

01-27-2003

1-22-03

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

102342950

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
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other limited liability company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Wells Fargo Bank, National Assoc.
Internal Address: MAC # 0188-200
Street Address: 111 Sutter St., 20th Fl.
City: San Francisco State: CA Zip: 94104
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other National Banking Assoc.
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other corrected nature of conveyance
document reel/frame 1685/0457
Execution Date: October 15, 1997

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See attached
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Melville Owen, Esq.
Internal Address: 19th Floor
Owen Wickersham & Erickson, P.C.
Street Address: 455 Market Street
City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved: 46
7. Total fee (37 CFR 3.41) \$ 1,165.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: N/A
(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.
Melville Owen, Esq.
Name of Person Signing
Signature
Date: Jan 24 2003

Total number of pages including cover sheet, attachments, and document: 10

01/27/2003 TDIAZ1 00000249 1782203
40.00 OP
1125.00 OP

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

TRADEMARK
REEL: 002600 FRAME: 0912

U.S. Trademark  
Registration Number

Trademark

Registration Date

FOR FRANZIA WINERY L.P.

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 (Stylized)	May 8, 1991
1,484,506	Premium Colony (Stylized)	April 12, 1988
817,501	Rhineskeller	October 25, 1986

TRADEMARK  
REEL: 1685 FRAME: 0458

TRADEMARK  
REEL: 002600 FRAME: 0913

74/281580	Rubeo	June 4, 1992
74/276449	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

**FOR THE WINE GROUP, LTD.**

77638	20/20/California Shake	June 25, 1985
086566	Alpinello	January 14, 1988
1,509,503	Alpinello	October 18, 1988
1,026,355	Carto Mountain	December 2, 1975
1,400,603	Franzia	July 8, 1986
1,026,940	Franzia Brothers	December 9, 1975
70384	Marcel	August 3, 1983
1,337,074	North Mountain	May 21, 1985
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
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

TRADEMARK  
REEL: 1685 FRAME: 0459

TRADEMARK  
REEL: 002600 FRAME: 0914

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

TRADEMARK  
REEL: 1685 FRAME: 0460

TRADEMARK  
REEL: 002600 FRAME: 0915

02-13-1998

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
COVER SHEET ONLY

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FEB 02 1998



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Tab settings

To the Honorable Commission.

1 the attached documents or copy thereof

1. Name of conveying party(ies):  
FRANZIA WINERY, LLC

2. Name and address of receiving party(ies)

Name Wells Fargo Bank, National Association  
Internal Address MAC # 0188-200  
Street Address 111 Sutter Street, 20th Floor  
City San Francisco State CA ZIP 94104

- Individual(s)
  - General Partnership
  - Corporation-State
  - Other limited liability company
- Association
  - Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other national banking association

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date October 15, 1997

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

A. Trademark Application No(s)

B. Trademark Registration No(s)

See Attached.

Additional papers attached?  Yes  No

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

6. Total number of applications and registrations involved

46

Name Pat Frazier

Internal Address MAC #0188-200

7. Total fee (in dollars)

1165.00

Enclosed

Authorized to be charged to deposit account

Wells Fargo Bank, National Bank

Street Address 111 Sutter Street, 20th Floor

8. Deposit account number

City San Francisco State CA ZIP 94104

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 and correct copy of the original document

Pat Frazier

Name of Person Signing

*Pat Frazier*  
Signature

January 26, 1998  
Date

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments, Room 3000  
Washington, D.C. 20231

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6702 JAN 22 1998

MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT

THIS MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT (this "Modification") is entered into as of October 15, 1997, by and between FRANZIA WINERY, LLC, SUCCESSOR-BY-MERGER TO FRANZIA WINERY, L.P. ("Debtor"), and WELLS FARGO BANK, NATIONAL ASSOCIATION as agent (in such capacity, "Agent") for the Lenders from time to time parties to the Credit Agreement dated as of October 15, 1997, among Debtor, Mogen David Wine Corporation, The Wine Group, Inc., Lenders and Agent (as amended, modified or supplemented from time to time, the "Credit Agreement").

