

05-22-1998

OX ASSIGNMENTS Washington, D.C. 20231

FORM



FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-1)

100719329

MARKS ONLY

Patented Trade Name

FEB 17 1998

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

MD 5/12/98 Roubin

1. Name of conveying Party(ies):
Fanosca S.A.I.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Argentina
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving Party(ies):
Name: Molina Rio de la Plata S.A.

Internal Address: _____
 Street Address: Paseo Colón 746 República Argentina
 City: Buenos Aires State: _____ Zip: 1323

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Argentina
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: JANUARY 2, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)/Application Date

B. Trademark Registration No.(s)/Registration Date
1,689,189/May 26, 1992

Additional sheet attached? Yes No

5. Name and address of party to whom correspondence concerning this matter should be mailed:
Jacobson, Price, Holman & Stern, PLLC
400 7th Street, N.W.
Washington, DC 20004
Tel. 202-638-6666

Attorney Docket No. 10732/T12649

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Any deficiencies in enclosed fees are authorized to be charged to deposit account

8. Deposit Account No.: 06-1358

DO NOT USE THIS SPACE

9. Statement and Signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John C. Holman _____ February 17, 1998
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

02/18/1998 VERBUM 00000151 1689189 40.00 DP 01 FC:481

TRADEMARK REEL: 1729 FRAME: 0122

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

By: MOLINOS RIO DE LA PLATA S.A. (Assignee)

Mark: FANACOA

Filed: April 27, 1990

Serial No.: 74/053,675

Registration No.: 1,689,189

Registered: May 26, 1992

Assistant Commissioner
of Trademarks
2900 Crystal Drive
Arlington, VA 22202

**NEW POWER OF ATTORNEY AND
CHANGE OF CORRESPONDENCE ADDRESS**

Applicant hereby revokes all previous powers of attorney and appoints JOHN CLARKE HOLMAN, HARVEY B. JACOBSON, D. DOUGLAS PRICE, MARVIN R. STERN, SIMOR L. MOSKOWITZ, MICHAEL R. SLOBASKY, MARSHA G. GENTNER, JONATHAN L. SCHERER, IRWIN M. AISENBERG and WILLIAM E. PLAYER its attorneys to prosecute this application to register, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificate of Registration. Address all correspondence relative thereto to the law firm of JACOBSON, PRICE, HOLMAN & STERN, PLLC, 400 Seventh Street, N.W., Washington, D.C. 20004.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

The law firm of JACOBSON, PRICE, HOLMAN & STERN, PLLC, whose postal address is 400 Seventh Street, N.W., Washington, D.C. 20004, is hereby designated

JCH-9/97-302

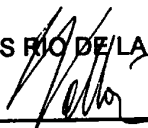
TRADEMARK
REEL: 1729 FRAME: 0123



applicant's representative upon whom notice of process in proceedings affecting this mark
may be served.

Signed this 2 day of
January, 1998

MOLINOS RÍO DE LA PLATA S.A.

By 
(Signature)

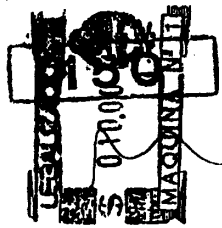
Edgardo Sergio DALTON
(Typed Name)

General Attorney
Authorized Signatory and Officer
(Title)

