

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411798

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/17/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Constellation Brands Canada, Inc.		12/17/2016	Corporation: CANADA

RECEIVING PARTY DATA

Name:	9941762 Canada Inc.
Street Address:	5650 Yonge Street
Internal Address:	Suite 1200
City:	Toronto, ON
State/Country:	CANADA
Postal Code:	M2M 4H5
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2239142	JACKSON-TRIGGS
Registration Number:	2616658	SUMAC RIDGE ESTATE WINERY
Registration Number:	3795365	VEX
Registration Number:	1593339	SAWMILL CREEK
Serial Number:	86925112	TALON RIDGE VINEYARD
Serial Number:	86195617	WIND RIDER

CORRESPONDENCE DATA

Fax Number: 3123451778

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 3123451718

Email: USDocket@lewisbrisbois.com

Correspondent Name: Jill Anderfuren

Address Line 1: 550 West Adams Street

Address Line 2: Suite 300

Address Line 4: Chicago, ILLINOIS 60661

DOMESTIC REPRESENTATIVE

TRADEMARK

Name:	Jill Anderfuren
Address Line 1:	550 West Adams Street
Address Line 2:	Suite 300
Address Line 4:	Chicago, ILLINOIS 60661

NAME OF SUBMITTER:	Jill Anderfuren
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SIGNATURE:	/ja/
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DATE SIGNED:	01/10/2017
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Total Attachments: 7
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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

9941762 Canada Inc.

Corporate name / Dénomination sociale

1002627-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2016-12-17

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)

Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
 (Section 185)

1 - Corporate name of the amalgamated corporation

9941762 Canada Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See attached Schedule "A".

4 - Restrictions, if any, on share transfers

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 7 of these Articles (entitled Other provisions, if any) are complied with.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any


See attached Schedule "B".

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input checked="" type="checkbox"/> 183 - Long form : approved by special resolution of shareholders	<input type="checkbox"/>	<input type="checkbox"/> 184(1) - Vertical short-form : approved by resolution of directors	<input type="checkbox"/>	<input type="checkbox"/> 184(2) - Horizontal short-form : approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
9941762 Canada Inc.	9941762	
Constellation Brands Canada, Inc.	4468431	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation
9941762 Canada Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)
Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue
See attached Schedule "A".

4 - Restrictions, if any, on share transfers
Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 7 of these Articles (entitled "Other provisions, if any") are complied with.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)
Minimum number Maximum number

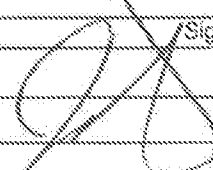
6 - Restrictions, if any, on the business the corporation may carry on
None.

7 - Other provisions, if any
See attached Schedule "B".

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input checked="" type="radio"/> 183 - Long form : approved by special resolution of shareholders	<input type="radio"/> 184(1) - Vertical short-form : approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form : approved by resolution of directors
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SCHEDULE "A"
TO ARTICLES OF AMALGAMATION

Section 3 - The classes and any maximum number of shares that the corporation is authorized to issue:

The classes and maximum number of shares that the Corporation is authorized to issue shall be an unlimited number of Ordinary Shares and an unlimited number of Class A Shares.

The Ordinary Shares and the Class A Shares shall have attached thereto the rights, privileges, restrictions and conditions set out as follows:

Ordinary Shares:

1. The rights, privileges, restrictions and conditions attaching to the Ordinary Shares shall include the following:

1.1 Voting

1.1.1 The holders of Ordinary Shares (the "**Ordinary Shareholders**") shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Ordinary Share held, with respect to all matters on which shareholders are entitled to vote, except with respect to the election or removal of any member of the board of directors of the Corporation. In respect of the election or removal of the members of the board of directors, the Ordinary Shareholders shall not be entitled to attend meetings of shareholders of the Corporation and shall have no right to vote.

