

02-19-1999



100967217 COVER SHEET
TRADEMARKS

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

<p>1. Name of conveying party(ies): Ariel Vineyards, Inc.</p>	<p>2. Name and address of receiving party(ies): Name: J. Lohr Winery Corporation Address: 1000 Lenzen Avenue San Jose, California 95126</p>
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3. **Nature of conveyance: Merger**
Execution Date: December 31, 1998

2.16.99

4. **Application number(s) or registration number(s):**
If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)	B. Registration No.(s)
	2,152,725 1,676,037 1,483,748

Additional numbers attached? Yes ___ No X

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Michael K. Bosworth Address: Oppenheimer Wolff & Donnelly LLP 101 Park Center Plaza, Suite 300 San Jose, CA 95113</p>	<p>6. Total number of applications and trademarks involved: 7. Total fee (37 CFR 3.41) \$ 90.00 <u>X</u> Enclosed ___ Authorized to be charged to deposit account</p> <p>8. Deposit Account Number: 02-3964 Charge any fee deficiencies to Dep. Acct 02-3964.</p>
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02/17/1999 DCOATES 00000114 2152725
01 FC:481 40.00 DP
02 FC:482 50.00 DP

File Use

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.

<u>Michael K. Bosworth</u> Name of Person Signing	 Signature	<u>12 Feb 99</u> Date
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Total number of pages including cover sheet, attachments and document: 3

CERTIFICATE OF OWNERSHIP
MERCING
ARIEL VINEYARDS, INC.
INTO
J. LOHR WINERY CORPORATION

JEROME J. LOHR, President, and CAYATANO DE JESUS, Assistant Secretary, of J. LOHR WINERY CORPORATION, a California Corporation, certify that:

1. J. LOHR WINERY CORPORATION owns all the outstanding stock of ARIEL VINEYARDS, INC., a corporation duly incorporated on April 10, 1985 under the laws of the State of California.

2. The following resolutions were adopted by a majority of the Board of Directors of J. LOHR WINERY CORPORATION.

WHEREAS, this corporation owns all of the outstanding stock of ARIEL VINEYARDS, INC.; and

WHEREAS, it is deemed in the best interests of this corporation and its shareholders that this corporation merge ARIEL VINEYARDS, INC. into itself and assume all of its obligations; it is:

RESOLVED, that this corporation merge ARIEL VINEYARDS, INC. into itself as of the effective date of the Certificate of Ownership to be filed pursuant to Section 1110 of the California Corporations Code, and assume all obligations of the merged corporation.

RESOLVED FURTHER, that the President and Assistant Secretary of this corporation are directed to execute and file a Certificate of Ownership pursuant to Section 1110 of the California Corporation Code and to take such further actions as may be necessary or proper to accomplish such merger.

3. Said resolutions were adopted at a special meeting of the Board of Directors of this corporation on December 31, 1998 at the office of the president, at 2021 The Alameda, San Jose, California. This corporation has three directors and a majority of them were present and said resolutions were adopted by the vote of all members of the Board that were present at the meeting.

4. The following resolution was adopted by the board of directors of ARIEL VINEYARDS, INC.:

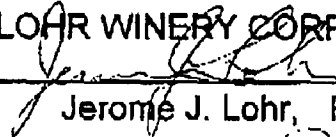
WHEREAS, 100% of the outstanding shares of this corporation are owned by J.

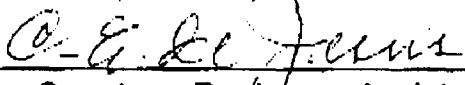
LOHR WINERY CORPORATION, a California Corporation; and

WHEREAS, on December 31, 1998 the Board of Directors of J. LOHR WINERY CORPORATION adopted a resolution for the merger of ARIEL VINEYARDS, INC. into J. LOHR WINERY CORPORATION pursuant to Section 1110 of the California Corporations Code; now, therefore, be it

RESOLVED, that this Board of Directors approves of the merger of this corporation into J. LOHR WINERY CORPORATION under the resolution of merger adopted by the Board of Directors of J. LOHR WINERY CORPORATION on December 31, 1998.

J. LOHR WINERY CORPORATION

By 
Jerome J. Lohr, President

By 
Cayatano De Jesus, Assistant Secretary

Verification

Jerome J. Lohr and Cayatano De Jesus say:


They are the President and Assistant Secretary respectively of J. Lohr Winery Corporation, a California corporation.

They have read the foregoing Certificate of Ownership and know the contents thereof.

The same is true of their own knowledge.

Executed on January 27, 1999 1999 at San Jose, Santa Clara, County, California.

We declare under penalty of perjury that the foregoing is true and correct.

 [signature]

Jerome J. Lohr

 [signature]

Cayatano De Jesus