

10-24-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



09-26-2000

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U.S. Patent & TMO/TM Mail Rcpt Dt. #01

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
08 08 00

Conveying Party

- Mark if additional names of conveying parties attached
- Execution Date
Month Day Year
08 08 00

Name Poznanskie Zaklady Przemyslu Spirytusowego Polmos

Formerly _____ S.A.

2318234

- Individual General Partnership Limited Partnership Corporation Association
- Other Joint Stock Limited Liability Company
- Citizenship/State of Incorporation/Organization _____

Receiving Party

- Mark if additional names of receiving parties attached

Name Lubuska Wytownia Wodek Gatunkowych Polmos S.A.

DBA/AKA/TA _____

Composed of _____

Address (line 1) ul. Jednosci 59

Address (line 2) _____

Address (line 3) Zielona Gora Poland 65-018

- Individual General Partnership Limited Partnership Corporation Association
- Other Joint Stock Company
- 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.)

FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 002159 FRAME: 0636

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Hall Dickler Kent Goldstein & Wood LLP

Address (line 1) 909 Third Avenue

Address (line 2) 27th Floor

Address (line 3) New York, New York 10022-4731

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 339-5570

Name Darren B. Cohen, Esq.

Address (line 1) Hall Dickler Kent Goldstein & Wood LLP

Address (line 2) 909 Third Avenue

Address (line 3) 27th Floor

Address (line 4) New York, New York 10022-4731

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

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)

Registration Number(s)

2318234

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

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: #

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 a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Darren B. Cohen
Name of Person Signing

[Signature]
Signature

9/26/00
Date Signed



[Sworn translation from Polish]

Tłumacz przysięgły j. angielskiego
mgr MARTA GRUDZIENSKA-LEWANDOWSKA
ul. Wandry 6 m.17, Warszawa
tel. 617-73-30

TRADE MARK SALE AGREEMENT

Executed on [8] August 2000 in Poznań by and between:

1. Poznańskie Zakłady Przemysłu Spirytusowego "POLMOS" Spółka Akcyjna with its registered office in Poznań, ul. Komandoria 5 („Seller”) represented by:
Janusz Michalski – President of the Management Board
Jerzy Jakubowski – Member of the Management Board

and

2. Lubuska Wytwórnia Wódek Gatunkowych "POLMOS" in Zielona Góra Spółka Akcyjna with its registered office in Zielona Góra, ul. Jedności 59 („Buyer”) represented by:
Ryszard Jakubiuk – President of the Management Board
Stanisław Gauza – Member of the Management Board

Whereas the Seller and the Buyer and other distillers belonging to the "Polmos" group executed the agreement on distribution of trade marks owned by POLMOS on 29 June 1999 ("Understanding").

Whereas under the Understanding the Buyer obtained the rights arising from registration of a group of trademarks "Wódka Luksusowa" ("Luxury Vodka") in Poland.

Whereas pursuant to § 4 of the Understanding, the Buyer has the right to claim that the Seller transfers the same or similar trademarks to the trademarks belonging to each group of trademarks "Wódka Luksusowa", including in particular the right to transfer such trademarks filed for registration or registered abroad.

Whereas "Wódka Luksusowa" trademarks in Poland and the "LUKSUSOWA Polish Luxury Vodka" trade mark have been continuously used in the United States of America for many years.

Whereas the Seller purchased the LUKSUSOWA Polish Luxury Vodka trade mark under the agreement dated 29 November 1999 on the transfer of rights to the LUKSUSOWA trade mark in the United States, executed in the performance of the promised agreement dated 28 June 1996.

The Parties agree as follows:

§ 1

The Seller declares that the Seller has the right from registration of the following trade mark in the United States of America ("Trade Mark"):