1.2 Dividends

1.2.1 The Ordinary Shareholders will be entitled to receive dividends if, as and when declared by the board of directors out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the Ordinary Shareholders, the board of directors may in its sole discretion declare dividends on, the Ordinary Shares to the exclusion of any other class of shares of the Corporation.

1.3 Liquidation, Dissolution or Winding Up

1.3.1. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, no amount will be paid and no property or asset of the Corporation will be distributed to the Ordinary Shareholders, as such, until the Class A Shareholders and the holders of any other class of shares ranking in priority to the Ordinary Shares on liquidation, dissolution or winding up, as such, have first received from the property and assets of the Corporation the amount to which they are entitled pursuant to these Articles, but thereafter, the Ordinary Shareholders will be entitled to all remaining property and assets of the Corporation on a share for share basis.

1.4 *Restrictions on Subdivision, Consolidation, Distributions and Amendments*

1.4.1 None of the Ordinary Shares shall be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, the Class A Shares are changed in the same proportion and in the same manner.

Class A Shares:

2. The rights, privileges, restrictions and conditions attaching to the Class A Shares shall include the following:

2.1 *Voting*

2.1.1 Each holder of a Class A Share (the “**Class A Shareholder**”) shall be entitled to receive notice of and attend all meetings of the shareholders of the Corporation at which the board of directors is to be elected and shall have one vote with respect to the election or removal of any member of the board of directors of the Corporation. In respect of all matters other than the election or removal of the members of the board of directors, the Class A Shareholders shall not be entitled to attend meetings of shareholders of the Corporation and shall have no right to vote.

2.2 *Dividends*

2.2.1 The Class A Shareholders will be entitled to receive dividends if, as and when declared by the board of directors out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the Class A Shareholders, the board of directors may in its sole discretion declare dividends on, the Class A Shares to the exclusion of any other class of shares of the Corporation.

2.3 *Liquidation, Dissolution or Winding-Up*

2.3.1 In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the Class A Shareholders will be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, for each Class A Share, an amount of equal to the paid up capital of each Class A Share, less the fair market value of any return of capital thereon to that time and no more.

2.4 *Restrictions on Subdivision, Consolidation, Distributions and Amendments*

2.4.1 The Class A Shares shall not be subdivided, reclassified or otherwise changed unless, contemporaneously therewith, the Ordinary Shares are changed in the same proportion and in the same manner.

SCHEDULE "B"
TO ARTICLES OF AMALGAMATION

Section 7 – Other Provisions, if any:

1. Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:
 - (a) (i) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding more than 50% of the shares entitled to vote at such time is obtained; or
 - (b) in the case of securities, other than shares, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

The consent of the directors or the shareholders for the purposes of this section is evidenced by a resolution of the directors or shareholders, as the case may be, or by an instrument or instruments in writing signed by all of the directors, or shareholders holding more than 50% of the shares entitled to vote at such time, as the case may be.

2. The directors of the Corporation may appoint one or more directors of the Corporation but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders of the Corporation. Any directors of the Corporation appointed pursuant to the previous sentence shall hold office for a term expiring not later than the close of the next annual meeting of shareholders.



Initial Registered Office Address and First Board of Directors

Siège social initial et premier conseil d'administration

Canada Business Corporations Act (CBCA) (s. 19 and 106)

Loi canadienne sur les sociétés par actions (LCSA) (art. 19 et 106)

1 Corporate name / Dénomination sociale: 9941762 Canada Inc.

2 Address of registered office / Adresse du siège social: 5650 Yonge Street, Suite 1200, Toronto ON M2M 4H5

3 Additional address / Autre adresse

4 Members of the board of directors / Membres du conseil d'administration

Table with 3 columns: Name, Address, Resident Canadian / Résident Canadien. Rows include Sarah Jane Rowe, Kevin Mansfield, John Wright, and Harj Shoan.

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form. / Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par Harj Shoan

Harj Shoan 416-730-3510

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.