

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Transformation of Limited Company into a Corporation Denominated
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Grupo Osborne, S.L.		06/10/2003	Limited Company: SPAIN

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Grupo Osborne, S.A.
<b>Street Address:</b>	Fernan Caballero, 7 11.500 El Puerto de Santa Maria
<b>City:</b>	Cadiz
<b>State/Country:</b>	SPAIN
<b>Entity Type:</b>	CORPORATION: SPAIN

<b>PROPERTY NUMBERS Total: 15</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	75136642	OSBORNE
Serial Number:	75137984	
Serial Number:	76216048	BRANDY DE JEREZ SOLERA VETERANO CASA FUNDADA EN 1772 LLE OSBORNE 36% VOL. EMB. NO. 197-CA R. EXP. 126
Registration Number:	2676564	SOLAZ
Serial Number:	76244097	THE PASSION OF SPAIN
Serial Number:	76281406	SENORIO DEL CID
Serial Number:	76261162	SOLAZ OSBORNE 1999 80% TEMPRANILLO 20% CABERNET SAUVIGNON PRODUCT OF SPAIN CASA FUNDADA EN 1772 VINO DE LA TIERRA DE CASTILLA PRODUCED & BOTTLED BY OSBORNE SELECCION S.A. MALPICA DE TAJO, TOLEDO, R. E. 47-LR, CP 26370, SPAIN. 750 ML ALC. 125% BY VOL.
Registration Number:	0091908	DUFF GORDON
Registration Number:	0426555	NO. 28 SHERRY
Registration Number:	0674011	OSBORNE
Registration Number:	0675117	OSBORNE
Registration Number:	0680136	VETERANO

OP \$390.00 75136642

Registration Number:	1137517	OSBORNE MAGNO PUERTO DE SANTA MARIA BRANDY CASA FUNDATA EN 1772
Registration Number:	1192629	MAGNO
Registration Number:	1462167	COQUINERO

**CORRESPONDENCE DATA**

Fax Number: (303)863-8820  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 303-863-8818  
Email: davidaweinstein@qwest.net  
Correspondent Name: David A. Weinstein  
Address Line 1: 1600 Broadway  
Address Line 2: Suite 2600  
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	GRUPO OSBORNE S.A.
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**DOMESTIC REPRESENTATIVE**

Name: David A. Weinstein  
Address Line 1: 1600 Broadway  
Address Line 2: Suite 2600  
Address Line 4: Denver, COLORADO 80202

NAME OF SUBMITTER:	David A. Weinstein
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**Total Attachments: 9**

source=Corporate transformation p1#page1.tif  
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PAYMENT OFFICE OF  
PUERTO SANTA MARIA (Cádiz)  
JUNE 10, 2003  
Filed with number 12704

**TRANSFORMATION OF LIMITED COMPANY INTO A CORPORATION  
DENOMINATED:**

**“GRUPO OSBORNE, S.A.”**

Protocol no.: 1,565

Date: June 2, 2003

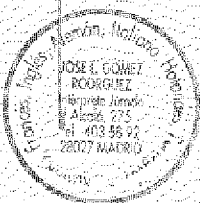
Payment of the cost of publication of  
the BORME (*Official Bulletin of the  
Mercantile Register*)(Article [illegible],  
RRM (*Rules of the Mercantile  
Register*) CADIZ.) paid as of today's  
date:  
180  
JUNE 16, 2003

**Antonio Manuel Torres Domínguez**

**Notary**

Mercantile Register of Cádiz  
GRUPO OSBORNE SL  
Filing: 1/127/1.549 Page: 250  
Prot.: 2003/1565/N/02/06/2003  
Date: 16/06/2003 Time: 11:50  
Entry no.: 1/2003/5,213.0  
Pres: ANELO SERRANO, MARIA DOLORES- 956869083

Plaza Juan de la Cosa, 2- 1º.- Tel. 956 872511- Fax 956 873102  
11500 El Puerto de Santa María (Cádiz)



**TRADEMARK  
REEL: 002977 FRAME: 0031**

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[Stamp- 0.15 €]

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03/2003

**ANTONIO MANUEL TORRES DOMINGUEZ**  
NOTARY

Plaza Juan de la Cosa 2, 1º  
TEL. (956) 872511- FAX: (956) 873102  
11500 El Puerto de Santa Maria (Cádiz)

