated and existing under the laws of Ireland, registered with the Companies Registration Office in Ireland under number 488085, with registered office at Suite 105, Ormond Building, 31-36 Upper Ormond Quay, Dublin D07 N5YH (the "Transferor Company");
 2. **ZELTENNIA LIMITED**, a private company limited by shares, incorporated and existing under the laws of Ireland, registered with the Companies Registration Office in Ireland under number 583572, with registered office at Suite 105, Ormond Building, 31-36 Upper Ormond Quay, Dublin D07 N5YH ("Zeltennia"); and
 3. **SORFINN LIMITED**, a private company limited by shares, incorporated and existing under the laws of Ireland, registered with the Companies Registration Office in Ireland under number 583571, with registered office at Suite 105, Ormond Building, 31-36 Upper Ormond Quay, Dublin D07 N5YH ("Sorfinn")
- (both the "Successor Companies" and each is a "Successor Company").

BACKGROUND

- (A) Section 487(2) of the Companies Act 2014 (the "Act") provides for the division of an existing Irish private company limited by shares by the formation of new companies.
- (B) It is proposed that the Transferor Company will enter into a division pursuant to the provisions of section 487(2) of the Act (the "Division").
- (C) The principal activities of the Transferor Company are the management of the production and distribution of the Transferor Company's product range set out in Schedule 1 (the "Product Range").
- (D) At the time of the Division, Davide Campari - Milano S.P.A. ("DCM"), an Italian incorporated and Italian tax resident company, is the sole shareholder of the Transferor Company.
- (E) Pursuant to the Division and in accordance with the terms of these "*common draft terms of division*" (the "Terms") and subject to the approval of the shareholders of the Transferor Company and the Successor Companies and of the High Court, the Transferor Company will transfer, by operation of law, assets and liabilities, as more particularly described in Schedule 2, as a going concern to Zeltennia.

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- (F) Similarly, pursuant to the Division and in accordance with the terms of these Terms and subject to the approval of the shareholders of the Transferor Company and the Successor Companies and of the High Court, the Transferor Company will transfer, by operation of law, assets and liabilities, as more particularly described in **Schedule 3** to Sorfinn.
- (G) The reason for the Division is to separate the ownership of certain brands to enable a distinctive focus on the respective operations and the possible identification and implementation of differentiated business strategies.
- (H) The Division will take effect by operation of law, as detailed in section 487 of the Act as follows:
- (i) the Successor Companies, which have been incorporated for the purposes of the Division, will acquire between them all of the assets and liabilities of the Transferor Company in exchange for the issue to the shareholder of the Transferor, namely DCM, of shares in the Successor Companies; and
 - (ii) the Transferor Company will immediately be dissolved without going into liquidation.
- (I) The Transferor Company and the Successor Companies set out herein the common draft terms of the proposed Division.

DIVISION PROPOSAL

- 1.1 These Terms have been drawn up and approved by the board of directors of the Transferor Company and the boards of directors of the Successor Companies and constitute a division proposal (the "Division Proposal") pursuant to section 490(1) of the Act.
- 1.2 The Transferor Company was incorporated on 24 August 2010. At the date of this Division Proposal, the issued share capital of the Transferor Company amounts to €2,600, divided into 2,600 ordinary shares of €1 each.
- 1.3 The board of directors of the Transferor Company is comprised of Messrs Brian Cooney, Eduard Radlspeck and Bryan Fallon.
- 1.4 Zeltennia was incorporated on 1 June 2016. At the date of this Division Proposal, the issued share capital of Zeltennia amounts to €0.01, divided into 1 ordinary share of €0.01 each.
- 1.5 The board of directors of Zeltennia is comprised of Messrs Brian Cooney, Eduard Radlspeck and Bryan Fallon.
- 1.6 Sorfinn was incorporated on 1 June 2016. At the date of this Division Proposal, the issued share capital of Sorfinn amounts to €0.01, divided into 1 ordinary share of €0.01 each.
- 1.7 The board of directors of Sorfinn is comprised of Messrs Brian Cooney, Pietro Mattioni and Bryan Fallon.

TRANSACTION

- 2.1 The board of directors of the Transferor Company and the boards of directors of the Successor Companies propose to implement the Division Proposal with effect from the first day of the month following the High Court order (the "Effective Date"), subject to confirmation of the Effective Date by the High Court pursuant to section 503(2) of the Act. On the Effective Date all of the Transferor Company's assets and liabilities as a whole with all of its respective rights and obligations will transfer to the Successor Companies pursuant to the Act and the Transferor Company will be dissolved without going into liquidation.
- 2.2 In accordance with section 503(2) of the Act, the Division will only become effective from the date appointed by the High Court in its order confirming the Division Proposal.
- 2.3 The reason for the Division is to separate the ownership of certain brands to enable a distinctive focus on the respective operations and the possible identification and implementation of differentiated business strategies.

