

To the Honorable Commissioner of Pa

MPD
6/10/99

06-14-1999



101066310

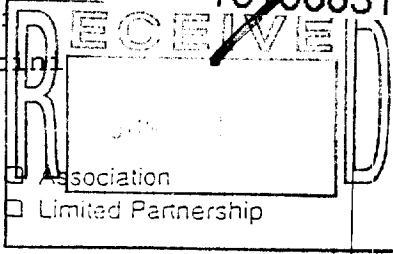
11-19-1999



101171219

1. Name of conveying party(ies):

Bacardi-Martini



Name and address of receiving party(ies)

Name: St. Raphael S.A.S.

Internal Address: 19 avenue Michelet,

Street Address: 93400 Saint-Ouen,

City: State: France ZIP:

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other: Joint-stock company

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

Individual(s)

General Partnership

Corporation-State

Other: French company

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

3. Nature of conveyance:

Assignment

Security Agreement

Other

Merger

Change of Name

Execution Date: May 31, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

771,571

1,774,738

1,368,017

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: H. John Campaign

Internal Address: Graham, Campaign P.C.

the Bar Building

Suite 1300

Street Address: 36 West 44th Street

City: New York State: NY ZIP: 10036-8178

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

08/31/1999 MTHAI1 00000055 771571

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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.

H. John Campaign
Name of Person Signing

Signature

6/8/99
Date

Total number of pages including cover sheet, attachments, and document: 15

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001960 FRAME: 0604

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADEMARK : ST RAPHAEL (special writing)

REGISTRATION NUMBER : 771,571

ISSUED : June 16, 1964

To : Hon. Commissioner of
Patents and Trademarks
Washington, D.C. 20231

Attention :

APPOINTMENT OF DOMESTIC REPRESENTATIVE

We, ST RAPHAEL S.A.S., a joint stock company ("société par actions simplifiée") located and doing business at 19, avenue Michelet, 93400 SAINT-OUEN - FRANCE are the owners of the above-captioned trademark, and the registration thereof in the United States Patent and Trademark Office.

WE HEREBY APPOINT : H. John Campaign, John M. Keene, Cathy J. Lalor, all members of the bar of the State of New York, with Offices at : GRAHAM, CAMPAIGN, P.C., The Bar Building, 36 West 44th Street, New York, New York 10036-8178, U.S.A., telephone number (212) 354-5650, as our representatives upon whom notices or process in proceedings affecting the above-identified mark may be served, simultaneously revoking all previous powers or appointments.

ST RAPHAEL S.A.S.

By  Gérard MATHIAS

Name :

Title : President

Dated : 12 May, 1999

The United States of America



CERTIFICATE OF RENEWAL

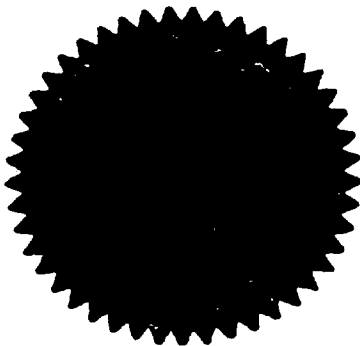
Reg. No. 771,571

Application to renew the above identified registration having been duly filed in the Patent and Trademark Office and there having been compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

This is to certify that said registration has been renewed in accordance with the Trademark Act of 1946 to Societe St. Raphael, of Paris, France

French Corporation

and said registration will remain in force for twenty years from June 16, 1984 unless sooner terminated as provided by law.

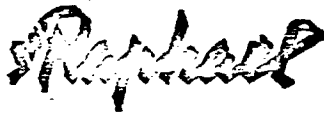


In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this twelfth day of June, 1984.

COMMISSIONER OF PATENTS AND TRADEMARKS

PRINCIPAL REGISTER
Trademark

Ser. No. 175,443, filed Aug. 20, 1963



Société St. Raphaël (French corporation)
8 Rue du Parc Royal
Paris (Seine), France

For: APERITIF WINES, in CLASS 47.
First use January 1962; in commerce Aug. 1, 1962.
Owner of U.S. Reg. No. 585,924.