=====

**TRANSFORMATION OF LIMITED COMPANY INTO A CORPORATION  
DENOMINATED:**

**GRUPO OSBORNE, S.A.”**

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NUMBER ONE THOUSAND FIVE HUNDRED SIXTY-FIVE -----

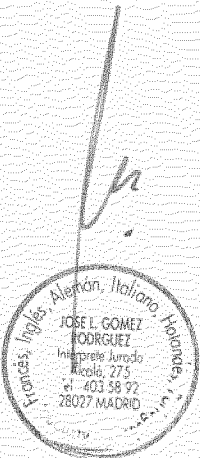
In EL PUERTO DE SANTA MARIA, on June 2, two thousand and three. --

In the presence of myself, ANTONIO MANUEL TORRES  
DOMINGUEZ, Notary of this city, of the Illustrious College of Seville, -----

-----  
**APPEARS**  
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**MR. FERNANDO OSBORNE LENA, NATIONAL  
IDENTIFICATION NUMBER/FISCAL IDENTIFICATION NUMBER  
31,293,313-L, of legal age, married, resident of Barriada del Pilar, Recreo  
Wenceslao.-----**

**INTERVENES on behalf of the Entity denominated “GRUPO  
OSBORNE, S.L.” Fiscal Identification Number B 11 535564, registered in the  
Mercantile Register of this province in volume 1486, page 9, sheet CA-21,487, and  
first registration, whose address in this City is Fernán Caballero 7. It has an**

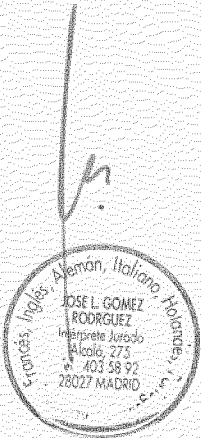


indefinite term and was constituted by deed of incorporation number 3,048, dated October 19, 2001, before the Notary of this City, Mr. José- Ramón Salamero Sánchez Gabriel. He concurs with the exercising of his position as Secretary of the Board of Directors. -----

As per his intervention, he has to my judgment, the legal capacity necessary for formalizing this deed of **REGISTRATION OF RESOLUTION OF TRANSFORMATION** and -----

In the name of **"GRUPO OSBORNE, S.L."**, **READS AND EXECUTES:** -----

1<sup>st</sup> He converts to a public document and registers, with the present deed, the attached articles and resolution, adopted at the **UNIVERSAL SHAREHOLDER'S MEETING** on **JANUARY 29, 2003** and by the **BOARD OF DIRECTORS** on the same date, of **"TRANSFORMATION INTO A CORPORATION, AND OTHER COMPLEMENTARY PARTICULARS"**, resulting from the certification issued by him, with the approval of the President of the Board of Directors, Mr. Tomás Osborne Gamero-Civico, which he gives to me, attached to said articles signed by said Mr. President. I consider the signature of the man appearing before me to be legitimate, as it was placed in my presence, and I also consider the signatures of Mr. President on the certification and Articles to be



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legitimate by comparison thereof with another unquestionable signature appearing in protocol legally in my trust; I incorporate all this, and its text literally documents the act it formalizes. -----

2<sup>nd</sup> The company represented is hereby transformed into a Corporation under the denomination "GRUPO OSBORNE, S.A.", which shall not change its juristic person and will continue subsisting under the new form. It shall be governed by said Articles being registered, approved by the indicated resolution hereby attached. -----

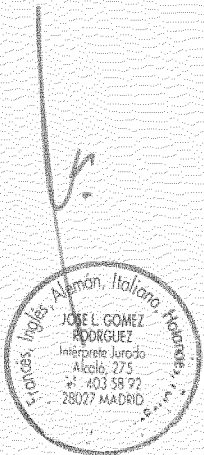
3<sup>rd</sup> He manifests that each share of the Limited Company has been exchanged for one share of the Corporation. -----

4<sup>th</sup> He gives to me and I incorporate a report of "GASSÓ Y CIA, AUDITORES- Censores Jurados de Cuentas, S.L.", with the character of "Independent Expert Report on Non-monetary Equity", dated April 28, 2003. -----

5<sup>th</sup> He manifests that there are no partners with right of separation, as the ---