TERMS AND CONDITIONS OF THE DIVISION

3.1 The legal form, the corporate name, registered office and corporate purpose of the companies involved (pursuant to sections 490(1)(a) and (b) of the Act)

3.1.1 The Transferor Company

The Transferor Company is a private company limited by shares, incorporated and existing under the laws of Ireland, registered with the Companies Registration Office in Ireland under number 488085, with registered office at Suite 105, Ormond Building, 31-36 Upper Ormond Quay, Dublin D07 N5YH.

3.1.2 Zeltennia

Zeltennia is a private company limited by shares, incorporated and existing under the laws of Ireland, registered with the Companies Registration Office in Ireland under number 583572, with registered office at Suite 105, Ormond Building, 31-36 Upper Ormond Quay, Dublin D07 N5YH.

3.1.3 Sorfinn

Sorfinn is a private company limited by shares, incorporated and existing under the laws of Ireland, registered with the Companies Registration Office in Ireland under number 583571, with registered office at Suite 105, Ormond Building, 31-36 Upper Ormond Quay, Dublin D07 N5YH.

3.2 The proposed share exchange ratio and amount of any cash payment (pursuant to section 490(1)(c) of the Act)

The Successor Companies, which have been incorporated for the purposes of the Division, will acquire between them all of the assets and liabilities of the Transferor Company in exchange for the issue of shares in the Successor Companies to the shareholder of the Transferor, namely DCM.

The number of shares in Zeltennia to be issued to DCM shall be 260,000 ordinary shares of €0.01 each credited as fully paid up.

The number of shares in Sorfinn to be issued to DCM shall be 260,000 ordinary shares of €0.01 each credited as fully paid up.

No cash payment shall be made by either of the Successor Companies to DCM.

3.3 The proposed terms relating to the allotment of shares or other securities in the Successor Companies (pursuant to section 490(1)(d) of the Act)

The shares to be allotted pursuant to paragraph 3.2 above shall be allotted by the respective board of directors of each of the Successor Companies to DCM at par.

3.4 The date from which the holding of shares or other securities in the Successor Companies will entitle the holders to participate in profits and any special conditions affecting that entitlement (pursuant to section 490(1)(e) of the Act)

The holding of shares or other securities in the Successor Companies will entitle DCM to participate in profits in each of the Successor Companies from the Effective Date. No special conditions affect that entitlement.

3.5 The date as of which all operations of the Transferor Company are deemed to be considered from an accounting point of view as effected by and for the account of the Successor Companies (pursuant to section 490(1)(f) of the Act)

The date as of which the operations of the Transferor Company, and all of its assets and liabilities, will be treated for accounting purposes as being those of the Successor Companies will be the Effective Date. From this date onwards, all acts and transactions of the Transferor Company will be deemed for accounting purposes to have been effected by and for the account of the respective Successor Company.

3.6 Rights to be conferred by the Successor Companies on the members of the Transferor Company who enjoy special rights, or on holders of securities other than shares representing the Transferor Company's capital and the proposed measures concerning them (pursuant to section 490(1)(g) of the Act)

DCM does not enjoy special rights in the Transferor Company and therefore the Successor Companies shall not grant particular rights on DCM or on holders of securities other than shares representing the Transferor Company's capital.

3.7 Special advantages attributed to any director of the Transferor Company or any person appointed to examine the Terms and make a report on the Terms to the shareholders of the Transferor Company and the Successor Companies (pursuant to section 490(1)(h) of the Act)

No director of the Transferor Company and no director of the Successor Companies has been granted any special advantages and it is not intended to grant any special advantages to such persons on account of the Division. Furthermore, no person has been appointed to make a report on these Terms.

**3.8 The Constitutions of the Transferor Company and the Successor Companies
(pursuant to section 490(i) of the Act)**

A certified copy of the Memorandum of Association and Articles of Association of the Transferor Company is attached at **Schedule 4**.

A certified copy of the Constitution of Zeltennia is attached at **Schedule 5**.

A certified copy of the Constitution of Sorfinn is attached at **Schedule 6**.

**3.9 Information on the evaluation of the assets and liabilities transferred by the
Transferor Company to the Successor Companies (pursuant to section 490(j) of
the Act)**

The valuation of the assets and liabilities of the Transferor Company which are to be transferred to the Successor Companies will be set forth in the Transferor Company's financial statements for the financial year ended 31 December 2015 (valuation at book value), a certified copy of which are attached at **Schedule 7**. The Successor Companies will acquire and continue to value the assets and liabilities of the Transferor Company on the basis of their book value as set forth in the Transferor Company's financial statements for the financial year ended 31 December 2015.