LUKSUSOWA Polish Luxury Vodka
Reg. no. 2,318,234



TRADEMARK
REEL: 002159 FRAME: 0638

Class: 33

Date of filing: 4 August 1998

Date of registration: 15 February 2000

§ 2

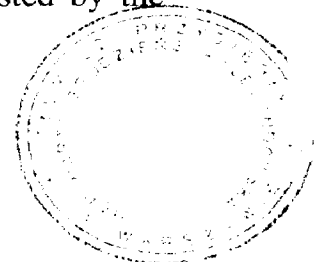
1. The Seller hereby transfers to the Buyer all rights, the title and gains from the Trade Mark as well as the registration made in the United States under the number 2,318,234, together with a part of the good reputation of its Enterprise in connection with which the Trade Mark was used and which is embodied in the Trade Mark as well as the right to indemnity and gains resulting from the previous infringement of the Trade Mark which is the Polish zloty equivalent of USD 160,000 (one hundred sixty thousand US dollars), and the Buyer purchases the Trade Mark.
2. The payment shall be made in the following installments:
 - (a) the Polish zloty equivalent of USD 40,000 (forty thousand US dollars) shall be paid within 7 (seven) days from date of execution hereof,
 - (b) the Polish zloty equivalent of USD 40,000 (forty thousand US dollars) shall be paid on 3 November 2000,
 - (c) the Polish zloty equivalent of USD 40,000 (forty thousand US dollars) shall be paid on 1 February 2001,
 - (d) the Polish zloty equivalent of USD 40,000 (forty thousand US dollars) shall be paid on 8 May 2001.
3. All price installments shall be transferred to the following account of the Seller: BGŻ S.A. Oddział Poznań (Poznań Branch) 20301765 – 1502 – 2700 – 11. The payment date shall be the date the account of the Buyer is debited with the respective installment amount.
4. The amounts denominated in USD (US dollars) shall be translated into Polish zloty at the average rate of exchange announced by the National Bank of Poland and binding on the transfer date.

§ 3

The sale of Trade Mark shall be effected without the sale of the Seller's enterprise. The parties jointly declare that consumers will not be misled as a result of sale of the Trade Mark without the disposal of the enterprise.

§ 4

In the event the effects of the sale of the Trade Mark under the agreement are challenged, the Seller shall provide free of charge every necessary assistance in defense, requested by the Buyer in a reasonable scope.



§ 5

1. Within 7 (seven) days from the execution hereof, the Seller shall inform its American patent attorney, Rogers & Killeen, about execution hereof and obligate the patent attorney to deliver the original registration certificate (2,318,234) to Hall Dickler Kent Goldstein & Wood LLP to the address: 909 Third Avenue, New York, NY 10022-4731, by 20 September 2000.
2. The Buyer shall request Hall Dickler Kent Goldstein & Wood LLP to take every necessary action in the US Patent Office in order to change the name of the holder of the rights in the trade marks register.
3. The costs of notifying the US Patent Office about the transfer of the rights to the Trade Mark to the Buyer and the remuneration of the patent attorney shall be borne by the Buyer.

§ 6

The Buyer hereby authorizes the Seller to use the LUKSUSOWA Polish Luxury Vodka trade mark on the terms and conditions defined in a separate agreement.

§ 7

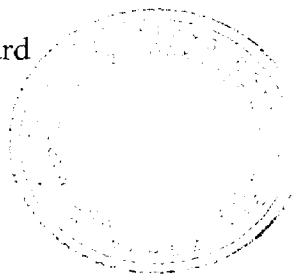
1. Subject to the mandatory provisions of American law, the agreement shall be governed by Polish law.
2. If it is necessary to introduce the provisions resulting from the mandatory provisions of American law to the agreement, the parties hereto shall execute an Annex to this agreement within 14 days from the date of notification delivered to the Seller by the Buyer about the need to make amendments.
3. The stamp duty on the sale of the Trade Mark shall be borne by the parties in equal parts.
4. The Agreement was concluded in 6 (six) counterparts, 3 (three) for each party.

The agreement was signed by duly authorized representatives of the Seller and the Buyer.

THE SELLER:

President of the Management Board
Chief Executive Officer
[illegible signature]
Janusz Michalski

Member of the Management Board
[illegible signature]
Jerzy Jakubowski



[a rectangular stamp of Poznańskie Zakłady Przemysłu Spirytusowego "POLMOS" S.A.]

THE BUYER:

Member of the Management Board

Finance Director

[illegible signature]

Stanisław Gauza

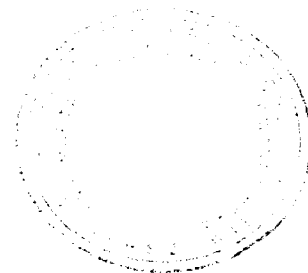
President of the Management Board

Chief Executive Officer

[illegible signature]

Ryszard Jakubiuk

[a rectangular stamp of Lubuska Wytwórnia Wódek Gatunkowych "POLMOS" in Zielona Góra Spółka Akcyjna]



E. Dorota Drożdż
Notary
Karolina Hyjek-Marchel
Notary
Civil Law Partnership
Ul. Nowowiejskiego 20/3
Tel. 85-15-820, 61-732 Poznań