[Stamp- NOTARY'S OFFICE OF MR. ANTONIO M. TORRES DOMINGUEZ  
Puerto de Santa María]

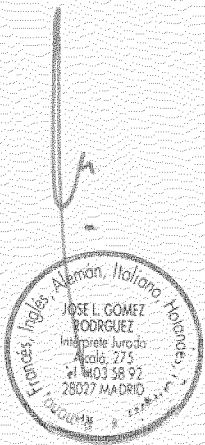
*[Illegible initials]*



resolution was adopted unanimously at the Universal Shareholder's Meeting. -----

6<sup>th</sup> He shows to me, and I return to him for deposit thereof in the Mercantile Register, the Balance Sheet closed out the day prior to the transformation resolution.

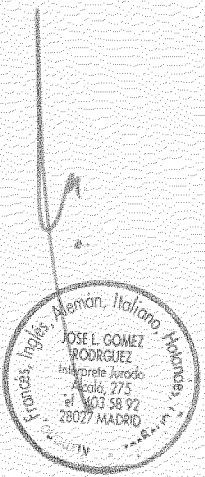
7<sup>th</sup> Shown in the registered resolution are the constitution and appointment of the Administrative Authority, with the designation of positions and delegation of powers, as well as the constitution of the Executive Committee and of the Auditing Committee and compliance. -----



=====  
The signatures and seals of the Executing Parties, and the sign, signature,  
seal and stamp of the authorizing Notary, follow.  
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ATTACHED DOCUMENTS FOLLOW -----

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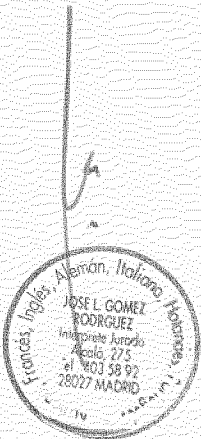


I CERTIFY: IT IS THE FIRST COPY THAT I, JOSE RAMON SALAMERO SANCHEZ-GABRIEL, NOTARY OF THIS CITY, SUBSTITUTING FOR MY FELLOW COLLEAGUE OF RESIDENCE, MR. TORRES, DUE TO AN ACCIDENTAL IMPOSSIBILITY,-----

*[Illegible signature]*

[Stamp- PUBLIC NOTARY CERTIFICATION  
GENERAL COUNCIL OF THE SPANISH NOTARIES  
EUROPEAN NOTARIES  
NIHIL PRIUS FID  
0046569499]

[Stamp- NOTARY'S OFFICE OF MR. ANTONIO M. TORRES DOMINGUEZ  
Puerto de Santa Maria ]



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[Stamp- 0.15 €]

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EXCLUSIVE PAGE FOR  
NOTES OF REGISTERS  
AND PUBLIC OFFICES

The present document is returned to the interested party for having claimed that the act or contract contained therein is exempt from/not subject to Tax. A copy has been filed which is conserved in the Office for checking on the claimed exemption/non-subjection, or for carrying out payment, or payments which, where applicable, are in order.

Puerto de Santa Maria, on JUNE 10, 2003

THE PAYMASTER

P.O.

*[Illegible signature]*

**Mercantile Register of Cádiz**

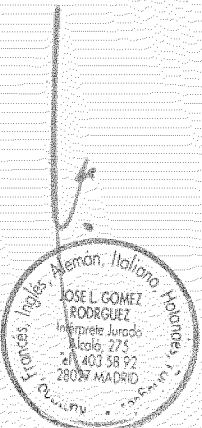
JOSE LEON DE CARRANZA, 20 DUPL.- 11011 CADIZ

GRUPO OSBORNE SA

[Stamp- Mercantile Register of Cadiz

ANA MARIA DEL VALLE HERNANDEZ]

*[Illegible signature]*



TRADEMARK  
REEL: 002977 FRAME: 0038



José Luis Gómez Rodríguez,  
Intérprete jurado de *inglés*,  
certifica que la que antecede  
es traducción *fiel y completa*  
al *inglés* de un  
documento redactado en  
lengua *español*.



En Madrid a *18/11/03*

*[Handwritten signature]*

Jose Luis Gómez Rodríguez, Sworn  
Translator to the English Language,  
does hereby certify that the above is a  
faithful and whole translation into  
English from a document drawn in  
Spanish.

Madrid *11/18/03*

*[Handwritten signature]*