08-29-2002

Form PTO-1594 RE 8/29/02 RE
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨⇨⇨

102204854

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Franzia Winery, LLC
8-29-02 6-19-02

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other Limited Liability Company

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

2. Name and address of receiving party(ies)
Name Wells Fargo Bank, National Association
Internal Address: Mid-Valley RCBO
Street Address: 1120 K Street
City Modesto State: CA Zip 95354

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [ ] Other

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

TRADEMARK FEE PROCESS RECEIVED
2002 JUN 19 P
US PATENT & TRADEMARK OFFICE

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: April 30, 2002

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

A. Trademark Application No.(s)
76/070481
78/072019

B. Trademark Registration No.(s)
1793811 1558361 1458869
1260618 1913670

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Anna Reimers
Internal Address: GnazzoThill, a Professional Corporation
Street Address: 625 Market St., Suite 1100
City: SF State: CA Zip: 94105

06/28/2002 UTON11 00000038 200052 76070481
01 FC:481 40.00 CH
02 FC:482 1600.00 CH

6. Total number of applications and registrations involved: 65

7. Total fee (37 CFR 3.41) $ 1640

- [ ] Enclosed
- [x] Authorized to be charged to deposit account

06-19-2002
U.S. Patent & TMOfc/TM Mail Rcpt. Dt. #40

8. Deposit account number:
20-0052

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

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.*

Anna Reimers
Name of Person Signing
David Adams

Signature

6-18-02
Date

Total number of pages including cover sheet, attachments, and document: 13

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

## ADDITIONAL US TRADEMARK REGISTRATION NUMBERS

| | |
|---|---|
| 76/378021 | 1,031,662 |
| 513,080 | 2,499,539 |
| 1,456,760 | 2,292,035 |
| 2,440,757 | 2,284,607 |
| 76/260241 | 1,400,603 |
| 1,874,109 | 1,026,940 |
| 1,203,709 | 1,156,002 |
| 657,852 | 1,337,074 |
| 1,096,225 | 1,010,030 |
| 2,106,321 | 1,212,654 |
| 1,313,767 | 502,885 |
| 2,356,527 | 76/242954 |
| 702,680 | 2,287,687 |
| 76/314016 | 2,041,841 |
| 1,199,022 | 2,065,366 |
| 542,120 | 76/374616 |
| 76/239716 | 2,358,696 |
| 817,501 | 76/350187 |
| 1,684,615 | 78/097992 |
| 1,364,823 | 2,493,806 |
| 78/089338 | 2,504,163 |
| 1,020,676 | 2,466,199 |
| 1,853,263 | 2,118,370 |
| 399,703 | 2,116,812 |
| 558,784 | 76/320345 |
| 643,976 | 75/933023 |
| 876,689 | 78/096090 |
| 1,062,418 | 2,525,687 |
| 75/333904 | 76/378020 |

# MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT

This MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT (this "Agreement"), dated as of April 30, 2002, is between Franzia Winery, LLC, (as successor by merger to Franzia Winery, L.P. as successor to The Wine Group, Ltd.), a Delaware limited liability company ("Debtor"), and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Agent (in such capacity, "Agent") for the benefit of Agent and the financial institutions (collectively, the "Lenders"), from time to time parties to that certain Amended and Restated Credit Agreement, dated as of April 30, 2002, among Debtor, The Wine Group, Inc., a California corporation ("Wine Group"), Lenders and Agent (as amended, supplemented and/or otherwise modified from time to time, the "Credit Agreement"), which Credit Agreement amends and restates that certain Credit Agreement, dated as of October 15, 1997, entered into among Debtor, Wine Group, Agent and the financial institutions party thereto.

