

01-28-2003



102344104

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

1. Name of conveying party(ies):

Sterling Vineyards, Inc.
(a Delaware corporation)

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

Joseph E. Seagram & Sons, Inc.
800 Third Ave.
New York, NY 10022

3. Nature of conveyance:

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

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Indiana
- Other: a Canadian corporation

Execution Date: September 26, 2002

Effective Date: October 1, 2002

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s): Please see attached schedule.

B. Trademark Registration No.(s): Please see attached schedule.

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

Carole R. Klein
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, D.C. 20004

Telephone: 202-739-5517
Facsimile: 202-739-3001
E-Mail: cklein@morganlewis.com

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41) Cal. $1 \times \$40.00 = \$ 40.00$
 $10 \times \$25.00 = \$ 250.00$
 Expedited fee = \$ 120.00
 Total \$ 410.00

Authorized to charge overpayments/deficiencies to deposit account.

8. Deposit account number: DA 13-4520

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.

Carole R. Klein
Name of Person Signing

Carole R. Klein
Signature

January 22, 2003
Date

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

01/28/2003 TDIAZI 00000103 2105481

01 FC:8521	40.00 OP
02 FC:8522	250.00 OP
03 FC:8524	120.00 OP

Schedule

Mark	App. No	Filing Date	Reg. No	Reg. Date
PLANT THE PLANET STERLING VINEYARDS	75/188881	28-Oct-96	2105481	14-Oct-97
STERLING COLLECTIONS	74/279601	29-May-92	1826761	15-Mar-94
STERLING COLLECTIONS	74/314768	17-Sep-92	1816459	11-Jan-94
STERLING VINEYARDS	73/342023	15-Dec-81	1243050	21-Jun-83
STERLING VINEYARDS LABEL	73/023204	3-Jun-74	1028081	23-Dec-75
STERLING VINEYARDS RESERVE	75/110929	28-May-96	2126252	30-Dec-97
STERLING VINTNER'S COLLECTION	75/757243	21-Jul-99	2466476	3-Jul-01
SVR Design	75/110921	28-May-96	2120526	9-Dec-97
SVR STERLING VINEYARDS RESERVE Plus Design	75/110922	28-May-96	2126251	30-Dec-97
TESSERA	74/69991	11-Jul-95	2095676	9-Sep-97
WINERY LAKE	78/148058	26-Jul-02		

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

JOSEPH E. SEAGRAM & SONS, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

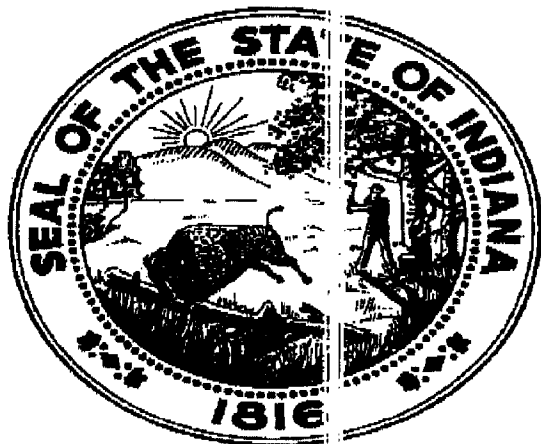
STERLING VINEYARDS, INC.

a(n) Delaware Non-Qualified Foreign Corporation

merged with and into the surviving entity:

JOSEPH E. SEAGRAM & SONS, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, October 01, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 30, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

193027-050 / 2002100181569

ARTICLES OF MERGER

OF

STERLING VINEYARDS, INC.
a Delaware corporation

WITH AND INTO

JOSEPH E. SEAGRAM & SONS, INC.
an Indiana corporation

**APPROVED
&
FILED**

INDIANA SECRETARY OF STATE

**RECEIVED
CORPORATIONS DIV.
02 SEP 30 AM 11:42
SUE ANNE GILROY**

The undersigned corporations, desiring to effect a merger, set forth the following facts:

ARTICLE I

Surviving Corporation

The name of the corporation surviving the merger is Joseph E. Seagram & Sons, Inc. (the "Surviving Corporation"), an Indiana corporation. The name of the Surviving Corporation will not change as a result of the merger.

