

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GRANDS VINS JEAN CLAUDE BOISSET		02/17/2005	CORPORATION: FRANCE
RECEIVING PARTY DATA			
Name:	LA FAMILLE DES GRANDS VINS ET SPIRITUEUX (FGVS)		
Street Address:	Rue des Freres Montgolfier		
City:	Nuits Saint Georges		
State/Country:	FRANCE		
Postal Code:	21700		
Entity Type:	CORPORATION: FRANCE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2645491	JCB JEAN-CLAUDE BOISSET	
Registration Number:	1041927	AMANDIERES	
Registration Number:	2511793	BOISSET	
Registration Number:	2339684	BOISSET	
Registration Number:	0821243	F. CHAUVENET	
Registration Number:	2303432	BOISSET	
Registration Number:	1549427	JEAN CLAUDE BOISSET	
CORRESPONDENCE DATA			
Fax Number:	(415)457-2822		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(415) 457-2040		
Email:	info@hiaringlaw.com		
Correspondent Name:	Anne Hiaring, Esq.		
Address Line 1:	19 Brookmont		

OP \$190.00 2645491

Address Line 4: San Anselmo, CALIFORNIA 94960-1412

ATTORNEY DOCKET NUMBER:

G&M 1.1

DOMESTIC REPRESENTATIVE

Name: Anne Hiaring, Esq.

Address Line 1: 19 Brookmont

Address Line 4: San Anselmo, CALIFORNIA 94960-1412

NAME OF SUBMITTER:

Anne Hiaring

Signature:

/anne hiaring/

Date:

03/28/2006

Total Attachments: 16

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SA GRANDS VINS JEAN-CLAUDE BOISSET
Rue des Frères Montgolfier
21700 NUITS-SAINT-GEORGES

SAS BOISSET CÔTE-D'OR
Rue des Frères Montgolfier
21700 NUITS-SAINT-GEORGES

PARTIAL ASSET TRANSFER AGREEMENT

**TRANSFER OF THE "WINES- SPIRITS AND SPARKLING
BEVERAGES BUSINESS LINE
FROM
SA GRANDS VINS JEAN-CLAUDE BOISSET
TO
SAS BOISSET CÔTE-D'OR**

PARTIAL ASSET TRANSFER AGREEMENT

**TRANSFER OF THE "WINES- SPIRITS AND SPARKLING
BEVERAGES BUSINESS LINE
FROM
SA GRANDS VINS JEAN-CLAUDE BOISSET
TO
SAS BOISSET CÔTE-D'OR**

BETWEEN THE UNDERSIGNED:

SA GRAND VINS JEAN-CLAUDE BOISSET

a French "société anonyme" with a capital of 48,891.000 FRF, whose head office is situated at rue des Frères Montgolfier in Nuits-Saint-Georges (21700), registered in the Nuits-Saint-Georges Trade and Company Register under number B 300 221 017, also called SA BOISSET,

represented by Mr Jean-Claude BOISSET, .../...

Hereinafter called "SA BOISSET" or "the Contributor"

ON THE ONE HAND

AND

BOISSET CÔTE D'OR

a French "société par actions simplifiée" with a capital of 40,000 euros, whose head office is situated at rue des Frères Montgolfier in Nuits-Saint-Georges (21700), registered in the Beaune Trade and Company Register under number B 433 952 645,

represented by Mr Jean-Claude BOISSET, .../...

Hereinafter called "SAS BOISSET CÔTE D'OR" or "the Beneficiary company"

ON THE OTHER HAND

Hereinafter collectively called "the Parties".

Page 4

NOW, THEREFORE, THE PARTIES DESIGNATED HEREINABOVE HAVE ENTERED THE PARTIAL ASSET TRANSFER AGREEMENT FROM "SA BOISSET" to "SAS BOISSET CÔTE D'OR" AS FOLLOWS:

Page 6

2 – Effective date – Retroactivity

As a consequence of the fact that the effective date of 1 January 2001 shall be chosen for the partial asset transfer, from a legal as well as from a fiscal point of view, .../...

