

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/17/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Keystone Brewers Holding Company		09/17/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Pittsburgh Brewing Company
Street Address:	3340 Liberty Avenue
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15201
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 23**

Property Type	Number	Word Mark
Registration Number:	0582833	IRON CITY
Registration Number:	0643376	AMERICAN
Registration Number:	1358351	I.C. LIGHT
Registration Number:	1416875	OLD FROTHINGSLOSH
Registration Number:	1421367	IRON CITY DARK
Registration Number:	1441389	MUSTANG
Registration Number:	1451189	MUSTANG MALT LIQUOR
Registration Number:	1482628	AMERICAN LIGHT MADE IN THE USA
Registration Number:	1799580	J.J. WAINWRIGHT'S
Registration Number:	1809461	IRON CITY
Registration Number:	1811001	PITTSBURGH BREWING CO.
Registration Number:	1920059	AMERICAN MADE IN THE USA

CH \$590.00 0582833

Registration Number:	2091023	IRON CITY BEER PITTSBURGH BREWING CO.
Registration Number:	2094751	OLD GERMAN
Registration Number:	2211888	
Registration Number:	2204537	I.C. LIGHT TWIST
Registration Number:	2206232	I-C-LIGHT
Registration Number:	2128307	AMERICAN LIGHT
Registration Number:	2478537	AUGUSTINER
Registration Number:	2575139	IRON CITY BEER
Registration Number:	2947803	IRON CITY BEER
Registration Number:	2965003	IRON CITY BEER PITTSBURGH BREWING CO. SINCE 1861
Registration Number:	2966482	IRON CITY BEER

**CORRESPONDENCE DATA**

Fax Number: (312)609-5005  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (312) 609-7838  
Email: podonoghue@vedderprice.com  
Correspondent Name: Patricia O'Donoghue, Vedder Price  
Address Line 1: 222 North LaSalle Street  
Address Line 2: Suite 2500  
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	27804.00.0045
NAME OF SUBMITTER:	Patricia O'Donoghue
Signature:	/Patricia O'Donoghue/
Date:	11/16/2007

**Total Attachments: 6**  
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**AGREEMENT AND PLAN OF MERGER**

of

**KEYSTONE BREWERS HOLDING COMPANY**  
a Delaware corporation

with and into

**PITTSBURGH BREWING COMPANY,**  
a Delaware corporation

September 17, 2007

THIS AGREEMENT AND PLAN OF MERGER (the "*Agreement*"), is entered into by and among Keystone Brewers Holding Company, a Delaware corporation ("*Keystone*"), and Pittsburgh Brewing Company, a Delaware corporation ("*Pittsburgh*").

**RECITALS**

*WHI REAS*, pursuant to the Second Amended Joint Plan of Reorganization filed May 1, 2007 (the "*Second Amended Plan*") and the United States Bankruptcy Court's Order Confirming Second Amended Joint Plan of Reorganization of Pittsburgh and Keystone entered June 5, 2007 (the "*Confirmation Order*"), Keystone shall be merged with and into Pittsburgh;

*WHI REAS*, pursuant to the Confirmation Order, the Plan Proponents (as defined therein), including Keystone and Pittsburgh, are hereby authorized, directed, and empowered to take all actions necessary or appropriate to implement the Second Amended Plan in accordance with its terms, including, without limitation, to enter into, supplement, consummate, execute, and/or deliver the contracts, instruments, and other agreements or documents contemplated therein, consistent with the terms of this Confirmation Order and the Second Amended Plan; and

*WHI REAS*, Keystone and Pittsburgh desire to consummate the business combination transaction provided for herein in which Keystone will merge with and into Pittsburgh (the "*Merger*"), with Pittsburgh surviving the merger, on the terms and subject to the conditions set forth in this Agreement.

**AGREEMENT OF MERGER**

NOV, THEREFORE, in consideration of the premises and of the mutual covenants contained herein, the parties hereby agree as follows:

**ARTICLE I - DEFINITIONS**

Capitalized terms used in this Agreement are used as defined in this Article I or elsewhere in this Agreement.

"*Closing*" has the meaning set forth in Section 2.03.

"*Closing Date*" has the meaning set forth in Section 2.03.

“*Delaware Law*” means the Delaware General Corporation Law.

“*Effective Time*” has the meaning set forth in Section 2.04.

“*Keystone Stock*” means any interest held as a stockholder in Keystone.

“*Pittsburgh Stock*” means any interest held as a stockholder in Pittsburgh.

## ARTICLE II - THE MERGER

2.01 *Consent.* The Second Amended Plan and the Confirmation Order provide that Keystone shall be merged with and into Pittsburgh.