## RECITALS

WHEREAS Lenders have extended or will hereafter extend financial accommodations to Debtor and Wine Group (collectively, the "Companies");

WHEREAS, to secure the Companies' obligations to Lenders and Agent, Debtor has previously executed various agreements to and for the benefit of Agent and Lenders, including, without limitation, that certain Continuing Security Agreement, dated as of October 3, 1993 (as amended, modified and/or supplemented from time to time prior to the date hereof (including, without limitation, pursuant to the terms of that certain Security Agreement, dated as of October 15, 1997), the "Original Security Agreement"), pursuant to which Debtor has granted a security interest in favor of Agent in all of its right, title and interests (whether now owned or hereafter acquired) in and to various proprietary rights and trademarks;

WHEREAS, Debtor and Agent have entered into or are in the process of entering into that certain Security Agreement, dated as of even date herewith (as amended, modified and/or supplemented from time to time, the "Security Agreement"), which security agreement amends and restates the Original Security Agreement;

WHEREAS Debtor and Agent have further clarified and declared their respective rights and obligations with regard to certain collateral in that certain Trademark Mortgage Agreement, dated December 3, 1993 (as amended, modified and/or supplemented from time to time (including, without limitation, pursuant to the terms of that certain Modification of Trademark Mortgage Agreement, dated as of October 15, 1997, the "First Modification")), the "Trademark Mortgage"), and recorded with the United States Patent and Trademark Office and elsewhere;

WHEREAS Debtor and Agent have agreed to modify the Trademark Mortgage to reflect such changes and the terms and conditions applicable thereto;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent and Debtor hereby agree as follows:

1. All references in the Trademark Mortgage to the Original Security Agreement shall be and shall be deemed to be references to the Security Agreement.

2. The Trademark Mortgage as modified by this Agreement applies to each of the trademarks set forth on Exhibit A attached hereto and incorporated herein by this reference, which Exhibit

A amends and restates, in its entirety, the trademarks previously listed on Exhibit A and Exhibit B to the First Modification.

3. All terms and conditions of the Trademark Mortgage not expressly modified herein remain in full force and effect, without waiver or modification. This Agreement and the Trademark Mortgage shall be read together, as one document.

4. Debtor hereby certifies that, as of the date of this Agreement, there exists no Event of Default (as defined in the Credit Agreement), nor any condition, act or event which, with the giving of notice, or the passage of time, or both, would constitute any such Event of Default.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

FRANZIA WINERY, LLC,
a Delaware limited liability company

By: Wine Holdings Group, Inc.
Title: Co-Manager

By: _____
Name: Paul Flowers
Title: Secretary

By: The Wine Group, Inc.
Title: Operating Manager

By: _____
Name: Jim Page
Title: Chief Financial Officer

WELLS FARGO BANK,
NATIONAL ASSOCIATION, as Agent

By: _____
Name: DAVID E STOLPE
Title: VP



TRADEMARK
REEL: 002564 FRAME: 0018

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco } ss.

On May 3, 2002 (Date), before me, Wendy F. Reiner, Notary Public (Name and Title of Officer (e.g., "Jane Doe, Notary Public")),
personally appeared James Page (Name(s) of Signer(s)),

☐ personally known to me
☒ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WENDY F. REINER
Commission # 1278217
Notary Public - California
San Francisco County
My Comm. Expires Sep 24, 2004

WITNESS my hand and official seal.

Wendy F. Reiner
Signature of Notary Public

Place Notary Seal Above

## OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

**Capacity(ies) Claimed by Signer**

Signer's Name: _____

☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

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# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco } ss.

On May 3, 2002 (Date), before me, Wendy F. Reiner, Notary Public (Name and Title of Officer (e.g., "Jane Doe, Notary Public")),
personally appeared Paul Flowers (Name(s) of Signer(s)),

☐ personally known to me
☒ proved to me on the basis of satisfactory evidence

to be the person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(~~ies~~), and that by his/~~her/their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.

WENDY F. REINER
Commission # 1278217
Notary Public - California
San Francisco County
My Comm. Expires Sep 24, 2004

WITNESS my hand and official seal.

Wendy F. Reiner
Signature of Notary Public

Place Notary Seal Above

## OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

**Capacity(ies) Claimed by Signer**

Signer's Name: _____

☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney In Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

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# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco } ss.

On May 3, 2002 (Date), before me, Wendy F. Reiner, Notary Public (Name and Title of Officer (e.g., "Jane Doe, Notary Public")),
personally appeared David Stolpe (Name(s) of Signer(s)),

☐ personally known to me
☒ proved to me on the basis of satisfactory evidence

to be the person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(~~ies~~), and that by his/~~her/their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.