The profits and losses deriving from transactions carried out on these goods and rights between 1 January 2001 and the date of final implementation of the partial transfer shall benefit the Beneficiary company "SAS BOISSET CÔTE D'OR" exclusively.

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Article 3 : ASSETS BROUGHT IN

"SA BOISSET" .../... shall transfer in favour of "SAS BOISSET CÔTE D'OR" .../..., which accepts, all the goods and rights described hereinafter, which form a complete business line likely to be managed separately and self-sufficiently.

.../...

Consequently, since the contribution implies a transfer in full of the above-mentioned business line belonging to the Contributor, .../...

Page 8

1 Fixed assets

1.1 Intangible assets

.../...

- trademarks, patents and related licences

.../...

Page 25

Article 7: SUSPENSIVE CONDITIONS

The present partial asset transfer is granted and accepted under the following suspensive conditions:

- Approval of the agreement and its annexes, and of the contribution provided for therein, on 27 June 2001, by the Joint General Meeting of Shareholders of "SA BOISSET";

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.../...

3 Formalities

- "SAS BOISSET CÔTE D'OR" shall generally comply with all the required formalities so that the transfer of goods and rights in its favour may be asserted against third parties.

Page 31

DRAWN UP IN 9 COPIES (.../...)

IN NUIITS SAINT GEORGES

ON 10 April 2001

THE CONTRIBUTOR
SA BOISSET
Mr Jean-Charles BOISSET

THE BENEFICIARY COMPANY
SAS BOISSET CÔTE D'OR
Mr Jean-Claude BOISSET

TRADEMARKS TRANSFERRED TO SAS BOISSET COTE D'OR on 31/12/2000

Key to the table

Marque/Modèle	Trademark/Design
Classe	Class
Enregistrement/ renouvellement	Registration/ renewal
N° d'enregistrement	Registration number
Territoire protégé	Territory of protection

Partial translation

**SA GRANDS VINS JEAN-CLAUDE BOISSET
SOCIETE ANONYME WITH A CAPITAL OF 48,891,000 FRANCS
HEAD OFFICE: rue des Frères Montgolfier
21700 NUITS SAINT GEORGES
NUITS SAINT GEORGES Trade Register Nr B 300 221 017
SIRET Nr: 300 221 017 00027 – APE 513 J**

**JOINT GENERAL MEETING
DATED 27 JUNE 2001**

.../...

Mr Chairman points out that the members are gathered in order to deliberate on the following agenda:

.../...

II – EXTRAORDINARY ITEMS

.../...

- ❖ Partial asset transfer

.../...

NINTH RESOLUTION (partial asset transfer)

The general meeting, having heard the report of the Board of Directors and in the knowledge of the private deed and its annexes relating to the partial asset transfer, by the company, of its business line consisting in the manufacture and trade of still wines, sparkling wines and spirits:

Accepts and approves all the provisions of this deed, together with the partial asset transfer, .../...

The general meeting notes that the partial asset transfer by the Company shall only be finally implemented at the end of the extraordinary general meeting of shareholders of BOISSET COTE D'OR, approving said transfer, and carrying out the correlative capital increase up to 5,991,700 Euros, said meeting being due to be held today.

.../...

Partial translation

**SAS BOISSET CÔTE D'OR
SOCIETE ANONYME PAR ACTIONS SIMPLIFIEE
WITH A CAPITAL OF 40,000 EUROS
HEAD OFFICE: rue des Frères Montgolfier
21700 NUITS SAINT GEORGES
BEAUNE Trade Register Nr B 433 952 645**

**JOINT GENERAL MEETING
DATED 27 JUNE 2001**

.../...

Mr Chairman puts the following at the disposal of the members:

.../...

- the draft partial asset transfer from SA GRANDS VINS JEAN-CLAUDE BOISSET in favour of our company,

.../...

FIFTH RESOLUTION

The extraordinary general meeting, invited to decide on the draft partial asset transfer agreement according to which SA GRANDS VINS JEAN-CLAUDE BOISSET transfers to SAS BOISSET CÔTE D'OR all of its assets connected to the operation of part of its goodwill related to the production and sale of wines, spirits, brandy, alcoholic beverages and other beverages, .../... approves all the provisions of said draft .../...

