

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark License Agreement
EFFECTIVE DATE:	07/01/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hill Thomson & Co., Limited		06/08/2005	CORPORATION: UNITED KINGDOM

**RECEIVING PARTY DATA**

Name:	Chivas Brothers Limited
Street Address:	111-113 Renfrew Road
City:	Paisley
State/Country:	UNITED KINGDOM
Postal Code:	PA3 4DY
Entity Type:	CORPORATION: UNITED KINGDOM

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	39438	QUEEN ANNE
Registration Number:	511383	QUEEN ANNE
Registration Number:	645220	SOMETHING SPECIAL

**CORRESPONDENCE DATA**

Fax Number: (646)424-0880  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 646 424 0770  
 Email: mag@scgb-law.com  
 Correspondent Name: Meyer A. Gross  
 Address Line 1: 292 Madison Avenue  
 Address Line 2: 19th Floor  
 Address Line 4: New York, NEW YORK 10017

DOMESTIC REPRESENTATIVE

**TRADEMARK**  
**REEL: 003130 FRAME: 0040**

**900029162**

**CH \$90.00 39438**

Name: Schweitzer Cornman Gross & Bondell LLP  
Address Line 1: 292 Madison Avenue  
Address Line 2: 19th Floor  
Address Line 4: New York, NEW YORK 10017

NAME OF SUBMITTER:	Meyer A. Gross
Signature:	/Meyer A. Gross/
Date:	07/28/2005

Total Attachments: 3  
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**TRADE MARK LICENCE AGREEMENT**

BETWEEN

- (1) **HILL THOMSON & CO., LIMITED**, a company incorporated in Scotland under the Companies Act (registered number SC019016) and having its registered office at 111-113 Renfrew Road, Paisley PA3 4DY (the "Licensor"); and
- (2) **CHIVAS BROTHERS LIMITED**, a company incorporated in Scotland under the Companies Act (registered number SC268758) and having its registered office at 111-113 Renfrew Road, Paisley PA3 4DY (the "Licensee")

WHEREAS:

The Licensor has agreed to grant to the Licensee an exclusive worldwide licence to use the Trade Marks appearing in the attached schedule subject to the terms and conditions of this Agreement;

NOW THEREFORE it is hereby agreed as follows:-

1. This Agreement shall come into force on 1 July 2004 (the "Grant Date") and unless terminated under the other terms of this Agreement shall remain in force for twenty five years.
2. The licence granted by this Agreement is royalty-free.
3. This Agreement concerns all of the products in respect of which the trade marks under this agreement are registered;
- 4.1 The Licensee shall comply with the reasonable standards of quality, design and presentation applied or approved by the Licensor from time to time which shall generally be of no lesser standard than those in operation by the Licensor at the Grant Date.
- 4.2 The Licensee shall supply to the Licensor at the Licensor's reasonable request, representative samples of products and other materials, including marketing materials, and shall permit representatives of the Licensor to inspect its relevant operations during normal working hours on reasonable notice.

5. The Licensor may terminate this Agreement with immediate effect by giving written notice to the Licensee if:
- 5.1 the Licensee commits any breach of this Agreement which is material and not capable of remedy, or which is capable of remedy but which is not remedied within 90 days of notice from the Licensor to do so; or
  - 5.2 the Licensee becomes insolvent or ceases whether voluntarily or not to carry on business in the goods of permitted use; or
  - 5.3 there is a change of control in the Licensee.
6. This Agreement shall be construed in accordance with the law of Scotland and insofar as not already subject thereto, the parties hereto submit to the exclusive jurisdiction of the Scottish Courts.

IN WITNESS WHEREOF the parties hereto have caused this Agreement to be duly executed  
at Perth this 8<sup>th</sup> day of June 2005.

For HILL THOMSON & CO., LIMITED



Name: STUART MCEWAN

Position: COMPANY SECRETARY

For CHIVAS BROTHERS LIMITED



Name: STUART MCEWAN

Position: COMPANY SECRETARY

SCHEDULE - UNITED STATES OF AMERICA

COUNTRY	TRADE MARK	NUMBER
UNITED STATES OF AMERICA	QUEEN ANNE	39438
UNITED STATES OF AMERICA	QUEEN ANNE	511383
UNITED STATES OF AMERICA	SOMETHING SPECIAL	645220