2.02 *The Merger.* Upon the terms and subject to the conditions set forth in this Agreement, Keystone shall be merged with and into Pittsburgh at the Effective Time of the Merger. Following the Merger, the separate existence of Keystone shall cease, and Pittsburgh shall continue as the surviving entity and shall succeed to and assume all the rights and obligations of Pittsburgh in accordance with Delaware Law. Pittsburgh, the surviving entity, will be responsible for, and obligated to pay, all applicable Delaware taxes and/or any related fees of Pittsburgh if the same are not timely paid.

2.03 *Closing.* The Closing of the Merger (the “*Closing*”) will take place at Pittsburgh’s principal office on September 18, 2007 (the date of the Closing being referred to herein as the “*Closing Date*”). At the Closing, (i) the Certificate of Merger shall be executed and acknowledged by the president of Pittsburgh; (ii) the Certificate of Merger shall be executed and acknowledged by the President of Keystone; and (iii) the parties shall take such further action as is required to consummate the transactions described in this Agreement and the Certificate of Merger.

2.04 *Effective Time.* On September 18, 2007, the parties shall file the Certificate of Merger with the Delaware Secretary of State, executed in accordance with the relevant provisions of Delaware Law, as applicable, and shall make all other filings or recordings required under the provisions of Delaware Law. The Merger will be effective upon filing (the “*Effective Time*” of the Merger).

2.05 *Effects of the Merger.* The Merger shall have the effects set forth in the provisions of Delaware Law.

### 2.06 *Articles of Incorporation and Bylaws.*

(a) The Certificate of Incorporation of Pittsburgh, as in effect at the Effective Time of the Merger, shall be the Certificate of Incorporation of Pittsburgh, the surviving entity, until thereafter changed or amended as provided therein or by applicable law.

(b) The Bylaws of Pittsburgh, as in effect at the Effective Time of the Merger, shall be the Bylaws of Pittsburgh, the surviving entity, until thereafter changed or amended as provided therein or by applicable law.

2.07 *Copy of the Agreement.* An executed copy of this Agreement will be kept on file at the offices of Pittsburgh, the surviving entity. A copy of the Agreement will be furnished by Pittsburgh, on written request and without cost, to any stockholder of Pittsburgh (or former stockholder of Keystone) and to any creditor or obligee of Keystone at the time of the Merger if such obligation is then outstanding.


**ARTICLE III - EFFECT OF MERGER ON  
PARTNERSHIP INTERESTS**

3.01 *Cancellation of Keystone Stock.* As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of Pittsburgh or the holder of any Keystone Stock, the existing Keystone Stock shall no longer be existing and shall automatically be canceled and retired and shall cease to exist, and the holders of such Keystone Stock shall cease to have any rights with respect thereto and no Pittsburgh Stock or other consideration shall be delivered in exchange therefor.

*Remainder of Page Intentionally Left Blank.  
Signature Page to Follow.*

I WITNESS WHEREOF, the undersigned entities have executed this Agreement on the date set forth above.

**KEYSTONE BREWERS HOLDING COMPANY**  
a Delaware corporation

By:   
Name: Joseph Piccinilli  
Title: President

**PITTSBURGH BREWING COMPANY**  
a Delaware corporation

By:   
Name: Joseph Piccinilli  
Title: President

*Signature Page to Agreement and Plan of Merger of Keystone Brewers Holding Company  
into Pittsburgh Brewing Company*

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KEYSTONE BREWERS HOLDING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "PITTSBURGH BREWING COMPANY" UNDER THE NAME OF "PITTSBURGH BREWING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2007, AT 1:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEWCASTLE AND KENT COUNTY RECORDER OF DEEDS.



25. 8572 8100M

07. 026057

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6007611

DATE: 09-18-07

TRADEMARK  
REEL: 003662 FRAME: 0386

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:40 PM 09/18/2007  
FILED 01:32 PM 09/18/2007  
SRV 071026057 - 2538572 FILE

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATIONS

Pursuant to Title 8, Section 251(o) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Pittsburgh Brewing Company  
\_\_\_\_\_ and the name of the corporation being  
merged into this surviving corporation is Keystone Brewers Holding Company  
\_\_\_\_\_

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Pittsburgh Brewing Company,  
\_\_\_\_\_ a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on filing  
\_\_\_\_\_.

SIXTH: The Agreement of Merger is on file at Two Greenwich Office Park, Greenwich,  
Connecticut 06831,  
\_\_\_\_\_ the place of business  
of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 18<sup>th</sup> day of September, A.D.,  
2007

By:   
Authorized Officer

Name: Joseph Piccirilli  
Print or Type

Title: President