

11-02-2001

HEET



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To the Honorable Commission

Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pernod Ricard

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other – France Joint Stock Company

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: July 27, 2001

2. Name and address of receiving party(ies):

Sur Andino S.A.
Avenida Apoquindo No. 3.669, 6th Floor
Santiago, Chile

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other – company of Chile

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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,133,159

Additional numbers attached? Yes No

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

Perla M. Kuhn, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
(212) 837-6550

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):\$160.00
Expedited Service

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

11/02/2001 DBYRNE 00000130 2133159

01 FC:481 40.00 OP
02 FC:484 120.00 OP

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.

Name of Person Signing _____ Perla M. Kuhn _____
Signature Perla M. Kuhn Date October 30, 2001

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

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
Crystal Gateway 4, Room 335, Washington, D.C. 20231

CERTIFICATE OF MAILING

Express Mail Certificate No.: EK840387545US

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an Express Mail envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on 10/30/2001 (Date of Deposit).

Elaine S. Parker
Name _____

Signature _____

October 30, 2001
Date of Signature

Estados Unidos (U.S.A.)

CONFIRMATORY TRADEMARK ASSIGNMENT

In Santiago Chile, on July 27, 2001, between,

a) **PERNOD RICARD** a company incorporated and existing under the laws of France having its domiciled in Boulevard Haussmann N° 142, Paris, France, represented by Mr. José Luis Martín-Bouquillard legal representative.

b) **PR CHILE S.A.** a company organized and existing under the laws of Chile having its domiciled in Las Urbinas N° 81 office 1-A, Santiago Chile, represented by Mr. José Luis Martín-Bouquillard legal representative; and

c) **PR ARGENTINA S.A.** (formerly Cusenier S.A.) a company organized and existing under the laws of Argentina having its domiciled in Lima 229 first floor, Buenos Aires, Argentina, represented by Mr. José Luis Martín-Bouquillard legal representative, hereinafter together called "**the Assignors**", AND

d) **SUR ANDINO S.A.** a company organized and existing under the laws of Chile having its domiciled in Avenida Apoquindo N° 3.669, 6th Floor, Santiago, Chile, represented by Messrs. Baltazar Sánchez Guzmán and Eulogio Pérez-Cotapos Subercaseaux legal representatives, hereinafter called "**the Assignee**",

WHEREAS

1- Assignors and Assignee have entered into a Trademark Purchase Agreement dated as of May 15 2001, providing for inter alia, the sale by the Assignors of certain assets relating to a portion of the business of the Assignors.

2- Assignors agreed to grant certain rights in intangible assets, including intellectual property to Assignee pursuant to the Agreement.

3- Assignors granted on rights, title, interests and goodwill in and to the trademark (s) in each of the countries set forth on the Schedule (the Trademarks) which Schedule was provided by Assignors to Assignee.

NOW THEREFORE for the sum of one hundred and thirty thousand dollars of United States of America (US\$ 130,000) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and intending to be legally bound:

Assignors confirm that they have sold assigned and transferred as of May 15, 2001, to Assignee all Assignors' right title and interest in the Trademarks, together with the goodwill of the business which is symbolized by the Trademarks and the right to sue and recover any damages and profits and all other remedies for the past and future infringements thereof

The SCHEDULE above referred to:

1- Trademarks and/or Trademark applications belonging to PERNOD RICARD.