This resolution is unanimously passed.

.../...

Partial translation

DRAFT MERGER AGREEMENT

BETWEEN THE UNDERSIGNED:

- **Mr Jean Claude BOISSET**, in his capacity as President of **BOISSET COTE D'OR**, a French société par actions simplifiée with a capital of 6,031,700 Euros, whose head office is at Rue des Frères Montgolfier – 21700 NUIITS SAINT GEORGES, registered in the BEAUNE Trade and Company Register under number B 433 952 645, duly empowered for the purposes of these presents,
- **Mr Jean Claude BOISSET**, in his capacity as Director of **S.L.D.B.**, a French société anonyme with a capital of 5,123,250 Euros, whose head office is at Quartier Sommelongue, Route de Serignan – 84100 ORANGE, registered in the CARPENTRAS Trade and Company Register under number B 600 200 802, duly empowered for the purposes of these presents by virtue of a deliberation of the Board of Directors dated 15 February 2005,
- **Mr Jean Claude BOISSET**, in his capacity as General Manager of **SA GRANDS VINS JEAN CLAUDE BOISSET**, itself President of **J. MOREAU ET FILS**, a French société par actions simplifiée with a capital of 2,400,000 Euros, whose head office is at Route d'Auxerre – 89800 CHABLIS, registered in the AUXERRE Trade and Company Register under number B 303 815 211, duly empowered for the purposes of these presents,
- **Mr Philippe BARDET**, in his capacity as President of **MOMMESSIN SAS**, a French société par actions simplifiée with a capital of 2,734,048 Euros, whose head office is at Le Pont des Samsons – 69430 QUINCIE EN BEAUJOLAIS, registered in the VILLEFRANCHE-TARARE Trade and Company Register under number B 410 541 411, duly empowered for the purposes of these presents,

Hereinafter called "the absorbed companies" or the "contributors"

ON THE ONE HAND

AND

Mr Gilles SEGUIN, in his capacity as Manager of **LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S.**, a French société à responsabilité limitée with a capital of 187,576 Euros, whose head office is at Rue des Frères Montgolfier – 21700 NUIITS SAINT GEORGES, registered in the BEAUNE Trade and Company Register under number B 515 420 305,

Hereinafter called "the absorbing company"

ON THE OTHER HAND

.../...

I – EFFECTIVE DATE – ACCOUNTS USED FOR SETTING THE TERMS AND CONDITIONS OF THE TRANSACTIONS

The effective date of the mergers shall be 1 January 2005.

.../...

IN CONSIDERATION OF THE ABOVE, THE FOLLOWING HAS BEEN AGREED UPON:

.../...

The following merger transactions will therefore take place.

CHAPTER 1: MERGER-CONTRIBUTION OF BOISSET COTE D'OR INTO F.G.V.S.

Mr Jean-Claude BOISSET, in his official capacity, in the name and on behalf of BOISSET COTE D'OR, with a view to the forthcoming merger between that company and F.G.V.S., by way of incorporation of the former into the latter, brings, under ordinary and personal liabilities, and under the following suspensive conditions:

- F.G.V.S., and this is accepted by Mr Gilles SEGUIN, in his official capacity, on behalf of the latter, under the same suspensive conditions,
- all of BOISSET COTE D'OR's assets and liabilities, rights, securities and obligations, without any exception or reservation, including the assets and liabilities resulting from the transactions carried out since 1 January 2005, .../..., bearing in mind that the following list is only enunciative and non-limiting, since the property of BOISSET COTE D'OR is due to be transferred in full to F.G.V.S. in the state in which it shall exist on that date.

I – ASSETS BROUGHT IN

.../...

- all industrial property rights, trademarks, patents which may belong to or benefit BOISSET COTE D'OR. The commercial names are those which appear, in particular, on the enclosed Extract from the Trade Register (**annex 1**) and the details of the trademarks and designs owned by BOISSET COTE D'OR is to be found in **annex 14**.

