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### TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM675468

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/19/2021
SEQUENCE:	3

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
OTR Premium Cocktails, Inc.		01/19/2021	Corporation: TEXAS

### **RECEIVING PARTY DATA**

Name:	Jim Beam Brands Co.
Street Address:	222 W. Merchandise Mart Plaza
Internal Address:	Suite 1600
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60654
Entity Type:	Corporation: DELAWARE

### **PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	88901386	BRINGING THE BAR TO YOU
Serial Number:	88900956	BRINGING THE BAR TO YOU
Serial Number:	86572693	OTR - ON THE ROCKS PREMIUM COCKTAILS

### **CORRESPONDENCE DATA**

Fax Number:

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.

**Phone:** 3127018637

Email: IPDocket@mayerbrown.com

Correspondent Name: William R. Siegel, Mayer Brown LLP

Address Line 1: P.O. BOX 2828

Address Line 4: CHICAGO, ILLINOIS 60690-2828

ATTORNEY DOCKET NUMBER:	21676233
NAME OF SUBMITTER:	William R. Siegel
SIGNATURE:	/william r siegel/
DATE SIGNED:	09/20/2021

## **Total Attachments: 16** source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page1.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page2.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page3.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page4.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page5.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page6.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page7.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page8.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page9.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page10.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page11.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page12.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page13.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page14.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page15.tif source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page16.tif



# Office of the Secretary of State

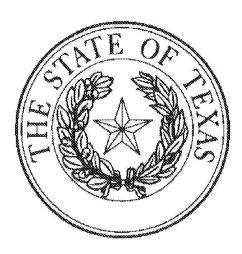
The undersigned, as Deputy Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

OTR Premium Cocktails, Inc. Filing Number: 802409159

Certificate of Merger

January 19, 2021

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 30, 2021.



Phone: (512) 463-5555

Prepared by: SOS-WEB

Jose A. Esparza Deputy Secretary of State

Form 623 (Revised 12/15) Return in duplicate to:

Sceretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555

FAX: 512 463-5709

Filing Fee: see instructions



Parent-Subsidiary
Certificate of Merger
Business Organizations Code

This space reserved for office use.

FILED
In the Office of the Secretary of State of Texas

JAN 19 2021

Corporations Section

### Parties to the Merger

Pursuant to chanter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

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Attached bereto is a certificate from the 2, Tax Code, have been paid by the no	ne comptroller of public accounts t	that all taxes under title
In lieu of providing the tax certificate organizations will be liable for the pay	, one or more of the surviving, ac ment of the required franchise tax	quiring or newly created
	Execution	
The undersigned signs this document subject materially false or fraudulent instrument, herein are true and correct, and that the pusiness Organizations Code, or other law execute the filing instrument.	The undersigned certifies that to person signing is authorized und	he statements contained or the provisions of the
Date: January 8, 2021	ese.	#st
	Jim Besm Brands Co.  Parent Organization Name  MSA	
	Signature of authorized person (see instruct	uons)
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# OMNIBUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND THE SOLE STOCKHOLDER OF EACH OF OTR PREMIUM COCKTAILS, INC. AND JIM BEAM BRANDS CO.

January 7, 2021

The undersigned, being (i) all of the members of the board of directors (the "OTR Board") of OTR Premium Cocktails, Inc., a Texas corporation ("OTR"), (ii) Jim Beam Brands Co., a Delaware corporation, as the sole stockholder of OTR (in such capacity, the "OTR Sole Stockholder"), (iii) all of the members of the board of directors (the "JBBC Board") of Jim Beam Brands Co., a Delaware corporation ("JBBC" and, together with OTR, the "Companies") and (iv) Beam Global Spirits & Wine LLC, a Delaware limited liability company ("BGSW"), as the sole stockholder of JBBC (in such capacity, the "JBBC Sole Stockholder" and, together with the OTR Board, OTR Sole Stockholder and JBBC Board, the "Authorizing Bodies"), hereby consent in writing, in accordance with Section 141(f) and Section 228(a) of the General Corporation Law of the State of Delaware (the "DGCL"), Section 18-302 and Section 18-404(d) of the Delaware Limited Liability Company Act (the "DLLCA"), and Section 6.201 and Section 22.220 of the Texas Business Organizations Code (the "BOC"), as applicable, to the adoption of this written consent (the "Written Consent"):

### I. THE MERGER: THE MERGER AGREEMENT

WHEREAS, in connection with a corporate reorganization, it is proposed that OTR merge (the "Merger") with and into JBBC, with JBBC surviving the Merger, pursuant to the DGCL, BOC and the Agreement and Plan of Merger (the "Merger Agreement"), in the form attached hereto as Exhibit A: and

WHEREAS, the applicable Authorizing Bodies have determined that it is advisable and in the best interests of the Companies to consummate the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Authorizing Bodies hereby authorize and approve the Merger and the transactions contemplated thereby.

