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FAX SERVED

TO: MARTA S. LEVINE COMPANY: QUARLES & BRADY LLP

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Resub:

07-01-2009

Electronic Version v1.1  
Stylesheet Version v1.1



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<b>SUBMISSION TYPE:</b>		CORRECTIVE ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Corrective Assignment to correct the merger and nullify the merger filed in error by Miller Products Company, LLC previously recorded on Reel 003812 Frame 0263. Assignor(s) hereby confirms the nullification of the merger filed in error against this registration.	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Miller Products Company, LLC		06/27/2008	LIMITED LIABILITY COMPANY: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Miller Brewing Company		
<b>Street Address:</b>	3939 West Highland Boulevard		
<b>City:</b>	Milwaukee		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53208		
<b>Entity Type:</b>	CORPORATION: WISCONSIN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3288153	TASTE THE ADVENTURE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(414)978-8675		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	414.277.5675		
<b>Email:</b>	msl@quarles.com		
<b>Correspondent Name:</b>	Marta S. Levine		
<b>Address Line 1:</b>	Quarles & Brady LLP		
<b>Address Line 2:</b>	411 East Wisconsin Avenue		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	134627.00395		
<b>NAME OF SUBMITTER:</b>	Marta S. Levine		

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TO:MARTA. S. LEVINE COMPANY:QUARLES & BRADY LLP

Signature:	/MartaLevine/
Date:	01/27/2009
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TO:MARTA S. LEVINE COMPANY:QUARLES &amp; BRADY LLP

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2008

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Miller Products Company, LLC		06/27/2008	LIMITED LIABILITY COMPANY: WISCONSIN

## RECEIVING PARTY DATA

Name:	Miller Brewing Company
Street Address:	3939 West Highland Boulevard
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53208
Entity Type:	CORPORATION: 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:	77188428	SPARKS
Serial Number:	77189344	
Serial Number:	77197168	MI
Serial Number:	77197176	MI TRADICION ORGULLO CERVEZA MILLER
Serial Number:	77208845	COLDTEK
Serial Number:	77248192	AS LIGHT AS IT GETS
Serial Number:	77255658	BASEBALLVILLE
Serial Number:	77275720	KEEP YOUR BALANCE

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United States of America  
State of Wisconsin



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.

RAY ALLEN, Deputy Administrator  
Division of Corporate & Consumer Services  
Department of Financial Institutions

DATE: JUL - 2 2008

BY:

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.

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**ARTICLES OF MERGER OF  
MBC 1, LLC  
MBC 2, LLC  
MILLER BREWERIES EAST, LLC  
MILLER BREWERIES WEST LIMITED PARTNERSHIP  
MILLER PRODUCTS COMPANY, LLC  
AND  
MBC ACQUISITION CORP.  
WITH AND INTO  
MILLER BREWING COMPANY**

The undersigned corporation, in accordance with Section 183.1204 of the Wisconsin Limited Liability Company Act (the "WLLCA"), Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL") and Section 179.77(5) of the Wisconsin Uniform Limited Partnership Act (the "WULPA"), hereby executes the following Articles of Merger:

- The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:

Name	Type of Entity	Jurisdiction of Formation
MBC 1, LLC	Limited liability company	Wisconsin
MBC 2, LLC	Limited liability company	Wisconsin
Miller Breweries East, LLC	Limited liability company	Wisconsin
Miller Breweries West Limited Partnership	Limited partnership	Wisconsin
Miller Products Company, LLC	Limited liability company	Wisconsin
MBC Acquisition Corp.	Corporation	Wisconsin
Miller Brewing Company	Corporation	Wisconsin

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- The name of the surviving entity (the "Surviving Entity") is Miller Brewing Company.
- The plan of merger is set forth in the Plan of Merger attached hereto as Exhibit A which is made a part hereof.
- The Plan of Merger was approved and adopted in accordance with Section 183.1202 of the WLLCA, Sections 180.1103 and 180.1104 of the WBCL and Section 179.77(1) of the WULPA, as applicable to each business entity.