Int. Cl. 33

COMB. AEE. SEC 8 & 15

10/20/69

771,571



Nº 1368017

THE UNITED STATES OF AMERICA

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

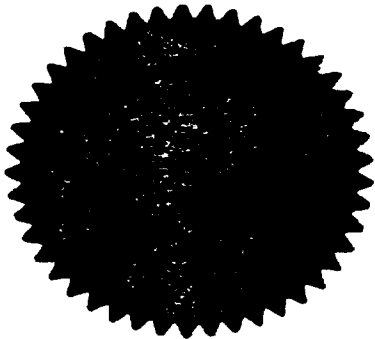
And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for Twenty Years unless sooner terminated as provided by law.



In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this twenty-ninth day of October, 1985.

A handwritten signature in cursive script, reading 'Ronald J. Higgins'.

Commissioner of Patents and Trademarks-Designate

Int. Cl.: 33



Prior U.S. Cls.: 47 and 49

United States Patent and Trademark Office

Reg. No. 1,368,017

Registered Oct. 29, 1985

**TRADEMARK
PRINCIPAL REGISTER**

SOCIETE ST RAPHAEL (FRANCE CORPORATION)
8, RUE DU PARC ROYAL
PARIS, FRANCE

OWNER OF U.S. REG. NOS. 771,571 AND
1,099,776.

SEC. 2(F).

FOR: APERITIF WINES AND LIQUEURS, IN
CLASS 33 (U.S. CLS. 47 AND 49).
FIRST USE 0-0-1890; IN COMMERCE
0-0-1928.

SER. NO. 463,466, FILED 1-31-1984.

ELLEN M. DEVINE, EXAMINING ATTORNEY

PRINCIPAL REGISTER
Trademark

Ser. No. 175,443, filed Aug. 20, 1963

Société St. Raphaël (French corporation)
8 Rue du Parc Royal
Paris (Seine), France

For: APERITIF WINES, in CLASS 47.
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COMB. AEE. SEC 8 & 15

10/20/69



Nº 1368017

THE UNITED STATES OF AMERICA

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

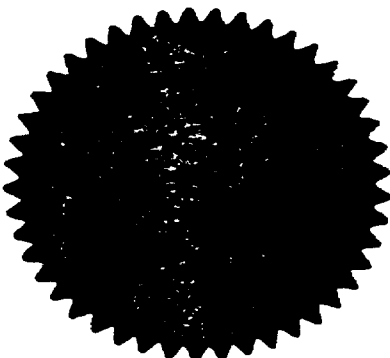
And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for Twenty Years unless sooner terminated as provided by law.



In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this twenty-ninth day of October, 1985.

A handwritten signature in cursive script, appearing to read "Ronald D. Higgins".

Commissioner of Patents and Trademarks-Designate

TRADEMARK
REEL: 001960 FRAME: 0611

Int. Cl.: 33



Prior U.S. Cls.: 47 and 49

United States Patent and Trademark Office

Reg. No. 1,368,017

Registered Oct. 29, 1985

**TRADEMARK
PRINCIPAL REGISTER**

SOCIETE ST RAPHAEL (FRANCE CORPORATION)
8, RUE DU PARC ROYAL
PARIS, FRANCE

OWNER OF U.S. REG. NOS. 771,571 AND
1,099,776.

SEC. 2(F).

FOR: APERITIF WINES AND LIQUEURS, IN
CLASS 33 (U.S. CLS. 47 AND 49).
FIRST USE 0-0-1890; IN COMMERCE
0-0-1928.

SER. NO. 463,466, FILED 1-31-1984.

ELLEN M. DEVINE, EXAMINING ATTORNEY

**A T T E S T A T I O N
C E R T I F I C A T E**

Je soussigné, Me Marcel HERSAN, Notaire à SAINT OUEN (93400) FRANCE,
I, the undersigned Me Marcel HERSAN, Notary in SAINT OUEN (93400) FRANCE,

certifie et atteste que,
certify and attest that,

1° Aux termes du traité de fusion signé le 31 octobre 1997 entre :
According to the merger agreement signed on 31 October, 1997 between :

SOCIETE ST RAPHAËL
société anonyme,
9/11, rue Rolland 93400 SAINT-OUEN (FRANCE)

laquelle était précédemment domiciliée :
which was formerly located at :

229, rue St Honoré
75001 PARIS - FRANCE

ET/AND

la société BACARDI-MARTINI, société par actions simplifiée, dont le siège social est
19, avenue Michelet 93400 SAINT-OUEN - FRANCE, immatriculée au Registre du
Commerce et des sociétés de Bobigny sous le n° B 562 010 603,
*the company BACARDI-MARTINI, a company organized under the Laws of France,
whith a registered office at 19, avenue Michelet, 93400 SAINT-OUEN - FRANCE,
registered in the Corporate Registry under n° B 562 010 603,*

la société SOCIETE ST RAPHAËL a fait apport à titre de fusion à la société
BACARDI-MARTINI de tout son patrimoine, actif et passif, y compris les marques.
*the company SOCIETE ST RAPHAËL trasferred all its assets, including the trade
marks, to the company BACARDI-MARTINI.*

2° Le traité de fusion a été dûment approuvé par la société BACARDI-MARTINI,
aux termes de l'Assemblée Générale Extraordinaire tenue le 31 octobre 1997 par les
actionnaires de ladite société.