.../...

CHAPTER 2: MERGER-CONTRIBUTION OF S.L.D.B. INTO F.G.V.S.

Mr Jean-Claude BOISSET, in his official capacity, in the name and on behalf of S.L.D.B, with a view to the forthcoming merger between that company and F.G.V.S., by way of incorporation of the former into the latter, brings, under ordinary and personal liabilities, and under the following suspensive conditions:

- F.G.V.S., and this is accepted by Mr Gilles SEGUIN, in his official capacity, on behalf of the latter, under the same suspensive conditions,
- all of S.L.D.B.'s assets and liabilities, rights, securities and obligations, without any exception or reservation, including the assets and liabilities resulting from the transactions carried out since 1 January 2005, .../..., bearing in mind that the following list is only enunciative and non-limiting, since the property of S.L.D.B. is due to be transferred in full to F.G.V.S. in the state in which it shall exist on that date.

I – ASSETS BROUGHT IN

.../...

- all industrial property rights, trademarks, patents which may belong to or benefit S.L.D.B. The commercial names are those which appear, in particular, on the enclosed Extract from the Trade Register (**annex 2**) and the details of the trademarks and designs owned by S.L.D.B. is to be found in **annex 17**.

.../...

CHAPTER 3: MERGER-CONTRIBUTION OF J. MOREAU ET FILS INTO F.G.V.S.

Mr Jean-Claude BOISSET, in his official capacity, in the name and on behalf of J. MOREAU ET FILS, with a view to the forthcoming merger between that company and F.G.V.S., by way of incorporation of the former into the latter, brings, under ordinary and personal liabilities, and under the following suspensive conditions:

- F.G.V.S., and this is accepted by Mr Gilles SEGUIN, in his official capacity, on behalf of the latter, under the same suspensive conditions,
- all of J. MOREAU ET FILS' assets and liabilities, rights, securities and obligations, without any exception or reservation, including the assets and liabilities resulting from the transactions carried out since 1 January 2005, .../..., bearing in mind that the following list is only enunciative and non-limiting, since the property of J. MOREAU ET FILS is due to be transferred in full to F.G.V.S. in the state in which it shall exist on that date.

I – ASSETS BROUGHT IN

.../...

- all industrial property rights, trademarks, patents which may belong to or benefit J. MOREAU ET FILS. The commercial names are those which appear, in particular, on the enclosed Extract from the Trade

Register (**annex 3**) and the details of the trademarks and designs owned by J. MOREAU ET FILS is to be found in **annex 19**.

.../...

CHAPTER 4: MERGER-CONTRIBUTION OF MOMMESSIN SAS INTO F.G.V.S.

Mr Jean-Claude BOISSET, in his official capacity, in the name and on behalf of MOMMESSIN SAS, with a view to the forthcoming merger between that company and F.G.V.S., by way of incorporation of the former into the latter, brings, under ordinary and personal liabilities, and under the following suspensive conditions:

- F.G.V.S., and this is accepted by Mr Gilles SEGUIN, in his official capacity, on behalf of the latter, under the same suspensive conditions,

- all of MOMMESSIN SAS' assets and liabilities, rights, securities and obligations, without any exception or reservation, including the assets and liabilities resulting from the transactions carried out since 1 January 2005, .../..., bearing in mind that the following list is only enunciative and non-limiting, since the property of MOMMESSIN SAS is due to be transferred in full to F.G.V.S. in the state in which it shall exist on that date.

I – ASSETS BROUGHT IN

.../...

- all industrial property rights, trademarks, patents which may belong to or benefit MOMMESSIN SAS. The commercial names are those which appear, in particular, on the enclosed Extract from the Trade Register (**annex 1**) and the details of the trademarks and designs owned by J. MOREAU ET FILS is to be found in **annex 24**.

.../...

CHAPTER 8: DISSOLUTION OF THE ABSORBED COMPANIES – ALLOCATION OF THE NEW SHARES

Each absorbed company shall be dissolved as of right at the end of each general meeting of the shareholders which will record the implementation of the merger.