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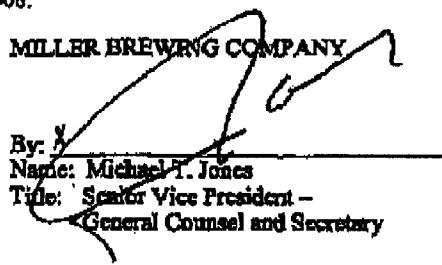
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5. As of the Effective Time of the Merger, none of the non-surviving business entities which are parties hereto has a fee simple ownership interest in Wisconsin real estate.
6. The Surviving Entity is a direct and/or indirect parent with respect to the other business entities which are parties to this merger. However, the merger approval provisions of Section 180.11045 of the WBCL were not utilized with respect to this merger.
7. The Effective Time of the Merger shall be at 11:59 p.m. Eastern Time on June 30, 2008.
8. The Articles of Incorporation of the Surviving Entity shall not be affected by the Merger.

Dated as of the 27<sup>th</sup> day of June, 2008.

MILLER BREWING COMPANY

By:   
Name: Michael T. Jones  
Title: Senior Vice President -  
General Counsel and Secretary

This document was drafted by:  
Michael M. Grebe  
Quarles & Brady LLP  
411 East Wisconsin Avenue  
Milwaukee WI 53202-4497

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**EXHIBIT A**

**PLAN OF MERGER OF**  
**MBC 1, LLC**  
**MBC 2, LLC**  
**MILLER BREWERIES EAST, LLC**  
**MILLER BREWERIES WEST LIMITED PARTNERSHIP**  
**MILLER PRODUCTS COMPANY, LLC**  
**AND**  
**MBC ACQUISITION CORP.**  
**WITH AND INTO**  
**MILLER BREWING COMPANY**

**ARTICLE I**  
**PARTIES**

The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction of Formation</u>
MBC 1, LLC	Limited liability company	Wisconsin
MBC 2, LLC	Limited liability company	Wisconsin
Miller Breweries East, LLC	Limited liability company	Wisconsin
Miller Breweries West Limited Partnership	Limited partnership	Wisconsin
Miller Products Company, LLC	Limited liability company	Wisconsin
MBC Acquisition Corp.	Corporation	Wisconsin
Miller Brewing Company	Corporation	Wisconsin

**ARTICLE II**  
**SURVIVING ENTITY**

The name of the surviving entity is Miller Brewing Company.

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**ARTICLE III  
MERGER; EFFECTIVE TIME**

At the Effective Time of the Merger (as hereinafter defined), the six entities named above shall be merged with and into Miller Brewing Company (the "Surviving Entity") in accordance with the applicable provisions of the laws of the State of Wisconsin. The Effective Time of the Merger is hereby designated as 11:59 p.m. Eastern Time on June 30, 2008.

**ARTICLE IV  
CONVERSION AND EXCHANGE OF INTERESTS**

4.1 MBC 1, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of MBC 1, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.2 MBC 2, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of MBC 2, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.3 Miller Breweries East, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of Miller Breweries East, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.4 Miller Breweries West Limited Partnership Interests. At the Effective Time of the Merger, the issued and outstanding partnership interests of Miller Breweries West Limited Partnership shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.5 Miller Products Company, LLC Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of Miller Products Company, LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.6 MBC Acquisition Corp. Shares. At the Effective Time of the Merger, the issued and outstanding shares of MBC Acquisition Corp. shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.7 Miller Brewing Company Stock. The issued and outstanding stock of Miller Brewing Company shall not be affected by the Merger.

**ARTICLE V  
ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation and Bylaws of the Surviving Entity shall not be affected by the Merger.

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~~SECTION 180.1106~~  
~~WBCA~~  
  
~~SECTION 179.77(6)~~  
~~WULFA~~  
  
~~SECTION 183.1205~~  
~~WLLCA~~  
  
~~SECTION 180.1106~~  
~~WBCA~~  
  
~~SECTION 179.77(6)~~  
~~WULFA~~  
  
~~SECTION 183.1205~~  
~~WLLCA~~

**ARTICLE VI  
EFFECT OF MERGER**

The effect of the Merger shall be as provided in Section 183.1205 of the WLLCA, Section 180.1106 of the WBCA and Section 179.77(6) of the WULFA.

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