RECITALS

WHEREAS, Lenders have extended or will hereafter extend credit to Debtor, and to secure their obligations to Lender and Agent, Debtor has executed various agreements, including without limitation, that Continuing Security Agreement dated as of December 3, 1993, covering among other items, various proprietary rights and trademarks (which security agreement, together with any and all amendments and modifications thereto from time to time entered into, and any security agreements at any time hereafter executed in replacement and/or in substitution thereof and/or in addition thereto, shall be referred to herein as the "Security Agreement"); and

WHEREAS, Debtor and Agent have further clarified and declared their respective rights and obligations with regard to certain collateral in the Trademark Mortgage Agreement dated December 3, 1993 (the "Agreement") and recorded with the United States Patent and Trademark Office and elsewhere;

WHEREAS, Debtor has merged with Franzia Winery L.P. and is the resulting entity;

WHEREAS, Mogen David Wine Corporation has assigned various trademarks to Debtor and Debtor wishes to assign those trademarks listed on Exhibit B attached hereto to Agent;

WHEREAS, Agent and Debtor have agreed to modify the Agreement 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 agree that the Agreement is hereby modified as follows:

1. The Debtor's name in the first paragraph of the Agreement is hereby changed to Franzia Winery, LLC.

2. All references in the Agreement to the Continuing Security Agreement dated December 3, 1993 shall be deemed references to the Security Agreement dated October 15, 1997 which replaces and supersedes the Security Agreement dated December 3, 1993.

3. This Modification applies to the trademarks listed on Exhibits A and B attached hereto and incorporated herein by this reference.

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

5. Debtor hereby certifies that, as of the date of this Modification, there exists no Event of Default as defined in the Note, 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 Modification to be executed as of the day and year first written above.

WELLS FARGO BANK,  
NATIONAL ASSOCIATION,  
as Agent

By: [Signature]  
Title: V.P.

FRANZIA WINERY, LLP  
SUCCESSOR-BY-MERGER TO  
FRANZIA WINERY, L.P.

By: Wine Holdings Group, Inc.  
Co-Manager

By: [Signature]  
Paul Flowers  
Secretary

By: The Wine Group, Inc.  
Operating Manager

By: [Signature]  
Jim Hage  
Vice President - Finance

EXHIBIT A  
to  
MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT  
Dated as of October 15, 1997



<u>U.S. Trademark Registration Number</u>	<u>Trademark</u>	<u>Registration Date</u>
<b>FOR FRANZIA WINERY L.P.</b>		
1,782,203	Bushberry	July 13, 1993
513,080	Bravo (Stylized)	August 2, 1989
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817,501	Rhineskeller	October 25, 1986

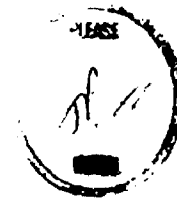


74/281580	Rubeo	June 4, 1992
74/276449	Ruby Red	May 18, 1992
74/161967	Winterchill	April 29, 1991
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1,341,382	Tribuno International Style & Design	June 11, 1985
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1,156,002	Wine Tap	May 26, 1981
1,308,275	Winterchill	December 4, 1984
53175	Yosemite Road	May 20, 1985
1,031,662	Yosemite Road	January 27, 1976

EXHIBIT B  
to  
MODIFICATION OF TRADEMARK MORTGAGE AGREEMENT  
Dated as of October 15, 1997



<u>U.S. Trademark Registration Number</u>	<u>Trademark</u>	<u>Registration Date</u>
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0558784	MOGEN DAVID	May 13, 1952
0643976	MD	April 9, 1957
0876689	MD 20 20	September 9, 1969
1062418	LIGHTNING CREEK	March 29, 1977
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