Since F.G.V.S. takes over all the assets and liabilities of each absorbed company, the dissolution of each absorbed company shall not be followed by any liquidation.

.../...

V - POWER OF ATTORNEY

All powers are granted to the bearer of one original copy or of a copy of these presents for complying with all formalities and making all declarations, notifications, filings, publications and others.

Drawn up in Nuits Saint Georges
On 17 February 2005
In 18 original copies

F.G.V.S.
Mr Gilles SEGUIN

BOISSET COTE D'OR
Mr Jean-Claude BOISSET

MOMMESSIN SAS
Mr Philippe BARDET

S.L.D.B.
Mr Jean-Claude BOISSET

J. MOREAU ET FILS
Mr Jean-Claude BOISSET, in his official capacity

ANNEXES

.../...

Annex 14 – Details of the trademark and design portfolio owned by BOISSET COTE D'OR

Annex 17 – Details of the trademark portfolio owned by S.L.D.B.

Annex 19 – Details of the trademark portfolio owned by J. MOREAU ET FILS

Annex 24 – Details of the trademark and design portfolio owned by MOMMESSIN SAS

Partial translation

BOISSET COTE D'OR

a French Société par Actions Simplifiée with a capital of 6,031,700 Euros

Head office: Rue des Frères Montgolfier

21700 NUITS SAINT GEORGES

Trade register: BEAUNE B 433 952 645

**MINUTES OF THE DECISIONS OF THE SOLE PARTNER
DATED 30 MARCH 2005**

THE DECISIONS HEREUNDER HAVE BEEN TAKEN RELATING TO THE FOLLOWING:

- .../...
- Approval of the draft merger by absorption of BOISSET COTE D'OR into LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S.;
- .../...

- Dissolution of the company without liquidation;
- .../...

FIRST DECISION

The sole partner .../... approves all the provisions of the draft merger with LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S., according to which BOISSET COTE D'OR brings in all of its assets, in return for the take over of all of its liabilities.

.../...

THIRD DECISION

The sole partner decides that the company shall be dissolved as of right, without liquidation, as a sole result of, and from the extraordinary general meeting of LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S., recording the final implementation of its capital increase for the consideration of the merger.

Partial translation

LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.
a French Société à Responsabilité Limitée with a capital of 187,576Euros
Head office: Rue des Frères Montgolfier
21700 NUITS SAINT GEORGES
Trade register N°: BEAUNE B 515 420 305

**EXTRAORDINARY GENERAL MEETING
OF 31 MARCH 2005**

.../...

The Chairman then lays on the table and puts at the disposal of those present:

.../...

- the draft merger agreement signed on 17 February 2005,

.../...

Then the Chairman reminds those present that they are gathered to deliberate on the following agenda:

.../...

- Approval of the draft merger by incorporation of BOISSET COTE D'OR, S.L.D.B., J. MOREAU ET FILS, MOMMESSIN SAS into LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S.;

.../...

- Conversion of the company into a Société par Actions Simplifiée;

.../...

FIRST RESOLUTION

The general meeting, .../..., approves all the provisions of the draft merger agreement, together with its annexes, according to which BOISSET COTE D'OR, S.L.D.B., J. MOREAU ET FILS, MOMMESSIN SAS bring in all of their assets, in return for the take over of all of their liabilities.

Consequently, it decides to increase the company capital in the following way:

- LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S., further to the absorption of BOISSET COTE D'OR, increases its capital .../...

- LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S., further to the absorption of S.L.D.B., increases its capital .../...

- LA FAMILLE DES GRANDS VINS ET SPIRITIEUX – F.G.V.S., further to the absorption of J. MOREAU ET FILS, increases its capital .../...

- LA FAMILLE DES GRANDS VINS ET SPIRITIEUX – F.G.V.S., further to the absorption of MOMMESSIN SAS, increases its capital .../...

This resolution is unanimously passed.

.../...

FIFTH RESOLUTION

The general meeting .../... decides to convert the company into a Société par Actions Simplifiée, from now on.

.../...

This resolution is unanimously passed.