

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Miller Products Company		06/27/2008	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Miller Products Company, LLC
Street Address:	3939 West Highland Boulevard
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53208
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN

PROPERTY NUMBERS Total: 167

Property Type	Number	Word Mark
Serial Number:	77097558	
Serial Number:	77105208	¿SE HABLA CHILL?
Serial Number:	77128150	MILLER
Serial Number:	77140113	MILLER LITE
Serial Number:	77186426	SPARKS
Serial Number:	77189344	
Serial Number:	77197166	MI
Serial Number:	77197176	MI TRADICION ORGULLO CERVEZA MILLER
Serial Number:	77206645	COLDTEK
Serial Number:	77246192	AS LIGHT AS IT GETS
Serial Number:	77255658	BASEBALLVILLE
Serial Number:	77275720	KEEP YOUR BALANCE
Serial Number:	77283441	CRAFT BEER. DONE LITE
Serial Number:	77290206	HIGH LIFE

CH \$4190.00 77097558

Serial Number:	77317989	CHILL ZONE
Serial Number:	77318878	
Serial Number:	77332775	PISTON PACK
Serial Number:	77332789	TEAR N SHARE
Serial Number:	77334277	SPARKS TURBO
Serial Number:	77367848	MILLER CHILL
Serial Number:	77423373	NORTHWEST TRAIL
Serial Number:	77432087	MILLERCOORS
Serial Number:	77446181	TASTE THE THRILL
Serial Number:	77469620	THE ULTIMATE LIGHT BEER
Serial Number:	77485110	SPARKS OCHO
Serial Number:	77507864	MILLER SINCE 1855 MILWAUKEE, WI USA GENUINE DRAFT
Serial Number:	77511583	MILLERCOORS
Serial Number:	78790175	COUNTER-CULTURE OF RESPONSIBILITY
Serial Number:	78926860	
Registration Number:	1095395	HENRY WEINHARD'S PRIVATE RESERVE
Registration Number:	1198190	
Registration Number:	1228971	MAGNUM
Registration Number:	1337050	HENRY'S
Registration Number:	1385379	LITE
Registration Number:	1497978	MILWAUKEE'S BEST
Registration Number:	1564927	GREAT TASTE...LESS FILLING
Registration Number:	1656408	SHARP'S
Registration Number:	1664310	MGD
Registration Number:	1729707	COLD-FILTERED
Registration Number:	1815069	OLDE ENGLISH BRAND "800"
Registration Number:	1883844	OLDE ENGLISH 800
Registration Number:	1898263	STEEL RESERVE
Registration Number:	1901296	MGD LIGHT
Registration Number:	1908698	ICEHOUSE
Registration Number:	1912775	TOOLS FOR SUCCESS
Registration Number:	1913642	MILLER GENUINE DRAFT DE ETIQUETA NEGRA
Registration Number:	1953250	BLUE BOAR
Registration Number:	1960975	LAST CALL
Registration Number:	1979183	RED DOG

Registration Number:	1988218	BLUE BOAR THE ORIGINAL ACCEPT NO OTHER
Registration Number:	2024563	SOUTHPAW
Registration Number:	2052104	
Registration Number:	2080869	PLANK ROAD BREWERY
Registration Number:	2112798	HIGH LIFE
Registration Number:	2121350	MICKEY'S
Registration Number:	2189842	MILLER PARK MILWAUKEE WISCONSIN
Registration Number:	2229151	MILLER
Registration Number:	2232404	MILLER HIGH LIFE
Registration Number:	2234778	NO FARES. NO BLARNEY.
Registration Number:	2239297	RIDE THE BUS ON US
Registration Number:	2244899	MILLER FREE RIDES
Registration Number:	2280777	HENRY WEINHARD'S
Registration Number:	2313372	MILLER HIGH LIFE THE CHAMPAGNE OF BEERS EST'D 1855 PREMIUM BREWED
Registration Number:	2343656	211
Registration Number:	2366296	MILLER INN
Registration Number:	2402345	MILLER QUALITY UNCOMPROMISING
Registration Number:	2402622	TRUE TO TEXAS
Registration Number:	2409522	HYDROHOP
Registration Number:	2437333	SOLO CON INVITACION
Registration Number:	2446641	MILLER TIME
Registration Number:	2485462	MILLER PARK
Registration Number:	2486025	LIQUID GOLD HYDROHOP
Registration Number:	2493293	SPIRE B
Registration Number:	2530813	SUPER PACK
Registration Number:	2539588	211
Registration Number:	2544559	IT'S MILLER TIME
Registration Number:	2548022	OE800
Registration Number:	2568425	MILLER TIME PUB
Registration Number:	2583672	SPARKS
Registration Number:	2595747	MILLER ADVANTAGE
Registration Number:	2602737	POWER OF BEER
Registration Number:	2604281	OE800
Registration Number:	2609381	MILLER PARK MILWAUKEE WISCONSIN