Rep. No. A 11780/2000

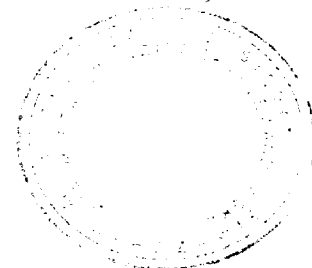
I hereby certify that in my presence in my office in Poznań, ul. Nowosiejskiego 20/3 the following persons signed the first page of the "Trade Mark Sale Agreement":

1. **Ryszard Antoni Jakubiuk**, son of Zygmunt and Maria
(identity card No. DD 8350120)
domiciled in Zielona Góra, ul. Michałowskiego 55,
2. **Stanisław Gauza**, son of Wawrzyniec and Jadwiga
(identity card No. DD7047369)
domiciled in Zielona Góra, ul. Mechaników 119,
3. **Janusz Michalski**, born on 17 May 1960
according to his statement domiciled in Gdańsk, ul. Garncarska 32 m. 1
4. **Jerzy Jakubowski**, son of Władysław and Barbara
(identity card number WL 7414798)
domiciled in Swarzędz, ul. Pawia 3.

The notary determined the identity of Janusz Michalski on the basis of the Polish People's Republic Passport PX 870256 valid until 20 July 2001, and the identity of the remaining persons present was determined on the basis of presented identity cards, the series and numbers of which are stated above.

Ryszard Jakubiuk and Stanisław Gauza presented a current excerpt from the Commercial Register issued by the District Court in Zielona Góra on 12 June 2000 pursuant to which the above persons as the President of the Management Board and the Member of the Management Board of Lubuska Wytwórnia Wódek Gatunkowych "POLMOS" Spółka Akcyjna, with its registered office in Zielona Góra, ul. Jedności 59, entered into the commercial register kept by District Court in Zielona Góra, Section B under the number 3165, are **authorized to jointly represent the Company**.

Janusz Michalski and Jerzy Jakubowski presented the current excerpt from the Commercial Register issued by the District Court in Poznań on 21 June 2000 pursuant to which the above persons as the President of the Management Board and the Vice-President of the Management Board of Poznańskie Zakłady Przemysłu Spirytusowego "POLMOS" Spółka Akcyjna, with its registered office in Poznań, ul. Komandoria 5, entered into the Commercial Register kept by the District Court in Poznań, Section B under the number 12402, are **authorized to jointly represent the Company**.



TRADEMARK
REEL: 002159 FRAME: 0642

Stamp duty was calculated from the amount of PLN 703,648 (seven hundred three thousand six hundred forty eight) which is the Polish zloty equivalent of USD 160,000 (one hundred sixty thousand) translated at the average USD exchange rate quoted in the National Bank of Poland in accordance with the average foreign exchange rates table No. 152/A/NBP/2000.

The stamp duty was collected pursuant to § 58 of the Decree of the Minister of Finance dated 9 December 1994 (Journal of Laws No. 136 item 70) in the amount of PLN 14,072.96 (fourteen thousand seventy two zloty 96/00) in connection with this certificate Rep No. A 11.775/2000.

A notarial fee of PLN 50 (fifty) was collected pursuant to § 13 of the Decree of the Minister of Justice dated 12 April 1991 (Journal of Laws No. 33, item 146 as amended).

The above activity is exempt from VAT pursuant to § 70 of the Decree of the Minister of Finance dated 22 December 1999 on the execution of certain provisions of the VAT Law (Appendix No. 6 – I notarial services, item 7).

Poznań, 8 August 2000.

[illegible signature]

[a round official seal of the Notary]

END OF TRANSLATION

I, Marta Grudzińska-Lewandowska, sworn translator of the English language, hereby certify that the above text is a true and accurate translation of the document drawn up in Polish.

Warsaw, 17 August 2000.

Rep. No. 202/00

A statutory fee of PLN 28,00 per standard page of 1125 characters was collected.