WENDY F. REINER
Commission # 1278217
Notary Public - California
San Francisco County
My Comm. Expires Sep 24, 2004

WITNESS my hand and official seal.

Wendy F. Reiner
Signature of Notary Public

Place Notary Seal Above

## OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**
Title or Type of Document: _____
Document Date: _____ Number of Pages: _____
Signer(s) Other Than Named Above: _____

**Capacity(ies) Claimed by Signer**
Signer's Name: _____
☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney In Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

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# EXHIBIT A
to
# MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT
Dated as of April 30, 2002

| U.S. TRADEMARK REGISTRATION NUMBER | TRADEMARK | REGISTRATION DATE |
|---|---|---|
| FOR FRANZIA WINERY, L.P./FRANZIA WINERY, LLC | | |
| 1,782,203 | Blushberry | July 13, 1993 |
| 513,080 | Bravo (Stylized) | August 2, 1989 |
| 1,456,760 | California Colony | September 8, 1987 |
| 1,449,988 | Colony | July 28, 1987 |
| 1,002,996 | Colony & Design | January 28, 1975 |
| 358,864 | Franzia | July 28, 1989 |
| 1,203,709 | Franzia | September 20, 1990 |
| 657,852 | G & D (Stylized) | January 28, 1978 |
| 1,096,225 | Gambarelli and Davitto (Stylized) | July 11, 1978 |
| 616,953 | Marca Petri Pastoso (Stylized) | November 29, 1975 |
| 1,313,767 | North Coast Cellars | January 8, 1985 |
| 74/047394 | North Shore Cellars | April 10, 1990 |
| 702,680 | Parma | August 9, 1980 |
| 1,532,297 | Petri | March 28, 1989 |
| 1,199,022 | Petri and Design | June 22, 1982 |
| 542,120 | Petri (Sylized) | May 8, 1991 |
| 1,484,506 | Premium Colony (Stylized) | April 12, 1988 |
| 817,501 | Rhineskeller | October 25, 1986 |
| 74/281580 | Rubeo | June 4, 1992 |
| 74/276559 | Ruby Red | May 18, 1992 |
| 74,161967 | Winterchill | April 29, 1991 |
| 1,020,676 | Colony Fireside Port & Design | September 16, 1975 |
| 311,358 | Winterchill | February 14, 1986 |
| 0399703 | MOGEN DAVID | January 26, 1943 |
| 0558784 | MOGEN DAVID | May 13, 1952 |
| 0643976 | MD | April 9, 1957 |
| 0876689 | MD 20 20 | September 9, 1969 |
| 1062418 | LIGHTNING CREEK | March 29, 1977 |
| 1874109 | MAD DOG | January 17, 1995 |

**Franzia Winery L.P./Franzia Winery, LLC's Trademarks, also include the trademarks listed on Schedule I attached to this Exhibit A.**

