

10-14-2004

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)



DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION
TRADEMARKS ONLY

102858449

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Pearl Brewing Company

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Texas
- Other _____

Citizenship (see guidelines) _____

Execution Date(s) July 22, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Pearl Brewing, LLC

Internal Address: Building 300

Street Address: 121 Interpark Blvd.

City: San Antonio

State: Texas

Country: United States Zip: 78216

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship Texas

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)

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Articles of Conversion

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) 1,550,445;
115,080; 663,235; 1,003,458

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: William B. Nash, Esq.

Internal Address: _____

Street Address: 112 E. Pecan Street
Suite 2100

City: San Antonio

State: Texas Zip: 78205

Phone Number: (210) 978-7700

Fax Number: (210) 978-7790

Email Address: dmunsch@jw.com

6. Total number of applications and registrations involved:

31

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$790.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed (check)

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: William B. Nash

Signature

October 8, 2004

Date

William B. Nash, Attorney for Applicant

Total number of pages including cover sheet, attachments, and document: 8

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

10/13/2004 6T0N11 0000075 1550445

01 FC:8521

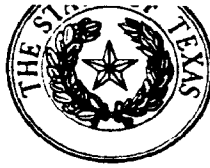
40.00 OP

02 FC:8522

750.00 OP

TMARK	APPNO	REGNO	STATUS	FILE	REG
COUNTRY CLUB	73/738,889	1,550,445	REGISTERED	07/11/1988	08/01/1989
COUNTRY CLUB & DESIGN	71/098,494	115,080	REGISTERED	10/07/1916	01/23/1917
COUNTRY CLUB & DESIGN	72/038,040	663,235	REGISTERED	09/30/1957	06/17/1958
THERE'S A LITTLE BIT OF TEXAS IN EVERY DROP OF PEARL	72/460,355	1,003,458	REGISTERED	06/15/1973	01/28/1975
PEARL	73/738,876	1,550,437	REGISTERED	07/11/1988	08/01/1989
PEARL LAGER BEER & DESIGN	73/738,882	1,558,336	REGISTERED	07/11/1988	09/26/1989
GOETZ	73/738,886	1,550,443	REGISTERED	07/11/1988	08/01/1989
GOETZ BEER & DESIGN	73/738,888	1,550,444	REGISTERED	07/11/1988	08/01/1989
GOETZ PALE & DESIGN	71/365,078	328,131	REGISTERED	05/18/1935	09/17/1935
GOETZ & DESIGN	72/012,187	643,695	REGISTERED	07/16/1956	04/02/1957
GOETZ PALE THE FAMOUS NEAR BEER NON-ALCOHOLIC GOETZ...	73/738,884	1,553,163	REGISTERED	07/11/1988	08/22/1989
GOETZ MALT BEVERAGE (SAY "GETZ") & DESIGN	73/738,874	1,550,435	REGISTERED	07/11/1988	08/01/1989
JAX	73/738,885	1,550,442	REGISTERED	07/11/1988	08/01/1989
TEXAS PRIDE	71/342,324	315,875	REGISTERED	10/10/1933	08/14/1934
TEXAS PRIDE	73/738,880	1,548,550	REGISTERED	07/14/1988	07/18/1989
TEXAS PRIDE LITE	73/738,875	1,550,436	REGISTERED	07/11/1988	08/01/1989
PILSENER CLUB	73/738,879	1,550,440	REGISTERED	07/11/1988	08/01/1989
NA & DESIGN	73/738,890	1,556,005	REGISTERED	07/11/1988	09/12/1989
1100 SPRINGS WATER	73/738,872	1,550,434	REGISTERED	07/11/1988	08/01/1989
FROM THE COUNTRY OF 1100 SPRINGS	73/738,873	1,557,131	REGISTERED	07/11/1988	09/19/1989
BREWED WITH PURE SPRING WATER FROM THE COUNTRY OF 1100 SP	72/438,353	991,563	REGISTERED	10/13/1972	08/20/1974
BREWED WITH PURE SPRING WATER FROM THE COUNTRY OF 1100 SP	73/738,871	1,550,433	REGISTERED	07/11/1988	08/01/1989
AMERICA'S PREMIUM MALT LIQUOR	73/007,619	1,007,197	REGISTERED	11/30/1973	03/18/1975
AMERICA'S PREMIUM MALT LIQUOR	73/738,887	1,542,795	REGISTERED	07/11/1988	06/06/1989
PEARL FINE LAGER BEER BREWED WITH PURE ... & DESIGN	72/438,295	977,847	REGISTERED	10/13/1972	01/29/1974
PEARL LIGHT LAGER BEER BREWED WITH PURE SPRING WATER ...	73/738,878	1,550,439	REGISTERED	07/11/1988	08/01/1989
XXX & DESIGN	73/738,883	1,550,441	REGISTERED	07/11/1988	08/01/1989
XXX COUNTRY CLUB MALT LIQUOR & DESIGN	73/738,869	1,553,162	REGISTERED	07/11/1988	08/22/1989
XXX SINCE 1886 PEARL FINE LAGER BEER BREWED WITH PURE SPRIN	73/738,877	1,550,438	REGISTERED	07/11/1988	08/01/1989
DESIGN (TEAR DROP)	74/480,168	1,875,482	REGISTERED	01/14/1994	01/24/1995
PEARL ORIGINAL TEXAS BREW & DESIGN	76/002,005	2,535,663	REGISTERED	03/16/2000	02/05/2002