FURTHER RESOLVED, that the Authorizing Bodies hereby authorize, approve and adopt the Merger Agreement.

FURTHER RESOLVED, that the officers of the Companies (each, an "Authorized Person" and, collectively, the "Authorized Persons") are each, acting individually, authorized, empowered and directed, in the name of and on behalf of the Companies, to execute and deliver the Merger Agreement, with such changes or modifications as such Authorized Persons executing the same deem necessary, appropriate, convenient or advisable, the execution and delivery by any such

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Authorized Person or taking of any such action by him or her to conclusively establish his or her authority therefor from the Companies.

FURTHER RESOLVED, that the Authorized Persons are each authorized, empowered, and directed, in the name and on behalf of the Companies, to execute and file the Certificates of Merger in the forms attached hereto as Exhibit B-1 and Exhibit B-2 with the Secretary of State of the State of Delaware, in accordance with the DGCL, and the Secretary of State of Texas, in accordance with the BOC.

FURTHER RESOLVED, that the Authorized Persons are each authorized, empowered, and directed, in the name and on behalf of the Companies, to execute and file any other certificates or documents in any other jurisdiction in which the Companies are registered or qualified, as required by the applicable laws of any such jurisdiction, to update such registrations or qualifications to reflect the Merger.

### II. GENERAL AUTHORIZATION

FURTHER RESOLVED, that all the acts of any person authorized to act as set forth above, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts on behalf of the Companies.

FURTHER RESOLVED, that the Authorized Persons are each authorized and directed to take any and all such actions and to execute and deliver any and all such agreements, documents and instruments as such Authorized Person shall deem necessary or advisable in furtherance of or to carry out the intent and effectuate the purposes of any of the foregoing resolutions; the fact that any Authorized Person has taken any such action or executed or delivered any such document or instrument being conclusive evidence of the approval and authorization thereof by the Authorizing Bodies.

This Written Consent may be executed in several counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument. The actions taken by this Written Consent shall have the same force and effect as if taken by the undersigned at a meeting duly called and constituted pursuant to the laws of the State of Delaware and the State of Texas. This Written Consent shall be filed with the minutes of the proceedings of the Authorizing Bodies and shall have the same force and effect as though adopted at a meeting duly called and held.

[signature page follows]

of the date first above written.

IN WITNESS WHEREOF, the undersigned hereby consent to the foregoing resolutions as

OTR BOARD:
Marc André Tousignant
Marc André Tousignant
Jrag Hughes
Grey Hughes
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Drew Hester
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OTR SOLE STOCKHOLDER:  JIM BEAM BRANDS CO.  Todd Slowinguist  By:  Name: Todd M. Bloomquist  Title: Sr. Vice President, General Counsel and Secretary
JBBC BOARD: Albert Balach
Albert Baladi
Marc André Tousignant
Marc Andre Tousignant
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Todd M. Bloomquist

[Signature Page - Omnibus Written Convent]

### JBBC SOLE STOCKHOLDER:

### BEAM GLOBAL SPIRITS & WINE LLC

Todd Bloomquist By:\_\_\_\_

Name: Todd M. Bloomquist

Title: Sr. Vice President, General Counsel and

Secretary

[Signature Page - Omnibus Written Consent]

### EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of January 8, 2021 (this "Agreement"), is by and between OTR Premium Cocktails, Inc., a Texas corporation (the "Terminating Company"), and Jim Beam Brands Co., a Delaware corporation (the "Surviving Company").

### RECITALS

WHEREAS, the sole shareholder and board of directors of the Terminating Company and the sole shareholder and board of directors of the Surviving Company have determined that it is advisable and in the best interests of each company that the Terminating Company merge with and into the Surviving Company (the "Merger") on the terms and subject to the conditions of this Agreement. Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 10.006 of the Texas Business Organizations Code ("BOC"). As a result of the Merger, the separate existence of the Terminating Company will cease; and

WHEREAS, the sole shareholder and board of directors of the Terminating Company and the sole shareholder and board of directors of the Surviving Company have been duly advised of the terms and conditions of the Merger and, by written consent, have authorized, approved and adopted this Agreement.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Terminating Company and the Surviving Company agree as follows.

### ARTICLE I THE MERGER: RELATED TRANSACTIONS

1.1 <u>EFFECTIVE TIME</u>. The Merger will be consummated by the Surviving Company filing a certificate of merger (the "<u>Certificate of Merger</u>") with each of (i) the Secretary of State of the State of Delaware in accordance with Title 8, Section 252 of the DGCL and (ii) the Secretary of State of the State of Texas in accordance with Section 10.006 of the BOC. The Merger will be effective as of 11:59 pm Eastern Standard Time on January 8, 2021 (the "<u>Effective Time</u>").