# EXHIBIT A
to
# MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT
Dated as of April 30, 2002

| U.S. TRADEMARK REGISTRATION NUMBER | TRADEMARK | REGISTRATION DATE |
|---|---|---|
| FOR FRANZIA WINERY, L.P./FRANZIA WINERY, LLC | | |
| 77638 | 20/20/California Shake | June 25, 1985 |
| 76/378021 | 7/52 | March 4, 2002 |
| 2,440,757 | Almondage | April 3, 2001 |
| 086566 | Alpinello | January 14, 1988 |
| 1,509,503 | Alpinello | October 18, 1988 |
| 76/260241 | Austin Vale | May 17, 2001 |
| 2,106,321 | Autumn Zinfandel | October 21, 1997 |
| 2,356,527 | Brisa Del Mar | June 13, 2000 |
| 1,026,355 | Canto Mountain | December 2, 1975 |
| 76/314016 | Chateau Neaudeauz | September 10, 2001 |
| 76/239716 | Cloud Chaser | April 12, 2001 |
| 1,684,615 | Coastal Classic | April 28, 1992 |
| 1,364,823 | Corbett Canyon | October 8, 1985 |
| 78/089338 | Costa Vera | October 19, 2001 |
| 75/333904 | Crème de la Crème | July 31, 1997 |
| 2,499,539 | Crysta | October 23, 2001 |
| 2,292,035 | Design (Bottle Large) | November 16, 1999 |
| 2,284,607 | Design (Bottle Small) | October 12, 1999 |
| 76/242954 | Forbidden City | April 17, 2001 |
| 2,287,687 | Foxhorn | October 19, 1999 |
| 1,400,603 | Franzia | July 8, 1986 |
| 1,026,940 | Franzia Brothers | December 9, 1975 |
| 2,041,841 | Freshtap | March 4, 1997 |
| 2,065,366 | Island Colony | May 27, 1997 |
| 76/374616 | Let Generosity Prevail | February 22, 2002 |
| 2,358,696 | Lyrica | June 13, 2000 |
| 70384 | Marcel | August 3, 1983 |
| 76/350187 | Mistrane | December 18, 2001 |
| 78/097992 | North Bridge | December 10, 2001 |
| 1,337,074 | North Mountain | May 21, 1985 |
| 2,493,806 | Oakleaf | October 2, 2001 |
| 2,504,163 | Rhineflur | November 6, 2001 |
| 2,466,199 | Silverbirch | July 3, 2001 |
| 2,118,370 | Smart Tap | December 2, 1997 |
| 2,116,812 | Smart Tap | November 25, 1997 |
| 76/320345 | Smartcork | October 1, 2001 |
| 75/933023 | Songbird | March 2, 2000 |
| 1,010,030 | Summit | May 6, 1975 |

| | | |
|---|---|---|
| 1,212,654 | Summit & Design | October 12, 1982 |
| 502,885 | Tribuno | October 12, 1988 |
| 1,341,382 | Tribuno International Style & Design | June 11, 1985 |
| 78/096090 | Vinergy | November 30, 2001 |
| 2,525,687 | Vista Point | January 1, 2002 |
| 76/378020 | Wine for a Vertical World | March 4, 2002 |
| 59080 | Wine Tap | February 1, 1989 |
| 1,156,002 | Wine Tap | May 26, 1981 |
| 1,308,275 | Winterchill | December 4, 1984 |
| 53175 | Yosemite Road | May 20, 1985 |
| 1,031,662 | Yosemite Road | January 27, 1976 |

**SCHEDULE I**

# TRADEMARK LIST - GLEN ELLEN

| COUNTRY | MARK | APPLICATION OR REGISTRATION NO. | STATUS | CURRENT RECORD TITLE OWNER* |
|---|---|---|---|---|
| Austria | GLEN ELLEN – Word Block Letters | Reg. # 137375 | Registered | Guinness UDV North America, Inc. |
| Benelux | GLEN ELLEN – Word Block Letters | Reg. # 469803 | Registered | UDV North America, Inc. |
| Brazil | GLEN ELLEN | App. # 823576450 | Pending | IDV North America, Inc. |
| Brazil | GLEN ELLEN Label | App. # 823576434 | Pending | IDV North America, Inc. |
| Brazil | GLEN ELLEN – Word Block Letters | App. # 822139685 | Pending | IDV North America, Inc. |
| California | GLEN ELLEN | Reg. # 65943 | Registered | IDV North America, Inc. |
| Canada | GLEN ELLEN – Design | App. # 1116454 | Pending | Guinness UDV North America, Inc. |
| Canada | GLEN ELLEN –Label | App. # 1055604 | Pending | Guinness UDV North America, Inc. |
| Canada | GLEN ELLEN –Word Block Letters | App. # TMA406955 | Registered | Guinness UDV North America, Inc. |
| China P.R. | GLEN ELLEN –Label | Reg. # 1189237 | Registered | Heublein, Inc. |
| China P.R. | GLEN ELLEN –Word Block Letters | Reg. # 1167586 | Registered | Heublein, Inc. |
| Community Trademark | GLEN ELLEN –Label | Reg. # 000292862 | Registered | Guinness UDV North America, Inc. |
| Community Trademark | GLEN ELLEN –Label | App. # 001736438 | Pending | UDV North America, Inc. |
| Community Trademark | GLEN ELLEN | App. # 2343697 | Pending | Guinness UDV North America, Inc. |
| Community Trademark | GLEN ELLEN (Stylized) | App. # 2343747 | Pending | Guinness UDV North America, Inc. |
| Cuba | GLEN ELLEN –Label | Reg. #128,418 | Registered | IDV North America, Inc. |
| Denmark | GLEN ELLEN Word Block Letters | Reg. # VR 01252 1992 | Registered | Guinness UDV North America, Inc. |
| Finland | GLEN ELLEN –Word Block Letters | Reg. # 113609 | Registered | Guinness UDV North America, Inc. |
| France | GLEN ELLEN – Stylized Word | Reg. # 1509055 | Registered | Guinness UDV North America, Inc. |
| Germany | GLEN ELLEN –Word Block Letters | Reg. # 1156926 | Registered | UDV North America, Inc. |
| Greece | GLEN ELLEN –Word Block Letters | Reg. # 96845 | Registered | UDV North America, Inc. |
| Hong Kong | GLEN ELLEN –Word Block Letters | Reg. # 9081/97 | Registered | Guinness UDV North America, Inc. |
| Hong Kong | GLEN ELLEN – Label (Series) | App. #9743/2000 | Pending | Guinness UDV North America, Inc. |
| Ireland | GLEN ELLEN –Word Block Letters | Reg. # 136888 | Registered | Guinness UDV North America, Inc. |
| Italy | GLEN ELLEN –Word Block Letters | Reg. # 600204 | Registered | UDV North America, Inc. |
| Jamaica | GLEN ELLEN –Word Block Letters | Reg. # B24285 | Registered | Heublein, Inc. |
| Japan | GLEN ELLEN | App. # 2001088797 | Pending | Guinness UDV North America, Inc. |
| Japan | GLEN ELLEN Label | App. # 2001088798 | Pending | Guinness UDV North America, Inc. |
| Japan | GLEN ELLEN – Label (Series of 4) | Reg. # 2401680 | Registered | UDV North America, Inc. |