*The merger agreement was duly approved by the company BACARDI-MARTINI,
under the resolution passed by the the Extraordinary General Meeting of the
shareholders of the said company, held on 31 October, 1997.*

1

3° Aux termes du traité d'apport du 18 mars 1998, la société BACARDI-MARTINI a fait apport à la société ST RAPHAËL S.A.S., société par actions simplifiée, dont le siège social est 19, avenue Michelet 93400 SAINT-OUEN, FRANCE, immatriculée au Registre du Commerce et des sociétés en date du 12 décembre 1997, sous le n° B 414748988, notamment des marques américaines listées dans l'annexe "A".

According to the transfer agreement of 18 March 1998, the company BACARDI-MARTINI transferred to the company ST RAPHAËL S.A.S., a company organized under the Laws of France, with a registered office at : 19, avenue Michelet 93400 SAINT-OUEN (FRANCE), registered in the Corporate Register under n° B 414748988, particularly the U.S. registered trade marks listed in the attached schedule "A".

Cet apport a été accepté par la société ST RAPHAËL S.A.S. aux termes de l'Assemblée Générale Extraordinaire des actionnaires de cette société tenue le 31 mars 1998.

This transfer agreement was approved by the company ST RAPHAËL S.A.S., under the resolution passed by the Extraordinary General Meeting of the shareholders of said company, held on 31 March 1998.

4° En conséquence, le propriétaire des marques américaines listées dans l'annexe A est désormais :

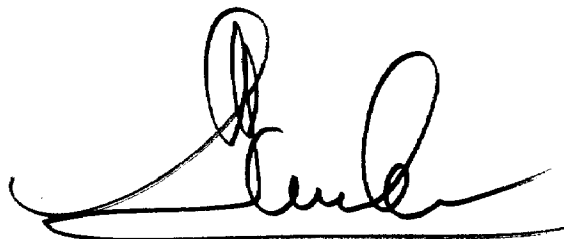
As a consequence, the owner of the marks listed in the annexed schedule "A" is now:

ST RAPHAËL S.A.S.
société par actions simplifiée
19, avenue Michelet
93400 SAINT-OUEN - FRANCE

En foi de quoi, j'ai délivré la présente attestation
In Witness thereof, I have issued this attestation

A SAINT-OUEN
At SAINT-OUEN

Ce 21st Mars 1999
This thirty one of March 1999



SCHEDULE "A"

U.S. Registration n°

Mark

771,571	ST RAPHAEL (special writing)
1,368,017	ST RAPHAEL (special writing)
1,774,738	ST RAPHAEL (+ medals device)

**A T T E S T A T I O N
C E R T I F I C A T E**

Je soussigné, Me Marcel HERSAN, Notaire à SAINT OUEN (93400) FRANCE,
I, the undersigned Me Marcel HERSAN, Notary in SAINT OUEN (93400) FRANCE,

certifie et atteste que,
certify and attest that,

1° Aux termes du traité de fusion signé le 31 octobre 1997 entre :
According to the merger agreement signed on 31 October, 1997 between :

SOCIETE ST RAPHAËL
société anonyme,
9/11, rue Rolland 93400 SAINT-OUEN (FRANCE)

laquelle était précédemment domiciliée :
which was formerly located at :

229, rue St Honoré
75001 PARIS - FRANCE

ET/AND

la société BACARDI-MARTINI, société par actions simplifiée, dont le siège social est
19, avenue Michelet 93400 SAINT-OUEN - FRANCE, immatriculée au Registre du
Commerce et des sociétés de Bobigny sous le n° B 562 010 603,
*the company BACARDI-MARTINI, a company organized under the Laws of France,
whith a registered office at 19, avenue Michelet, 93400 SAINT-OUEN - FRANCE,
registered in the Corporate Registry under n° B 562 010 603,*

la société SOCIETE ST RAPHAËL a fait apport à titre de fusion à la société
BACARDI-MARTINI de tout son patrimoine, actif et passif, y compris les marques.
*the company SOCIETE ST RAPHAËL trasferred all its assets, including the trade
marks, to the company BACARDI-MARTINI.*

2° Le traité de fusion a été dûment approuvé par la société BACARDI-MARTINI,
aux termes de l'Assemblée Générale Extraordinaire tenue le 31 octobre 1997 par les
actionnaires de ladite société.