### 1.2 MERGER.

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- (a) At the Effective Time:
  - (i) the Torminating Company will merge with and into the Surviving Company and the Surviving Company will be the surviving company in the Merger; and
  - (ii) the separate existence of the Terminating Company will cease, and the Surviving Company will succeed, without other transfer, to all of the rights and property of the Terminating Company, and will be subject to all of the debts and liabilities of the Terminating Company; and

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- (b) On and after the Effective Time, the Surviving Company will carry on its business with the assets of the Terminating Company.
- 1.3 <u>EFFECT ON EQUITY INTERESTS</u>. By virtue of the Merger, the equity interests of the Terminating Company will be cancelled and retired and cease to exist.
- ORGANIZATIONAL DOCUMENTS. The certificate of incorporation of the Surviving Company in effect at the Effective Time will be the certificate of incorporation of the Surviving Company until changed or amended as provided therein or by applicable law. The bylaws of the Surviving Company in effect at the Effective Time will be the bylaws of the Surviving Company until changed or amended as provided therein or by applicable law. The board of directors of the Surviving Company and the officers of the Surviving Company will be those duly appointed at the Effective Time until additional directors or officers are appointed or removed pursuant to the DGCL and the Surviving Company's certificate of incorporation and bylaws.

### ARTICLE 2 MISCELLANEOUS

- 2.1 <u>ENTIRE AGREEMENT: ASSIGNMENT</u>. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.
- 2.2 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Delaware, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.
- 2.3 <u>PARTIES IN INTEREST</u> Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.
- 2.4 <u>COUNTERPARTS</u>. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

[signature page follows]

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officers thereunto duly authorized, all as of the date set forth above.

### TERMINATING COMPANY:

OTR PREMIUM COCKTAILS, INC...

Name: Todd M. Bloomquist

Title: Vice President and Secretary

### **SURVIVING COMPANY:**

JIM BEAM BRANDS CO.

Name: Todd M. Bloomquist

Title: Sr. Vice President, General Counsel

and Secretary

[Signature Page to Agreement and Plan of Merger]

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### EXHIBIT B-1

### CERTIFICATE OF MERGER

of

### OTR PREMIUM COCKTAILS, INC.

### with and into

### JIM BEAM BRANDS CO.

### DATED AS OF JANUARY 8, 2021

Pursuant to Title 8. Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the company surviving the merger is Jim Beam Brands Co., a Delaware corporation (the "Surviving Company), and the name of the company being merged into the Surviving Company is OTR Premium Cocktails, Inc., a Texas corporation (the "Terminating Company").

SECOND: The total number of authorized shares of the Terminating Company is 1,000. The par value of each of the authorized shares is \$0.01.

THIRD: An Agreement and Plan of Merger, dated as of January 8, 2021 (the "Merger Agreement"), by and between the Terminating Company and the Surviving Company, has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the DGCL.

FOURTH: The Certificate of Incorporation of the Surviving Company in existence on the date hereof shall remain the Certificate of Incorporation of the Surviving Company.

FIFTH: The merger shall become effective as of 11:59 PM on January 8, 2021.

SIXTH: The Merger Agreement is on file at the place of business of the Surviving Company at 222 W. Merchandise Mart Plaza, Suite 1600, Chicago, IL 60654.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any shareholder of the constituent corporations.

[signature page follows]

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IN WITNESS WHEREOF, the Surviving Company has caused this certificate to be signed by its authorized officer.

### JIM BEAM BRANDS CO.

By:

Name: Todd M. Bloomquist

Sr. Vice President, General Counsel and

Secretary

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Assista.

### EXHIBIT B-2

Form 623 (Revised 12/15)

Return in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555

FAX: 512 463-5709

Parent

Filing Fcc: see instructions



Parent-Subsidiary Certificate of Merger Business Organizations Code This space reserved for office use.

### Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Jim Beam Brands Co.					
Name of Organization					
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B. This document becomes effective at a lat	ter date, which is not more tha	n ninety (90) days from
the date of signing. The delayed effective date	is:	
C. This document takes effect on the occurr passage of time. The 90th day after the date of		t, other than the
The following event or fact will cause the docu	ment to take effect in the man	ner described below:
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	8.8. X	
Tax	Certificate	
Attached hereto is a certificate from the c 2. Tax Code, have been paid by the non-s		that all taxes under title
[X] In lieu of providing the tax certificate, or organizations will be liable for the payme	ne or more of the surviving, a nt of the required franchise to	equiring or newly created xes.
£	Execution	
The undersigned signs this document subject to materially false or fraudulent instrument. The herein are true and correct, and that the personances Organizations Code, or other law agreements the filing instrument.	e undersigned certifies that son signing is authorized und	the statements contained der the provisions of the
Date: January 8, 2021		:*
e e e e e e e e e e e e e e e e e e e	Jim Beam Brands Co.	
	- No movember (Thingerian preprint Methologie) Net	
	Signature of eurhorized person (see maryu	**************************************
	Todd M. Bloomquist Printed or typed name of authorized person	
	***	

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