CONTINUATION OF 4 (B)



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

for

PEARL BREWING COMPANY
Filing Number: 26603700

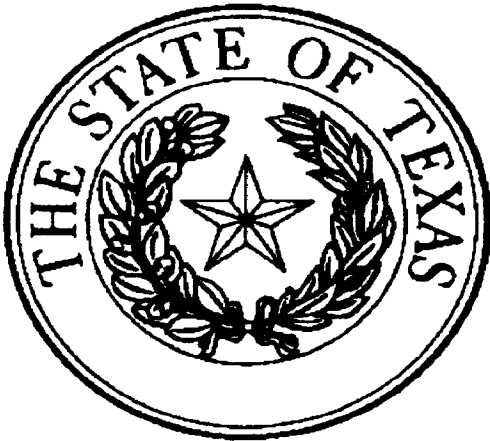
Converting it to

Pearl Brewing, LLC
Filing Number: 800395064

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 09/28/2004

Effective: 09/28/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Debi Mojica

FAX(512) 463-5709

TTY7-1-1

TRADEMARK
REEL: 003063 FRAME: 0184

FILED
In the Office of the
Secretary of State of Texas
SEP 28 2004
Corporations Section

ARTICLES OF CONVERSION
of
PEARL BREWING COMPANY
(Texas Charter No. 26603700)
into
PEARL BREWING, LLC
(a Texas limited liability company)

Pursuant to the provisions of Article 5.17 through 5.20 of the Texas Business Corporation Act (the "TBCA"), the undersigned, Pearl Brewing Company, a corporation organized under TBCA, is converting into Pearl Brewing, LLC and adopts the following Articles of Conversion.

ARTICLE ONE
NAME OF CONVERTING ENTITY

The name of the entity being converted is Pearl Brewing Company (the "Converting Entity"). The Converting Entity is a Texas corporation formed under the TBCA.

ARTICLE TWO
NAME OF CONVERTED ENTITY

Pearl Brewing, LLC (the "Converted Entity") will be a limited liability company formed under the laws of the state of Texas. The Articles of Organization of the Converted Entity are attached hereto as Exhibit A.

ARTICLE THREE
ADOPTION OF PLAN

A Plan of Conversion of the Converting Entity (the "Plan of Conversion"), providing for the conversion (the "Conversion") of the Converting Entity into the Converted Entity has been approved and adopted by the Converting Entity in accordance with the provisions of the TBCA.

ARTICLE FOUR
PLAN RETENTION

An executed Plan of Conversion is on file at the principal place of business of the Converting Entity, at 300 Interpark Boulevard, Building 300, San Antonio, Texas 78216. An executed Plan of Conversion also will be on file, from and after the Conversion, at the principal place of business of the Converted Entity at 300 Interpark Boulevard, Building 300, San Antonio, Texas 78216.

**ARTICLE FIVE
REQUEST FOR PLAN OF CONVERSION**

A copy of the Plan will be furnished by the Converting Entity (prior to the Conversion) or the Converted Entity (after the Conversion), upon receipt of written request and without cost, to any shareholder or member of the Converting Entity or Converted Entity.