**SCHEDULE I**

| COUNTRY | MARK | APPLICATION OR REGISTRATION NO. | STATUS | CURRENT RECORD TITLE OWNER* |
|---|---|---|---|---|
| Japan | GLEN ELLEN – Label (Series of 4) | App. # 2000-44064 | Pending | Guinness UDV North America, Inc. |
| Korea, North | GLEN ELLEN | App. # 23831 | Pending | Guinness UDV North America, Inc. |
| Korea, North | GLEN ELLEN Label | App. # 23832 | Pending | Guinness UDV North America, Inc. |
| Korea, Republic of | GLEN ELLEN | App. # 40200137049 | Pending | Guinness UDV North America, Inc. |
| Korea, Republic of | GLEN ELLEN Label | App. # 40200137051 | Pending | Guinness UDV North America, Inc. |
| Malaysia | GLEN ELLEN – Word Block Letters | Reg. # 90/03167 | Registered | Heublein, Inc. |
| Nigeria | GLEN ELLEN – Word Block Letters | Reg. # 50553 | Registered | UDV North America, Inc. |
| Norway | GLEN ELLEN Label | App. # 200109926 | Pending | Guinness UDV North America, Inc. |
| Norway | GLEN ELLEN – Word Block Letters | Reg. # 143007 | Registered | UDV North America, Inc. |
| Panama | GLEN ELLEN | App. # 117859 | Pending | Guinness UDV North America, Inc. |
| Panama | GLEN ELLEN Label | App. # 117858 | Pending | Guinness UDV North America, Inc. |
| Philippines | GLEN ELLEN | App. # 420010006237 | Pending | Guinness UDV North America, Inc. |
| Philippines | GLEN ELLEN Label | App. # 420010006239 | Pending | Guinness UDV North America, Inc. |
| Portugal | GLEN ELLEN – Word Block Letters | Reg. # 264595 | Registered | UDV North America, Inc. |
| Singapore | GLEN ELLEN | App. # T01131181 | Pending | Guinness UDV North America, Inc. |
| Singapore | GLEN ELLEN – Label (Series of 4) | App. # T00/06854H | Pending | UDV North America, Inc. |
| Singapore | GLEN ELLEN – Word Block Letters | Reg. # T89/05904G | Registered | UDV North America, Inc. |
| Spain | GLEN ELLEN | Reg. # 1569052 | Registered | UDV North America, Inc. |
| Sweden | GLEN ELLEN – Word Block Letters | Reg. # 225645 | Registered | Guinness UDV North America, Inc. |
| Switzerland | GLEN ELLEN (Stylized) | App. # 084522001 | Pending | Guinness UDV North America, Inc. |
| Switzerland | GLEN ELLEN – Word Block Letters | Reg. # 375134 | Pending | UDV North America, Inc. |
| Taiwan | GLEN ELLEN – Word Block Letters | Reg. # 503472 | Registered | UDV North America, Inc. |
| Thailand | GLEN ELLEN Label | App. # 47169 | Pending | Guinness UDV North America, Inc. |
| Thailand | GLEN ELLEN –Word Block Letters | Reg. # 154999 | Registered | Heublein, Inc. |
| United States | GLEN ELLEN –Label | App. # 76/070481 | Pending | Guinness UDV North America, Inc. |
| United States | GLEN ELLEN – Stylized Word | Reg. # 1793811 | Registered | Guinness UDV North America, Inc. |
| United States | GLEN ELLEN – Stylized Word | Reg. # 1260618 | Registered | Guinness UDV North America, Inc. |
| United States | GLEN ELLEN –Word Block Letters | Reg. # 1558361 | Registered | Guinness UDV North America, Inc. |
| United States | SEVEN REGIONS COLLECTION - Word Block Letters | App. # 78/072019 | Pending | Guinness UDV North America, Inc. |