Folio: T12649
ID: JCH/ccm

JCH-9/97-302

TRADEMARK
REEL: 1729 FRAME: 0124



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EXTRAPROTOCOLAR

A 000757290

1 En mi carácter de Escribano Titular del Registro de Con-
 2 tratos Públicos Número 351 de la Capital Federal, CERTI-
 3 FIGO: Que por escritura 604 de fecha 30 de Septiembre de
 4 1993, pasada ante dicho Registro, al Folio 2054 se otorgó
 5 el ACUERDO DEFINITIVO DE FUSION POR INCORPORACION median-
 6 te el cual la Sociedad "Molinos Río de la Plata Sociedad
 7 Anónima" absorbió -entre otra- a las sociedades: "FANACOA
 8 SOCIEDAD ANONIMA INDUSTRIAL Y COMERCIAL", "FABRICA DE A-
 9 CEITES SANTA CLARA SOCIEDAD ANONIMA INDUSTRIAL Y COMER-
 10 CIAL", MINOTEL SOCIEDAD ANONIMA COMERCIAL INDUSTRIAL Y
 11 FINANCIERA", "MATARAZZO SOCIEDAD ANONIMA INDUSTRIAL Y CO-
 12 MERCIAL" y "TRES CRUCES S.A.", las que se disolvieron sin
 13 liquidarse, de lo que se tomó razón en la Inspección Ge-
 14 neral de Justicia -Registro Público de Comercio con fecha
 15 4 de Marzo de 1994, bajo el número 1892 del Libro 114,
 16 Tomo A. de S.A. respecto a la sociedad absorbente; y con
 17 igual fecha, bajo los números 70, 69, 68, 67 y 66 del
 18 Libro 52 de Disoluciones Sociales, respectivamente, res-
 19 pecto a las sociedades absorbidas.- Que en virtud de di-
 20 cha fusión "Molinos Río de la Plata Sociedad Anónima" in-
 21 corporó a su Patrimonio los Patrimonios de: "FANACOA SO-
 22 CIEDAD ANONIMA INDUSTRIAL Y COMERCIAL", "FABRICA DE ACEI-
 23 TES SANTA CLARA SOCIEDAD ANONIMA INDUSTRIAL Y COMERCIAL",
 24 MINOTEL SOCIEDAD ANONIMA COMERCIAL INDUSTRIAL Y FINANCIE-
 REEL: 1729 FRAME: 0125
 "MATARAZZO SOCIEDAD ANONIMA INDUSTRIAL Y COMERCIAL"



COLEGIO DE ESCRIBANOS
 LEGALIZACION
 LP 2720208 A. 000757290

y "TRES CRUCES S.A." en las que se encuentran incluidas 26
 las MARCAS de propiedad de las mencionada sociedades di- 27
 sueltas, las que quedaron transferidas a "MOLINOS RIO DE 28
 LA PLATA SOCIEDAD ANONIMA". A solicitud de la Sociedad 29
 interesada y para ser presentado ante quien corresponda, 30
 EXPIDO EL PRESENTE CERTIFICADO, en la Ciudad de Buenos 31
 Aires, a 26 de Agosto de 1997.- 32

[Handwritten signature]



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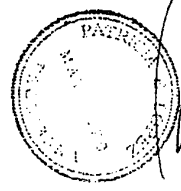
EL COLEGIO DE ESCRIBANOS de la Capital Federal, República Argentina,
 en virtud de las facultades que le confieren las Leyes vigentes, LEGALIZA la firma
 BENJAMIN VITAVER
 y el sello del escribano don
 obrantes en el documento anexo, presentado en el día de la fecha bajo
 el N°002720208..... Serie L. La presente legalización no juzga sobre
 el contenido y forma del documento.

Buenos Aires, Miércoles 27 de agosto de 1997



Hector E. Lanzani
 HECTOR E. LANZANI
 COLEGIO DE ESCRIBANOS
 -E CONSEJERO LEGALIZADOR

De As. *2/10/1997* fotocopia
 CERTIFICADA en acto de actuación
 Notarial *F00560342*. Conste



[Handwritten signature]

TRADEMARK
REEL: 1729 FRAME: 0127



F 005603642

En mi carácter de Escribano Adscripta al Registro 1732

CERTIFICO que el documento adjunto, extendido en 2 foja/s, que sello
y rubrico, es/son COPIA/S FIEL de su original, que tengo a la vista, doy fe.

Buenos Aires, 2 de octubre de 1997 -



TRADEMARK
REEL: 1729 FRAME: 0128

Association of Notaries, Federal Capital [(Buenos Aires)],
Republic of Argentina.

Official Notarial Form, pursuant to Statute 12990.

A 000757290.

"EXTRAPROTOCOLAR" [(nonpublic document recorded with a Notary)]:

[ink seal, hand-initialed:] Patricia E. Lopez, Notary,
Reg. No. 1270.

[fee stamp, in ink:] 10 pesos, Authentication, Machine No. 11,
Association of Notaries, of the Federal Capital,
Aug 27, 1997. --68555--

- - -

In my capacity as a Notary, and owner of the Registry of
Public Contracts No. 351 of the Federal Capital,
I HEREBY CERTIFY:

THAT in Document No. 604 of Sep 30, 1993 [sic],
executed before me, at Page 2054 thereof, there was executed a
contract entitled "Final Agreement of Merger", whereby the
following companies (inter alia) were merged into the company
"Molinos Rio de la Plata Sociedad Anónima":

- "Fanacoa Sociedad Anónima Industrial y Comercial";
- "Fabrica de Aceites Santa Clara Sociedad Anónima
Industrial y Comercial";
- "Minotel Sociedad Anónima Industrial Comercial y
Financiera";
- "Matarazzo Sociedad Anónima Industrial y Comercial"; and
- "Tres Cruces S.A.".