Registration Number:	2612247	OLDE ENGLISH BRAND "800"
Registration Number:	2617826	MILWAUKEE WISCONSIN MILLER PARK
Registration Number:	2632022	TALL BLONDE
Registration Number:	2637496	LIVE RESPONSIBLY
Registration Number:	2640964	HG800
Registration Number:	2644669	LIVE RESPONSIBLY MILLER
Registration Number:	2681283	BEER OF THE ISLANDS
Registration Number:	2681367	THE BLITZ-WEINHARD BREWING COMPANY
Registration Number:	2686801	
Registration Number:	2687295	MILLER CARES MILLER BREWING COMPANY
Registration Number:	2691185	M
Registration Number:	2691186	
Registration Number:	2695931	MILLER HIGH LIFE
Registration Number:	2701126	LIVE RESPONSIBLY
Registration Number:	2707276	THE KEYS TO RESPONSIBILITY
Registration Number:	2716135	GO WIDE
Registration Number:	2732292	GALLERY OF GREATS
Registration Number:	2740988	MILLER LITE TRUE TO TEXAS
Registration Number:	2740989	MILLER LITE TRUE TO TEXAS
Registration Number:	2745211	TOUGH LAWS SAFE ROADS
Registration Number:	2754437	LANDSCAPE SEGMENTATION ANALYSIS
Registration Number:	2759768	OLDE ENGLISH "800" BRAND
Registration Number:	2761908	HAMM'S
Registration Number:	2770294	VIVE RESPONSABLEMENTE
Registration Number:	2786863	TWO-ELEVEN
Registration Number:	2802372	MILLER TAG MANAGER
Registration Number:	2803016	CELEBRATE RESPONSIBLY
Registration Number:	2811841	IF IT'S ABOUT BEER, WE KNOW IT
Registration Number:	2825137	MILLER LITE TRUE PILSNER BEER
Registration Number:	2838878	HIGH LIFE
Registration Number:	2867701	MILLER LITE A TRUE PILSNER BEER
Registration Number:	2884344	
Registration Number:	2884488	SIEMPRE VAMOS POR MAS
Registration Number:	2891819	VIVE RESPONSABLEMENTE MILLER
Registration Number:	2899939	HENRY WEINHARD'S PRIVATE RESERVE FOUNDED 1856

TRADEMARK

REEL: 003812 FRAME: 0004

Registration Number:	2908881	MILLER LITE. TASTE A TRUE PILSNER
Registration Number:	2917529	LET'S TALK
Registration Number:	2943719	FOUNDED 1856
Registration Number:	2953627	GOOD CALL
Registration Number:	3004140	COLD-FILTERED DRAFT BEER
Registration Number:	3005230	GENUINE FLAVOR... COLD-FILTERED SMOOTH
Registration Number:	3009674	BEST CHEST
Registration Number:	3020834	MILWAUKEE'S BEST
Registration Number:	3035834	RESPONSIBILITY REIGNS
Registration Number:	3041072	ESTABLISHED 1895 FINEST QUALITY INGREDIENTS
Registration Number:	3062970	MILLER REACH
Registration Number:	3068174	STEEL SIX
Registration Number:	3072037	POWERED BY SPARKS
Registration Number:	3074731	MAKING BEER WORK BEST FOR YOU
Registration Number:	3079535	LET'S KEEP TALKING
Registration Number:	3092708	
Registration Number:	3148800	SPARKS PLUS
Registration Number:	3181012	MILLER LITE EXTRA YARD
Registration Number:	3188097	MILLER BEER UNIVERSITY
Registration Number:	3210810	+ -
Registration Number:	3288153	TASTE THE ADVENTURE
Registration Number:	3289065	RESPECT THE ROAD
Registration Number:	3306324	QUALITY UNCOMPROMISING
Registration Number:	3308358	MILLER CHILL
Registration Number:	3325457	FREDERICK MILLER
Registration Number:	3325472	EL OTRO FÚTBOL
Registration Number:	3327166	MILLER GENUINE DRAFT MGD MILLER BREWING CO MILWAUKEE, WISCONSIN, USA EST. 1855 HAND SELECTED HOPS TRADE MARK
Registration Number:	3327167	MILLER GENUINE DRAFT COLD · FILTERED
Registration Number:	3327922	CAE BIEN
Registration Number:	3332247	EASY CHILL
Registration Number:	3332881	FOR GREAT TASTE, THERE'S NO DEBATE
Registration Number:	3349672	CHILL BAG
Registration Number:	3354014	MILLER REACHING OUT