**SCHEDULE I**

## TRADEMARK LIST - M.G. VALLEJO

| COUNTRY | MARK | APPLICATION OR REGISTRATION NO. | STATUS | CURRENT RECORD TITLE OWNER* |
|---|---|---|---|---|
| Australia | M.G. VALLEJO - Word Block Letters | Reg. # 552576 | Registered | Guinness UDV North America, Inc. |
| Austria | M.G. VALLEJO - Word Block Letters | Reg. # 138370 | Registered | Guinness UDV North America, Inc. |
| Benelux | M.G. VALLEJO - Word Block Letters | Reg. # 497826 | Registered | UDV North America, Inc. |
| Canada | M.G. VALLEJO - Word Block Letters | Reg. # TMA372393 | Registered | Guinness UDV North America, Inc. |
| Denmark | M.G. VALLEJO - Word Block Letters | Reg. # VR 06079 1992 | Registered | UDV North America, Inc. |
| France | M.G. VALLEJO - Word Block Letters | Reg. # 1509054 | Registered | Guinness UDV North America, Inc. |
| Germany | M.G. VALLEJO - Word Block Letters | Reg. # 2010777 | Registered | UDV North America, Inc. |
| Hong Kong | M.G. VALLEJO - Word Block Letters | Reg. # B4274/91 | Registered | Guinness UDV North America, Inc. |
| Japan | M.G. VALLEJO - Word Block Letters | Reg. # 2357234 | Registered | UDV North America, Inc. |
| Korea, South | M.G. VALLEJO - Word Block Letters | Reg. # 224235 | Registered | Guinness UDV North America, Inc. |
| Mexico | M.G. VALLEJO - Word Block Letters | Reg. # 383075 | Registered | Heublein, Inc. |
| Norway | M.G. VALLEJO - Word Block Letters | Reg. # 155599 | Registered | Heublein, Inc. |
| Switzerland | M.G. VALLEJO - Word Block Letters | Reg. # 373655 | Registered | UDV North America, Inc. |
| Taiwan | M.G. VALLEJO - Word Block Letters | App. # 90002639 | Pending | UDV North America, Inc. |
| Thailand | M.G. VALLEJO - Word Block Letters | Reg. # 155714 | Registered | Heublein, Inc. |
| United States | M.G. VALLEJO - Word Block Letters | Reg. # 1913670 | Registered | Guinness UDV North America, Inc. |
| United States | M.G. VALLEJO - Word Block Letters | Reg. # 1458869 | Registered | Guinness UDV North America, Inc. |

* Record title owner as of March 15, 2002. Name changes to Diageo North America, Inc. are in the process of being recorded, and some may have already been recorded.