*The merger agreement was duly approved by the company BACARDI-MARTINI,
under the resolution passed by the the Extraordinary General Meeting of the
shareholders of the said company, held on 31 October, 1997.*

3° Aux termes du traité d'apport du 18 mars 1998, la société BACARDI-MARTINI a fait apport à la société ST RAPHAËL S.A.S., société par actions simplifiée, dont le siège social est 19, avenue Michelet 93400 SAINT-OUEN, FRANCE, immatriculée au Registre du Commerce et des sociétés en date du 12 décembre 1997, sous le n° B 414748988, notamment des marques américaines listées dans l'annexe "A".

According to the transfer agreement of 18 March 1998, the company BACARDI-MARTINI transferred to the company ST RAPHAËL S.A.S., a company organized under the Laws of France, with a registered office at : 19, avenue Michelet 93400 SAINT-OUEN (FRANCE), registered in the Corporate Register under n° B 414748988, particularly the U.S. registered trade marks listed in the attached schedule "A".

Cet apport a été accepté par la société ST RAPHAËL S.A.S. aux termes de l'Assemblée Générale Extraordinaire des actionnaires de cette société tenue le 31 mars 1998.

This transfer agreement was approved by the company ST RAPHAËL S.A.S., under the resolution passed by the Extraordinary General Meeting of the shareholders of said company, held on 31 March 1998.

4° En conséquence, le propriétaire des marques américaines listées dans l'annexe A est désormais :

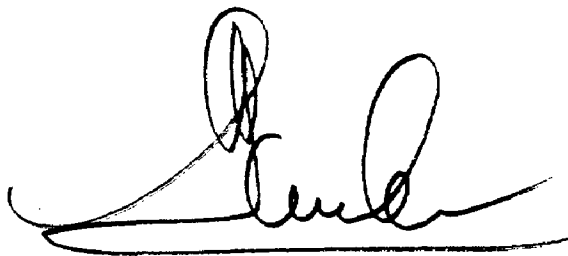
As a consequence, the owner of the marks listed in the annexed schedule "A" is now:

ST RAPHAËL S.A.S.
société par actions simplifiée
19, avenue Michelet
93400 SAINT-OUEN - FRANCE

En foi de quoi, j'ai délivré la présente attestation
In Witness thereof, I have issued this attestation

A SAINT-OUEN
At SAINT-OUEN

Ce *21 Mars* 1999
This thirty on of March 1999



SCHEDULE "A"

U.S. Registration n°

Mark

771,571

ST RAPHAEL (special writing)

1,368,017

ST RAPHAEL (special writing)

1,774,738

ST RAPHAEL (+ medals device)

GRAHAM, CAMPAIGN P.C.

THE BAR BUILDING

36 WEST 44TH STREET

NEW YORK, NEW YORK 10036-8178

U.S.A.

TEL. (212) 354-5650
FAX (212) 354-6354
E-MAIL GraCam@aol.com
www.lawyers.com/trademarks
CABLE "FORBLAND"

June 8, 1999

Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

Re: U.S. Trademark registrations
No. 771,571 ST RAPHAEL (special writing)
No. 1,368,017 ST RAPHAEL (special writing)
No. 1,774,738 ST RAPHAEL and Device
Our Ref.: X715-255

SIR:

We have attached hereto the following documents to be recorded.

1. Recordation cover sheet.
2. An Assignment (by merger) from Societe St Raphael to Bacardi-Martini.
3. An Assignment from Bacardi-Martini to St. Raphael S.A.S.
4. Attestation Certificate.
5. Appointment of Domestic Representative for three (3) trademark registrations.
6. Check in the amount of \$90.00.
7. Acknowledgement postcard.

Respectfully submitted,

GRAHAM, CAMPAIGN P.C.

By:


H. John Campaign

HJC:jd
Encls.
Check No. 10283

RECORDED: 06/10/1999

TRADEMARK
REEL: 001960 FRAME: 0619