The said merged companies were dissolved without being
liquidated, and [the transaction was] registered in the Public
Commercial Registry of the Inspectorate General of Justice, as
follows:

- With respect to the absorbing company: Item 1892 in
Book 114, Vol. A (of corporations (S.A.)), dated
Mar 04, 1994.
- With respect to the absorbed companies: Items 70, 69, 68,
67, and 66, respectively, of Book 52 of Corporate
Dissolutions.

FURTHER, THAT as a result of said merger the company
"Molinos Rio de la Plata Sociedad Anónima" incorporated into its
assets the assets of:

- "Fanacoa Sociedad Anónima Industrial y Comercial";

- "Fabrica de Aceites Santa Clara Sociedad Anónima Industrial y Comercial";
- "Minotel Sociedad Anónima Industrial Comercial y Financiera";
- "Matarazzo Sociedad Anónima Industrial y Comercial";

-- Page 2 --

A 000757290.
[(overleaf)]

- and
-- "Tres Cruces S.A.",

wherewith included in said assets were the trademarks owned by said dissolved companies, said trademarks thereby being transferred to "Molinos Rio de la Plata Sociedad Anónima".

THE PRESENT CERTIFICATE IS HEREWITH ISSUED, at the request of the subject company [sic -- evidently said Molinos Rio de la Plata, S.A.], for presentation [as evidence] to unspecified third parties. Issued at the city of Buenos Aires, Aug 26, 1997.

[oval ink seal and initials:] Benjamin Vitaver, Notary,
Reg. No. 1375.

[round ink seal:] [illegible]

[rectangular ink seal:] Corresponds to authentication no.
CP 2720208.

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Association of Notaries, Federal Capital {(Buenos Aires)},
Republic of Argentina.

Authentication. 199708270014.

[round ink seal:] [illegible]

The Association of Notaries, Federal Capital, Republic of Argentina, by virtue of the powers invested in it by applicable law currently in force, HEREBY AUTHENTICATES the signature and seal of the Notary, Mr. Benjamin Vitaver, which signature and seal have been affixed to the document attached hereto, presented on the below-stated date, as No. 002720208, Series L. The present authentication does not represent any opinion concerning the contents or form of the document.

At Buenos Aires, Wednesday, Aug 27, 1997.

Association of Notaries, Federal Capital {(Buenos Aires)},
Republic of Argentina.

Authentication.

/s, illegible/, Hector E. Lanzani,
Board Member Charged with Performing
Authentications,
Association of Notaries.

- - -

At Buenos Aires, Oct 02, 1997.

The present photocopy is certified as a true photocopy by means of the [attached] Notarial Act No. F005603642 (q.v.).
Doy fe.

[ink seal, with signature:] /s/ Patricia E. Lopez, Notary,
Reg. No. 1270.

##

Association of Notaries, Federal Capital [(Buenos Aires)],
Republic of Argentina.

Official Notarial Form, pursuant to Statute 12990.

F 005603642.

In my capacity as a Notary, registered in Registry 1732,

I HEREBY CERTIFY that the attached document, comprised of 2
(two) sheets to which I herewith affix my seal and initials
(flourish), is a true copy of the original, which I have at hand.
Doy fe.

At Buenos Aires, Oct 02, 1997.

[ink seal, with signature:] /s/ Patricia E. Lopez, Notary,
Reg. No. 1270.

TRANSLATOR'S DECLARATION:

The foregoing 4 pp. of text constitute a true, correct, and
materially complete translation, into English, of the Spanish-
language original, which may be described as a Certified Abstract
of Record of the assignments of all trademarks owned by the
Argentine firms

- "Fanacoa Sociedad Anónima Industrial y Comercial";
- "Fabrica de Aceites Santa Clara Sociedad Anónima
Industrial y Comercial";
- "Minotel Sociedad Anónima Industrial Comercial y
Financiera";
- "Matarazzo Sociedad Anónima Industrial y Comercial"; and
- "Tres Cruces S.A.",

said assignments being made to the successor Argentine firm:

"Molinos Rio de la Plata Sociedad Anónima".



Stewart L. Colten, professional translator,
POB 5312, Arl. VA 22205, Nov 10, 1997.

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RECORDED: 05/12/1998

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TRADEMARK
REEL: 1729 FRAME: 0132