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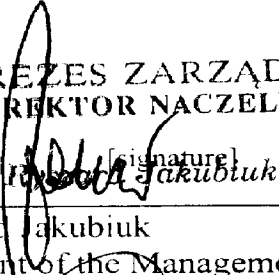
Power of Attorney

The undersigned President of the Management Board Ryszard Jakubiuk and Member of the Management Board Stanisław Gauza authorized to act on the behalf of Lubuska Wytwórnia Wódek Gatunkowych "Polmos" in Zielona Góra Spółka Akcyjna owner of the trademark registration of Luksusowa and Design, hereby revoke any and all previous Powers of Attorney and appoint jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation: Gary H. Fechter, Douglas J. Wood, Linda A. Goldstein, Jeffrey S. Edelstein, Michael Barkow, Darren B. Cohen, William M. Heberer III, Fawn M. Horvath, Meredith D. Pikser, Julia Reytblat, and Karen J. Smith, all members of the Bar of the State of New York, with offices at the firm of Hall Dickler Kent Goldstein & Wood LLP, 909 Third Avenue, 27th Floor, New York, New York 10022, to transact all business in the Patent and Trademark Office in connection therewith, including all assignment and post-registration matters, and to take any and all actions with regard to this trademark registration and any legal procedures concerning same.

Hall Dickler Kent Goldstein & Wood LLP, whose postal address is: 909 Third Avenue, 27th Floor, New York, New York 10022, is hereby designated registrant's representative upon whom notices or process in proceedings affecting the mark may be served.

Respectfully,

PREZES ZARZĄDU
DYREKTOR NACZELNY

 [signature]
Ryszard Jakubiuk

Ryszard Jakubiuk
President of the Management Board

CZŁONEK ZARZĄDU
DYREKTOR DS. FINANSOWYCH

 [signature]
Stanisław Gauza

Stanisław Gauza
Member of the Management Board

Lubuska Wytwórnia Wódek Gatunkowych
"POLMOS"
w ZIELONEJ GÓRZE
Spółka Akcyjna
65-018 ZIELONA GÓRA, ul. JEDNOŚCI 59
tel.: 325-48-41, tel.: Prezes 325-35-72
REGON 970774940, (40) NIP 929-011-10-94

Zielona Góra 22.08.2000r.

Place and date

HALL DICKLER KENT GOLDSTEIN & WOOD L.L.P.

909 THIRD AVENUE, NEW YORK, NY 10022-4731

TELEPHONE 212 339-5400
TELEFAX 212 935-3121
www.halldickler.com



09-26-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

DIRECT DIAL NUMBER
212-339-5570
dcohen@halldickler.com

September 26, 2000

BY EXPRESS MAIL
BOX ASSIGNMENTS
Director of Trademarks
United States Patent and Trademark Office
2900 Crystal Drive
Arlington, VA 22202-3513

Re: Recordation of Trademark Sale Agreement
Trademark: LUKSUSOWA
Registration: 2,318,234

Dear Sirs:

We enclose for filing in the United States Patent and Trademark Office on behalf of our client, Lubuska Wytwornia Wodek Gatunkowych Polmos S.A.:

1. Recordation Form Cover sheet and Trademark Sale Agreement;
2. A check for \$40.00 to cover the fee for filing one Recordation of one document; and
3. A self-addressed, stamped postcard which the Trademark Office is requested to stamp with the received date and return.

LOS ANGELES, CA
2029 CENTURY PARK EAST LOS ANGELES, CA 90067
TELEPHONE 310 203-8410 TELEFAX 310 203-8559

WHITE PLAINS, NY
11 MARLINE AVENUE WHITE PLAINS, NY 10606-1940
TELEPHONE 914 683-3500 TELEFAX 914 428-1660

BOX ASSIGNMENTS

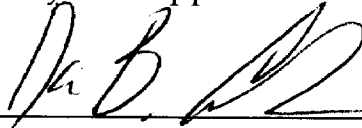
September 26, 2000

Page 2

If you should have any questions, please feel free to call the undersigned.

Respectfully submitted,

HALL DICKLER KENT GOLDSTEIN & WOOD ^{LLP}
Attorneys for Applicant

By 
Darren B. Cohen

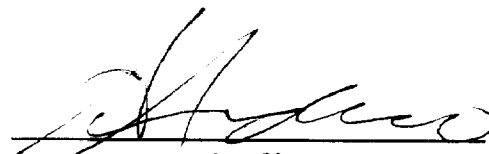
DBC:aa
Enclosures

Certificate of Mailing by "Express Mail"

"Express Mail" Label No.: EJ624453280US

I hereby certify that this correspondence is being deposited with the United States Postal Service as Express Mail in an envelope addressed to: **BOX ASSIGNMENTS Director of Trademarks, United States Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513** by Annette Andino.

Date of Deposit: September 26, 2000

Signed: 
Annette Andino
Legal Assistant

HDKNY/99534/v#1

RECORDED: 09/26/2000

TRADEMARK
REEL: 002159 FRAME: 0646