Registration Number:	3381527	RESPECT 21
Registration Number:	3397704	RESPECT 21 PREVENTING UNDERAGE ACCESS
Registration Number:	3448933	MILLER LITE ALL NATURAL PILSNER
Registration Number:	3449349	LA EXPERIENCIA VALE ORO
Registration Number:	0305854	HIGH LIFE
Registration Number:	0506937	MILLER
Registration Number:	0533200	HAMM'S
Registration Number:	0535336	
Registration Number:	0611870	FROM THE LAND OF SKY BLUE WATERS
Registration Number:	0666959	THE CHAMPAGNE OF BEERS
Registration Number:	0830722	MICKEYS
Registration Number:	0898890	BIG MOUTH
Registration Number:	0900930	HAMM'S
Registration Number:	0940612	IF YOU'VE GOT THE TIME, WE'VE GOT THE BEER.
Registration Number:	0947679	
Registration Number:	0995937	BARREL BOTTLE

CORRESPONDENCE DATA

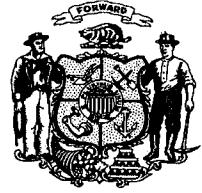
Fax Number: (414)978-8675
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 414 277 5675
Email: msl@quarles.com
Correspondent Name: Marta S. Levine
Address Line 1: Quarles & Brady LLP
Address Line 2: 411 East Wisconsin Avenue
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	660005.00585
NAME OF SUBMITTER:	Marta S. Levine
Signature:	/MartaLevine/
Date:	07/08/2008

Total Attachments: 7
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TRADEMARK

REEL: 003812 FRAME: 0006



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 with the document 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 that I am the legal custodian of said document, 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 - 7 2008

BY: A handwritten signature in black ink, appearing to read "Cathy Mickelson".

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

01 5066 222
imaged

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:
MILLER PRODUCTS COMPANY

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:
MILLER PRODUCTS COMPANY, LLC *OK M 022900*

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.

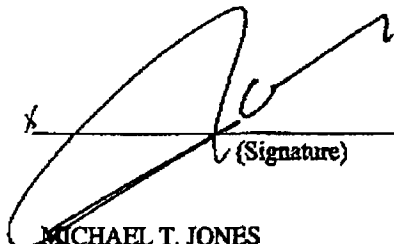
6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity PRIOR TO CONVERSION:

Registered Agent (Agent for Service of Process): LAWDOCK, INC.	Registered Office: 411 EAST WISCONSIN AVENUE, SUITE 2040 MILWAUKEE, WI 53202-4497
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): LAWDOCK, INC.	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 411 EAST WISCONSIN AVENUE, SUITE 2040 MILWAUKEE, WI 53202-4497
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)
MICHAEL T. JONES

(Printed Name)

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

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.

Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3 rd FL Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818
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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
MILLER PRODUCTS COMPANY**

The terms and conditions of the conversion of Miller Products Company, a Wisconsin corporation, into Miller Products Company, 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), Miller Products Company shall be converted into Miller Products Company, 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 12:01 p.m. Eastern Time on June 30, 2008.

ARTICLE II**CONVERSION OF STOCK**

The shares of stock of Miller Products Company which are issued and outstanding or in the treasury of Miller Products Company shall, at the Effective Time of the Conversion, be collectively converted into One Thousand (1,000) membership interests 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.

* * * * *

QBACTIVE6122468.3

Annex I

**ARTICLES OF ORGANIZATION
OF
MILLER PRODUCTS COMPANY, 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 Miller Products Company, LLC.

ARTICLE II

Registered Office and Agent

The street address of the initial registered office of the limited liability company is 411 East Wisconsin Avenue, Suite 2040, Milwaukee, WI 53202-4497 and the name of the registered agent at such office is Lawdock, Inc.

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

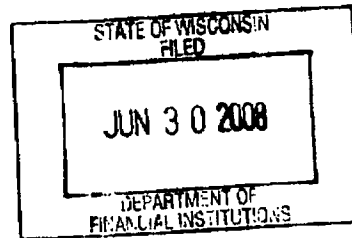
QBACTIVE6122468.3

(#2)

\$ 150.00 + \$ 25.00 Exp

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

Chap. 180 -> 183



SUSAN LAPINSKI
QUARLES & BRADY LLP
411 EAST WISCONSIN AVENUE
MILWAUKEE, WI 53202-4497

[Name Change]

005 # 20084261571750

▲ Enter your return address within the bracket above.

Phone number during the day: (414) 277 - 5189

INSTRUCTIONS (Cont'd)

EFFECTIVE DATE: 6-30-2008

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.