ARTICLE II

Merging Corporation

The name of the corporation merging into the Surviving Corporation is Sterling Vineyards, Inc. (the "Merging Corporation"), a Delaware corporation.

ARTICLE III

Plan of Merger

The Agreement and Plan of Merger of the Merging Corporation into the Surviving Corporation (the "Plan of Merger") is attached hereto as "Annex A" and made a part hereof.

ARTICLE IV

Effective Time

The merger shall become effective at 12:00:01 a.m., Eastern Daylight Time, on October

**RECEIVED
CORPORATIONS DIV.
02 SEP 30 AM 11:42
SUE ANNE GILROY**

ARTICLE V
Manner of Adoption and Vote

Section 1. Action by Surviving Corporation. The Board of Directors of the Surviving Corporation approved the Plan of Merger by written consent dated as of September 26, 2002. Pursuant to Indiana Code § 23-1-40-4, approval of the Plan of Merger by the shareholders of the Surviving Corporation is not required.

Section 2. Action by Merging Corporation. The Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation. The Board of Directors of the Merging Corporation approved the Plan of Merger by a written consent dated as of September 26, 2002. Pursuant to Delaware Code 8 § 253, approval of the Plan of Merger by the shareholders of the Merging Corporation is not required.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be signed by their duly authorized officers on this 26th day of September, 2002.

JOSEPH E. SEAGRAM & SONS, INC.

By: Deirdre Mahlan
Printed: Deirdre Mahlan
Title: Vice President

STERLING VINEYARDS, INC.

By: _____
Printed: Raymond Chadwick
Title: President

ARTICLE V
Manner of Adoption and Vote

Section 1. Action by Surviving Corporation. The Board of Directors of the Surviving Corporation approved the Plan of Merger by written consent dated as of September 26, 2002. Pursuant to Indiana Code § 23-1-40-4, approval of the Plan of Merger by the shareholders of the Surviving Corporation is not required.

Section 2. Action by Merging Corporation. The Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation. The Board of Directors of the Merging Corporation approved the Plan of Merger by a written consent dated as of September 26, 2002. Pursuant to Delaware Code § 253, approval of the Plan of Merger by the shareholders of the Merging Corporation is not required.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be signed by their duly authorized officers on this 26th day of September, 2002.

JOSEPH E. SEAGRAM & SONS, INC.

STERLING VINEYARDS, INC.

By: _____
Printed: Deirdre Mahlan
Title: Vice President

By: Raymond Chadwick
Printed: Raymond Chadwick
Title: President

ANNEX A

Document1
September 27, 2002 3:46 PM

TRADEMARK
REEL: 002602 FRAME: 0651

**AGREEMENT AND PLAN
OF MERGER OF
STERLING VINEYARDS, INC.
INTO
JOSEPH E. SEAGRAM & SONS, INC.**

THIS AGREEMENT, dated as of September 26, 2002, by and among Joseph E. Seagram & Sons, Inc., an Indiana corporation ("JESS" or the "Surviving Corporation") and Sterling Vineyards, Inc., a Delaware corporation ("Sterling Vineyards" and, together with JESS, the "Constituent Corporations").

WITNESSETH:

WHEREAS, JESS is a corporation duly organized and existing under the laws of the State of Indiana;

WHEREAS, Sterling Vineyards is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, JESS has an authorized capitalization consisting of 250,000 shares of common stock, \$1.00 par value, all of which are issued and outstanding ("JESS Common Stock"), and 129,151.5 shares of 6% non-cumulative preferred shares, of which 120,694 shares are issued and outstanding ("JESS Preferred Stock");

WHEREAS, Sterling Vineyards has an authorized capitalization consisting of 100 shares of common stock, \$1.00 par value, all of which are issued and outstanding ("Sterling Vineyards Common Stock"); and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it desirable, upon the terms and subject to the conditions herein stated, that Sterling Vineyards be merged with and into JESS and that JESS be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

Section 1. Terms

1.1 On the Effective Date (hereinafter defined), Sterling Vineyards shall be merged with and into JESS, with JESS as the surviving corporation (the "Merger").