COUNTRY	TRADEMARK	CLASS	APPLICATION NUMBER	REGISTRATION NUMBER	EXPIRING DATE
AUSTRALIA	TERRA ANDINA	33	766347	766347	1.07.2008
BENELUX	TERRA ANDINA	33	883060	602537	22.11.2006
CANADA	TERRA ANDINA	33	828,747	536,877	07.11.2015
COLOMBIA	TERRA ANDINA	33	98056437	Pending	
CZECH REPUBLIC	TERRA ANDINA	33	O-158015	Pending	
DENMARK	TERRA ANDINA	33	VA98/02833	VR98/03989	01.12.2008
ESTONIA	TERRA ANDINA	33	9801457	30960	05.05.2010
FINLAND	TERRA ANDINA	33	T199802191	215228	31.08.2009
GERMANY	TERRA ANDINA	33	39605346.7	396 05 346	28.02.2006
HONG KONG	TERRA ANDINA	33	12053/98	8633/99	11.09.2005
IRELAND	TERRA ANDINA	33	782/96	169697	05.02.2003
JAPAN	TERRA ANDINA	33	8-124671	4 185 499	04.09.2008
LATVIA	TERRA ANDINA	33	M-98-1285	M44148	20.06.2008
LITHUANIA	TERRA ANDINA	33	98-2452	39207	10.07.2008
MALAYSIA	TERRA ANDINA	33	98/07743	Pending	
MEXICO	TERRA ANDINA	33	348070	598325	23.09.2008
NEW ZEALAND	TERRA ANDINA	33	294542	294542	30.06.2005
NORWAY	TERRA ANDINA	33	967.147	183694	17.07.2007
PARAGUAY	TERRA ANDINA	33	98/14748	218037	30.09.2009
RUSSIA	TERRA ANDINA	33	98712488	183412	17.07.2008
SINGAPORE	TERRA ANDINA	33	T98/006970Z	Pending	
SLOVAKIA	TERRA ANDINA	33	Poz2795-2000	Pending	
SWEDEN	TERRA ANDINA	33	96-10337	325537	14.11.2007
SWITZERLAND	TERRA ANDINA	33	08321/1996	443022	08.11.2006
TAIWAN	TERRA ANDINA	33	87049216	872706	15.10.2009
THAILAND	TERRA ANDINA	33	364710	Kor 104886	14.07.2008
UNITED KINGDOM	TERRA ANDINA	33	2055711	2055711	06.02.2006
UNITED STATES OF AMERICA	TERRA ANDINA	33	75/060389	2,133,159	27.01.2008
URUGUAY	TERRA ANDINA	33	305433	305433	20.04.2009
VENEZUELA	TERRA ANDINA	33	96-021395	Pending	

2- Trademarks and/or Trademark applications belonging to PR ARGENTINA S.A. (formerly Cusenier S.A.)

COUNTRY	TRADEMARK	CLASS	APPLICATION NUMBER	REGISTRATION NUMBER	EXPIRING DATE
ARGENTINA	TERRA ANDINA	33	2.046.750	1.654.266	30.12.2007
ARGENTINA	TERRA ANDINA	33	2.160.275	Pending	

3- Trademarks and/or Trademark applications belonging to PR CHILE S.A.

COUNTRY	TRADEMARK	CLASS	APPLICATION NUMBER	REGISTRATION NUMBER	EXPIRING DATE
CHILE	TERRA ANDINA	33	412.523	543.573	28.06.2009
CHILE	TERRA ANDINA	33	498.177	Pending	
CHILE	TERRA ANDINA	33	451.849	Pending	
CHILE	ALTO DE TERRA ANDINA	33	437.258	Pending	

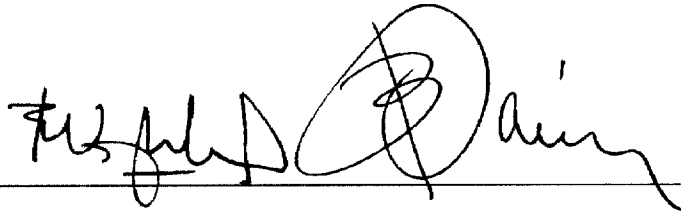
The parties grant special power to Messrs.
..... ,
jointly or separately, in order to obtain from the corresponding authorities the approval
and recordal of this assignment, authorizing them to take all the necessary steps
towards this end.

IN WITNESS WHEREOF the parties hereto have duly executed this confirmatory
Trademark Assignment as of the date first above written

**PERNOD RICARD, PR CHILE S.A. and PR ARGENTINA S.A. (formerly Cusenier
S.A.)**

Name: José Luis Martin-Bouquillard
Title: Legal representative

SUR ANDINO S.A.



Name: Baltazar Sánchez Guzmán and Eulogio Pérez-Cotapos Subercaseaux
Title: Legal representatives