**3.10 Dates of the financial statements, if any, of the Transferor Company and the
Successor Companies which were used for the purposes of preparing the Terms**

The date of the Transferor Company's financial statements used to prepare the Terms, a certified copy of which are attached at **Schedule 7**, was 31 December 2015.

4. Language

This Division Proposal has been drafted in the English language.

5. Counterparts

This Division Proposal may be executed in any number of counterparts and by the Transferor Company and the Successor Companies on separate counterparts.

SCHEDULE 1

The Product Range

Frangelico Liqueur

Carolans Irish Cream

Irish Mist Blended Whiskey

Irish Mist Honey

SCHEDULE 2

The assets and liabilities of the Transferor Company to be transferred to Zeltennia

All of the assets and liabilities of the Transferor Company of whatever nature save those as specifically specified in Schedule 3. Without prejudice to the foregoing, the assets and liabilities of the Transferor Company to be transferred to Zeltennia shall comprise, without limitation:

Fixed Assets

Intangible assets
Property, plant and equipment

The Carolans Irish Cream trademark as more particularly registered as follows:

Registration Number	Country	Mark	Application Date	Application Number	Registration Date
394061	Australia	CAROLANS	13.07.1983	394061	13.07.1983
9201	Bermuda	CAROLANS	03.11.1980	9201	03.11.1980
61885-A	Bolivia	CAROLANS	27.01.1983	61885-A	27.01.1983
11093555	China	CAROLANS	19.06.2012	11093555	07.11.2013
934081	China	CAROLANS	18.04.1995	95045178	21.01.1997
4525382	Community	CAROLANS	06.07.2005	4525382	27.07.2006
3069750	Japan	CAROLANS	29.03.1993	05-031713	31.08.1995
1014761	Mexico	CAROLANS	14.07.2005	728379	29.11.2007
301709	South Korea	CAROLANS	25.05.1993	17406/1993	09/11/1994
F/TM/O/2015/4877	Nigeria	CAROLANS	08/04/2015	F/TM/O/2015/	Pending
138766	Russian Federation	CAROLANS	17/08/1994	94029409	28/02/1996
1249218	USA	CAROLANS	22/12/1980	290784	23/08/1983
347309	Uruguay	CAROLANS	30/05/1983	347309	30/05/1983

The Irish Mist trademark as more particularly registered as follows:

Registration Number	Country	Mark	Application Date	Application Number	Registration Date	Class
6306373	Brazil	IRISH MIST	10.05.1976	6306373	10.05.1976	33
100768	Canada	IRISH MIST	03.06.1955	100768	03.06.1955	33
4525473	Community	IRISH MIST	06.07.2005	4525473	03.07.2006	33
765102	United Kingdom	IRISH MIST	01.05.1957	765102	01.05.1957	33
301708	South Korea	IRISH MIST	25.05.1993	17408/1993	09.11.1994	33
138765	Russian Federation	IRISH MIST	17.08.1994	94029408	28.02.1996	33

615941	USA	IRISH MIST	08.11.1955	615941	08.11.1955	33
77178F	Venezuela	IRISH MIST	05.11.1974	77178F	05.11.1974	33

The following domain names:

Domain Name	TLD	Date next payment annual fees	Registrant
Carolans.ie	.ie	12.06.2016	Transferor Company
Carolanscreamliquer.com	.com	16.03.2017	Transferor Company
Carolanscreamliquer.ie	.ie	16.03.2017	Transferor Company
Carolansirishcream.com	.com	16.03.2017	Transferor Company
Carolansirishcream.ie	.ie	19.05.2017	Transferor Company
Irishmist.com	.com	17.11.2016	Transferor Company
Irish-mist.com	.com	17.11.2016	Transferor Company
Irishmist.ie	.ie	14.01.2017	Transferor Company
Irishmist.it	.it	22.12.2016	Transferor Company
Irishmist-usa.com	.com	11.12.2016	Transferor Company
Ridiculouslysociable.com	.com	09.03.2017	Transferor Company
Carolans.xxx	.xxx	01.12.2021	DCM
Irishmist.xxx	.xxx	01.12.2021	DCM

The following Registered Business Names:

Business Name	Principal Place of Business	Person(s) who has registered the Business Name	Date of Registration
Irish Mist Liqueur Company	1 Stokes Place, Saint Stephen's Green, Dublin 2	Transferor Company	14 October 2011
Irish Mist Whiskey Company	1 Stokes Place, Saint Stephen's Green, Dublin 2	Transferor Company	14 October 2011

Current Assets

Raw materials and consumables
 Work in progress
 Packaging material
 Pallets
 Finished goods and goods for resale
 Trade receivables