

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
J. MOREAU & FILS SA		03/31/2005	CORPORATION: FRANCE

RECEIVING PARTY DATA

Name:	LA FAMILLE DES GRANDS VINS ET SPIRITUEUX (FGVS)
Street Address:	Rue des Freres Montgolfier
City:	Nuits Saint George
State/Country:	FRANCE
Postal Code:	21700
Entity Type:	CORPORATION: FRANCE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1684612	JM & F J. MOREAU & FILS
Registration Number:	2717838	
Registration Number:	2594120	PRODUIT DE FRANCE PRODUCT OF FRANCE

CORRESPONDENCE DATA

Fax Number: (415)457-2822
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (415) 457-2040
 Email: info@hiaringlaw.com
 Correspondent Name: Anne Hiaring, Esq.
 Address Line 1: 19 Brookmont
 Address Line 4: San Anselmo, CALIFORNIA 94960-1412

ATTORNEY DOCKET NUMBER:	G&M 1.1
-------------------------	---------

DOMESTIC REPRESENTATIVE

Name: Anne Hiaring, Esq.

OP \$90.00 1684612

Address Line 1: 19 Brookmont
Address Line 4: San Anselmo, CALIFORNIA 94960-1412

NAME OF SUBMITTER:	Anne Hiaring
Signature:	/anne hiaring/
Date:	04/11/2006

Total Attachments: 12

source=J. MOREAU & FILS to FGVS#page1.tif
source=J. MOREAU & FILS to FGVS#page2.tif
source=J. MOREAU & FILS to FGVS#page3.tif
source=J. MOREAU & FILS to FGVS#page4.tif
source=J. MOREAU & FILS to FGVS#page5.tif
source=J. MOREAU & FILS to FGVS#page6.tif
source=J. MOREAU & FILS to FGVS#page7.tif
source=J. MOREAU & FILS to FGVS#page8.tif
source=J. MOREAU & FILS to FGVS#page9.tif
source=J. MOREAU & FILS to FGVS#page10.tif
source=J. MOREAU & FILS to FGVS#page11.tif
source=J. MOREAU & FILS to FGVS#page12.tif

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.

Partial translation

J. MOREAU ET FILS

a French Société par Actions Simplifiée with a capital of 2,400,000 Euros

Head office: Route d'Auxerre

89800 CHABLIS

Trade register N°: AUXERRE B 303 815 211

**EXTRAORDINARY GENERAL MEETING
OF 30 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,

.../...

FIRST RESOLUTION

The general meeting, .../..., approves all the provisions of the planned merger with LA FAMILLE DES GRANDS VINS ET SPIRITUEUX – F.G.V.S., under which J. MOREAU ET FILS brings in all of its assets, in return for the take over of all of its liabilities.

This resolution is unanimously passed.

.../...

THIRD RESOLUTION

The general meeting 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.

.../...

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 NUITS 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 NUITS 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

.../...

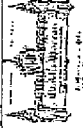
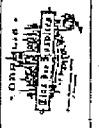
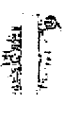



Annex 14 – Details of the trademark and design portfolio owned by BOISSET COTE D'OR

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

ETAT DES MARQUES FRANCAISES
au nom de J. MOREAU ET FILS S.A.







MARQUE	CLASSES	NUMERO DE DEPOT	DATE DE DEPOT	NUMRO D'ENREG.	DATE D'ENREG.	SITUATION
CHABLIS-MOREAU (étiquette) 	33.		18/11/1999	1 568 114	23/11/1989	En vigueur
CLOS DES HOSPICES	33.	99 790 324	05/05/1999	99 790 324	05/05/1999	En vigueur
CLOS DES HOSPICES vignette 	33.		05/05/1999	1 542 023	18/07/1989	En vigueur
CLOS DES HOSPICES vignette 	33.	04 3 266 139	06/01/2004	04 3 266 139	06/01/2004	En vigueur
J. MOREAU & FILS	33.	04 3 273 353	12/02/2004	04 3 273 353	12/02/2004	En vigueur
J.MOREAU & FILS vignette 	33.	00 3 016 707	20/03/2000	00 3 016 707	20/03/2000	En vigueur
J.MOREAU ET FILS vignette gothique 	33.		04/08/1999	1 545 802	08/08/1989	En vigueur
LES HERITIERS DU MARQUIS DE BIEVILLE	33.	96 653 175	29/11/1996	96 653 175	29/11/1996	En vigueur
LES PETITS FILS DE J. GUENIER	33.		31/05/1995	1 529 524	11/09/1985	En vigueur
MOREAU étiquette 	33.	00 3 053 622	21/09/2000	00 3 053 622	21/09/2000	En vigueur
PAUL DE MONTAIGU	33.	97 709 862	19/12/1997	97 709 862	19/12/1997	En vigueur

ETAT DES MARQUES FRANCAISES
au nom de J. MOREAU ET FILS S.A.

MARQUE	CLASSES	NUMERO DE DEPOT	DATE DE DEPOT	NUMRO D'ENREG.	DATE D'ENREG.	SITUATION
PAUL DE MONTAIGU vignette	33.	97 685 107	01/07/1997	97 685 107	01/07/1997	En vigueur

hB GS

ETAT DES MARQUES ETRANGERES
 au nom de J. MOREAU ET FILS S.A.

MARQUE	PAYS	NUMERO DE DEPOT	DATE DE DEPOT	NUMERO D'ENREG.	DATE D'ENREG.	PAYS DESIGNES
JMF fenetre gothique (logo couleurs)	Canada	652 375	06/03/1990	426 402	22/04/1994	
GLOIRE DE CHABLIS	Royaume-Uni	1 452 361	14/01/1991	1 452 361	14/01/1991	
J.MOREAU & FILS FENETRE GOTHIQUE 	Royaume-Uni	1 394 993	14/08/1989	1 394 993	14/08/1989	
LES HERITIERS DU MARQUIS DE BIEVILLE	Royaume-Uni	2 136 634	27/05/1997	2 136 634	27/05/1997	
J.MOREAU ET FILS FENETRE GOTHIQUE 	Irlande	447 689	14/08/1989	138 590	14/08/1989	
LES HERITIERS DU MARQUIS DE BIEVILLE	Irlande	97 1936	28/05/1997	205 188	28/05/1997	
CLOS DES HOSPICES	Japon	736 322	31/10/1995	736 322	31/10/1995	
ETIQUETTE NEUTRE J.MOREAU 	Japon	2000 116885	28/10/2000	4 538 811	25/01/2002	
JMF fenetre gothique (logo couleurs) 	Japon	01-093014	15/08/1989	2 484 701	25/12/1992	
Pierre MOREAU	Japon	05-013638	12/02/1993	3 057 978	31/07/1995	
Pierre MOREAU	Japon	05-013637	12/02/1993	3 084 643	31/10/1995	
ETIQUETTE NEUTRE J.MOREAU 	Etats Unis d'Amérique	76 168 759	20/11/2000	2 717 836	20/05/2003	
ETIQUETTE NEUTRE MOREAU FIGURATIVE 	Etats Unis d'Amérique	76 218 967	01/03/2001	2 594 120	16/07/2002	