

08-14-2000

U.S. Patent & TMO/ct/TM Mail Rcpt Dt. 064

U.S. Department of Commerce
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09-18-2000



**RECORDATION FROM COVER SHEET
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8-14 W

101458631

Trademarks: Please record the attached original document(s) or copy(ies).

Conveyance Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Date Year
March 4, 1998

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
March 4, 1998

Formerly

2048898

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

09/15/2000 DNGUYEN 00000298 2048898

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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

TRADEMARK
REEL: 002138 FRAME: 0044

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

703-610-6159

Name

Valerie Brennan

Address (line 1)

Hogan & Hartson, LLP

Address (line 2)

8300 Greensboro Drive

Address (line 3)

Suite 1100

Address (line 4)

McLean, VA 22102

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

7

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

2,048,898	2,143,241	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

08-2550

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Valerie Brennan

Valerie Brennan

8/14/00

Name of Person Signing

Signature

Date Signed



Bill Jones
Secretary of State

**LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT**

LLC-2

IMPORTANT - Read the instructions before completing the form.
This document is prepared for filing pursuant to Section 17009 of the California Corporations Code.

1. Limited Liability company name:

Hill & Thoma Wines, LLC

2. File number:

101996129017

3. Enter only the information in the Articles of Organization (LLC-1) amended by filing this Certificate of Amendment (LLC-2).

a. Limited liability company name: Parducci Wine Estates, L.L.C.

b. Latest date on which the limited liability company is to dissolve: (month/day/year) _____

c. The limited liability company will be managed by: (check one).

one manager

more than one manager

limited liability company members

d. Any change in the events that will cause dissolution of the limited liability company. Provide the text of the amendment adopted, using the space provided and/or attaching one or more separate pages.

4. Number of pages attached, if any:

0

5. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Carl D. Thoma

Signature of authorized person

Carl D. Thoma, Managing Member

Type or print name and title

Date: March 18, 1998

LC-4

Approved by the Secretary of State

Printing Fee: \$20

1998

For Secretary of State Use

FILED
In the office of the Secretary of State
of the State of California

MAR 30 1998

Bill Jones
BILL JONES, Secretary of State

1001-TP - 110 3463 - 2/22/04

HILL & THOMA WINES, L.L.C.

Joint Consent of the Members and Manager

The undersigned, constituting all of the Members and sole Manager of Hill & Thoma Wines, L.L.C., a California limited liability company (the "Company"), for the purpose of taking action without meetings of the Members and sole Manager pursuant to Sections 3.6.8 and 7.7.4 of the Company's Limited Liability Company Agreement, hereby adopt the following resolutions.

1. Amendment and Restatement of Limited Liability Company Agreement.

WHEREAS, the Members and sole Manager of the Company deem it to be advisable and in the best interest of the Company to amend and restate the Company's Limited Liability Company Agreement in substantially the form of Exhibit A attached hereto.

NOW, THEREFORE, BE IT:

RESOLVED, that effective as of the date hereof the Company's Limited Liability Company Agreement is hereby amended and restated to appear in its entirety in substantially the form of Exhibit A attached hereto.

2. Issuance of Membership Interests.

WHEREAS, the Company desires to raise additional capital by issuing additional membership interests, and Thoma is willing to subscribe for such additional equity by purchasing 175,000 shares of the Company's Preferred Membership Interests, 48,000 shares of the Company's Class A Common Membership Interests, and 12,000 shares of the Company's Class B Common Membership Interests, for the aggregate consideration of \$2,000,000 (the "Additional Equity").

NOW, THEREFORE, BE IT:

RESOLVED, that the undersigned Members and Managers of the Company deem it to be in the best interest of the Company for the Company to issue and sell to Thoma the Additional Equity in accordance with the terms and provisions of that certain Securities Purchase Agreement attached hereto as Exhibit B, and the Company is hereby authorized by the undersigned to issue and sell to Thoma 175,000 shares of the Company's Preferred Membership Interests at \$10 per share, 48,000 shares of the Company's Class A Common Membership Interests at \$5.208 per share, and 12,000 shares of the Company's Class B Common Membership Interests at \$0 per share, for the aggregate consideration of \$2,000,000, and to issue to Thoma such certificates or

other documentation representing the purchase of such interests as the Board of Managers may deem appropriate.

3. Change of Company's Name.

WHEREAS, the Members and the Manager of the Company desire to change the name of the Company from "Hill & Thoma Wines, LLC" to "Parducci Wine Estates, LLC."

NOW, THEREFORE, BE IT:

RESOLVED, that the name of the Company be changed from "Hill & Thoma Wines, LLC" to "Parducci Wine Estates, LLC," effective immediately, and that the Managing Member of the Company be and hereby is authorized and directed to file with the State of California a Limited Liability Company Certificate of Amendment amending the Company's Articles of Organization to reflect the change of the Company's name.

4. Enabling and Ratifying Resolutions and Consent.

RESOLVED, that all actions taken by any of the Members or the Manager of the Company with respect to the negotiation, execution, delivery and performance of the transactions described in this Joint Consent, and any agreements, documents and certificates related thereto, and any and all of the transactions contemplated thereby be, and they hereby are, consented to, authorized, approved, ratified, confirmed and adopted as being the actions of the Company; and

FURTHER RESOLVED, that the Manager and each of the Members of the Company be, and each hereby is, severally authorized, empowered, and directed to do and perform all such further acts and things, to execute and deliver in the name and on behalf of the Company all such further certificates, instruments, or other documents as in their judgment shall be necessary or advisable in order to effectuate the intent and purposes of this Joint Consent, and any or all of the transactions contemplated therein; and

FURTHER RESOLVED, that any and all actions heretofore taken by any person on behalf of the Company in connection with any of the transactions contemplated by this Joint Consent, which would have been authorized by this Joint Consent except that such acts were taken prior to the execution hereof, are hereby severally consented to, authorized, approved, ratified, confirmed and adopted as being the actions of the Company; and it is

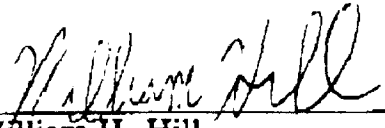
FURTHER RESOLVED, that this consent shall be filed with the minutes and/or other appropriate corporate records of the Company, and may be executed by facsimile transmission and in any number of counterparts and by the parties hereto on separate

counterparts, each of which when so executed and delivered, shall be an original, but all such counterparts shall together constitute one and the same instrument.

* * * * *

IN WITNESS WHEREOF, the undersigned have caused this Joint Consent of the Members and Manager to be executed as of the date set forth below.

Date: March 4th, 1998



William H. Hill


John W. Mayes

Carl D. Thoma

IN WITNESS WHEREOF, the undersigned have caused this Joint Consent of the Members and Manager to be executed as of the date set forth below.

Date: March 4th, 1998

William H. Hill



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Carl D. Thoma

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