1.2 Upon the Effective Date:

(a) The then outstanding shares of JESS Common Stock and JESS Preferred Stock shall continue unchanged as the outstanding shares of the Surviving Corporation.

(b) The shares of Sterling Vineyards Common Stock that shall be issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any further action on the part of the holder thereof, be cancelled and cease to exist.

(c) The Surviving Corporation shall thereupon have and hold all of the assets of and assume all of the liabilities and obligations of Sterling Vineyards and thereafter possess all of the rights, privileges, powers and franchises and be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all property and choses in action belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation (not pursuant to contract but by operation of law), all in the manner and to the fullest extent provided by the Delaware General Corporation Law and the Indiana Business Corporation Law.

(d) The assets and liabilities of Sterling Vineyards shall be taken up or continued, as the case may be, on the books of the Surviving Corporation, and the surplus of the Constituent Corporations that was available for the payment of dividends or of other

distributions to shareholders immediately prior to the Merger shall continue to be available to the Surviving Corporation for such payments to the same extent as before the Merger, except as otherwise required by law.

(e) The employees of Sterling Vineyards shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of Sterling Vineyards.

(f) The directors and officers of the Surviving Corporation shall, on and after the Effective Date, be the directors and officers of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and By-Laws of the Surviving Corporation or as otherwise provided by law.

Section 2. Effective Date

The Merger shall become effective at 12:00:01 a.m., Eastern Daylight Time, on October 1, 2002 (such date being herein referred to as the "Effective Date").

Section 3. Articles of Incorporation and By-Laws; Name

3.1 The Articles of Incorporation of JESS in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

3.2 The By-Laws of JESS in effect on the Effective Date shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

3.3 At the Effective Date, the corporate name of the Surviving Corporation shall be "Joseph E. Seagram & Sons, Inc."

Section 4. Amendment and Termination

4.1 At any time prior to the filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware and the articles of merger with the Secretary of State of the State of Indiana, this Agreement may be amended by the Boards of Directors of JESS and Sterling Vineyards to the extent permitted by Delaware law and Indiana law.

4.2 At any time prior to the filing of the aforesaid certificate of ownership and merger with the Secretary of State of the State of Delaware and the articles of merger with the Secretary of State of the State of Indiana, this Agreement may be terminated and abandoned by the Board of Directors of either JESS or Sterling Vineyards.


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IN WITNESS WHEREOF, Joseph E. Seagram & Sons, Inc. and Sterling Vineyards, Inc. have each caused this Agreement to be executed by its President, and attested by its Secretary, all as of the date first above written.

ATTEST:

JOSEPH E. SEAGRAM & SONS, INC.


Keith Wimbush
Secretary

By: 
Deirdre Mahlan
Vice President

ATTEST:

STERLING VINEYARDS, INC.

Keith Wimbush
Secretary

By: _____
Raymond Chadwick
President

IN WITNESS WHEREOF, Joseph E. Seagram & Sons, Inc. and Sterling Vineyards, Inc. have each caused this Agreement to be executed by its President, and attested by its Secretary, all as of the date first above written.

ATTEST:

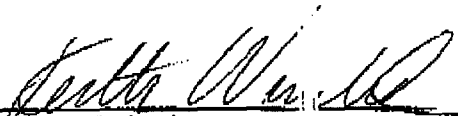
JOSEPH E. SEAGRAM & SONS, INC.

Keith Wimbush
Secretary

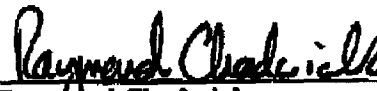
By: _____
Deirdre Mahlan
Vice President

ATTEST:

STERLING VINEYARDS, INC.



Keith Wimbush
Secretary

By: 

Raymond Chadwick
President