**ARTICLE SIX
CONVERTING ENTITY'S CAPITAL STRUCTURE**

The Converting Entity has one class of issued and outstanding shares consists of 1,000 issues and outstanding shares. No shares of any class or services are entitled to vote as a separate class.

**ARTICLE SEVEN
SHAREHOLDER ADOPTION**

Of the 1,000 votes entitled to be cast by all shareholders, all 1,000 were voted in favor of the Plan of Conversion. Such votes were had by the unanimous written consent of the Converting Entity's shareholders pursuant to Article 9.10 of the TBCA.

**ARTICLE EIGHT
APPROVAL AUTHORIZED**

The approval of the Plan of Conversion was duly authorized by all actions required by the TBCA, the Texas Limited Liability Company Act, and the constituent documents of the Converting Entity.

**ARTICLE NINE
FRANCHISE TAX LIABILITY**

The Converted Entity will remain liable for payment of all fees and franchise taxes required by Texas law to be paid by the Converting Entity.

EXECUTED AND CERTIFIED this, the 27th day of July, 2004.

PEARL BREWING COMPANY,
(a Texas corporation)

By: Bernard Orsi
Bernard A. Orsi, its President and Chief
Executive Officer

3578584v1

**ARTICLES OF ORGANIZATION
OF
PEARL BREWING, LLC**

The undersigned, a natural person of the age of eighteen years or more, adopts the following Articles of Organization for a limited liability company under the Texas Limited Liability Company Act (the "Act"):

ARTICLE I

The name of the limited liability company is Pearl Brewing, LLC (the "Company").

ARTICLE II

The period of the Company's duration is perpetual

ARTICLE III

The purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Act.

ARTICLE IV

The address of the Company's principal place of business in this state is 121 Interpark Boulevard, Building 300, San Antonio, Texas 78216.

ARTICLE V

The address of the initial registered office of the Company is 121 Interpark Boulevard, Building 300, San Antonio, Texas 78216 and the name of the initial registered agent of the Company at that address is Barry L. Harris.

ARTICLE VI

The powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, one or more managers. The name and address of the initial managers are:

<u>Name</u>	<u>Address</u>
Bernard A. Orsi	100 Shoreline Hwy. Building B, Suite 395 Mill Valley, CA 94941
John LoSchiavo	100 Shoreline Hwy. Building B, Suite 395 Mill Valley, CA 94941

Conrad Hewitt

100 Shoreline Hwy.
Building B, Suite 395
Mill Valley, CA 94941

Lou Giraud

100 Shoreline Hwy.
Building B, Suite 395
Mill Valley, CA 94941

ARTICLE VII

The Company shall indemnify its managers to the fullest extent provided by law.

ARTICLE VIII

Except as and to the extent the Regulations provide otherwise, a member or manager shall not be liable for the debts, obligations or liabilities of the Company including under a judgment, decree or order of a court. A manager shall not be personally liable to the Company or any of its members for any monetary damages for any act or omission in his capacity as a manager except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this paragraph by the members shall not adversely affect any right or protection of a manager existing at the time of such repeal or modification.

ARTICLE IX

Any action required by the Act to be taken at any annual or special meeting of members, or any action that may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to vote on the action were present and voted.

ARTICLE X

The Company is being converted from Pearl Brewing Company, a Texas corporation (the "Converting Entity"), incorporated on September 9, 1969, and assigned the filing number 26603700. The principal address of the Converting Entity is 121 Interpark Boulevard, Building 300, San Antonio, Texas 78216 (P. O. Box 1661, San Antonio, Texas 78296-1661).

ARTICLE XI

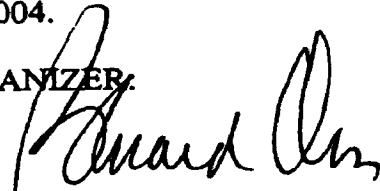
The converted entity is being created pursuant to a plan of conversion.

ARTICLE XII

The name and address of the organizer of the Company is Bernard A. Orsi, 100 Shoreline Hwy, Building B, Suite 395, Mill Valley, California 94941.

EXECUTED July 22, 2004.

ORGANIZER:



Bernard A. Orsi