

01-08-1999

Form No. 18684-0005

1-6-99

SHAW, PITTMAN, POTTS & TROWBRIDGE  
TRADEMARK ASSIGNMENT RECORD



100937785

To the Honorable Commissioner of Patents and Trademark, Box Assignments, Washington, D.C. 20540  
Please record the attached original documents or copy thereof.

Name of conveying party(ies)

**Alipak Corporation**

\_\_\_ Individual(s)

\_\_\_ Association

\_\_\_ Partnership--Type \_\_\_\_\_

**XX** Corporation **Puerto Rico**

\_\_\_ Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached? \_\_\_ Yes **XX** No

Nature of conveyance:

\_\_\_ Assignment

\_\_\_ Merger

\_\_\_ Security Agreement

\_\_\_ Change of Name

**XX** Other **Conditional Assignment**

Execution Date **October 30, 1998**

Name and address of receiving party(ies):

Name **Banco Bilbao Vizcaya-Puerto Rico**

Street Address **BBV Plaza, 1510 F.D. Roosevelt Ave.**

**Guaynabo** Territory **Puerto Rico** / p **00966**

\_\_\_ Individual(s) citizenship \_\_\_\_\_

\_\_\_ Association \_\_\_\_\_

\_\_\_ General Partnership \_\_\_\_\_

\_\_\_ Limited Partnership \_\_\_\_\_

**XX** Corporation **Puerto Rican Banking Corporation**

\_\_\_ Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached: \_\_\_ Yes **XX** No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? \_\_\_ Yes **XX** No

A Application number(s) or registration number(s)

A Trademark Application No.(s)

Serial No. **75/579568** (SAKITO)

**75 579568**

Additional numbers attached: **XX** Yes \_\_\_ No

B Trademark Registration No.(s)

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

Name **Eric T. Fingerhut, Esq.**

Internal Address **Shaw Pittman Potts & Trowbridge**

Street Address **2300 N Street, N.W.**

City **Washington** State **D.C.** Zip **20037-1128**

6 Total number of applications and registrations involved: **1**

7 Total fees (37 CFR 3.41): \$ **40.00**

**XX** Enclosed

\_\_\_ Authorized to be charged to deposit account

8 Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

01/07/1999 DMGUYEN 00000276 75579568

01 FC:484 40.00 DP

DO NOT USE THIS SPACE

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

**Eric T. Fingerhut**

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document **3**

## CONDITIONAL ASSIGNMENT

WHEREAS, Alipak Corporation, a corporation of Puerto Rico having its principal place of business at State Road 545, km. O.3, Paso Seco Ward, Santa Isabel, Puerto Rico 00757 (hereinafter "Alipak"), has used, is using and is the owner of the trademark SAKITO and a United States Application to register said mark which was filed in the United States Trademark Office on October 29, 1998 but which has not yet been assigned a serial number, including the goodwill symbolized by said mark; and

WHEREAS, Procesadora Campofresco, Inc., a corporation of Puerto Rico having its principal place of business at State Road 545, km. O.3, Paso Seco Ward, Santa Isabel, Puerto Rico 00757 (hereinafter "Procesadora") and Banco Bilbao Vizcaya-Puerto Rico, a Puerto Rican banking corporation having its principal place of business at BBV Plaza, 1510 F.D. Roosevelt Avenue, Guaynabo, Puerto Rico 00966 (hereinafter "Banco Bilbao"), entered into a Credit Agreement (Term Loans) on October 30, 1998 (hereinafter "Credit Agreement"), under which Banco Bilbao is making loans and advances to Procesadora to be secured among other things, *inter alia*, a security interest in various trademarks, applications and registrations of Procesadora which entitles Banco Bilbao to obtain an assignment of Procesadora's trademarks, applications and registrations upon the occurrence of an Event of Default (as such term is defined in the Credit Agreement) by Procesadora, subject to the terms and conditions of the Security Agreement (as such term is defined in the Credit Agreement); and

WHEREAS, Alipak, in order to induce Banco Bilbao to enter into the Credit Agreement with Procesadora, and for other good and valuable consideration, and Banco Bilbao entered into a Security Agreement on October 30, 1998 (hereinafter "Alipak/Banco Bilbao Security Agreement") under which Alipak assigned to Banco Bilbao a security interest in the trademark SAKITO and its United States Application to register said mark which was filed in the United States Trademark Office on October 29, 1998 but which has

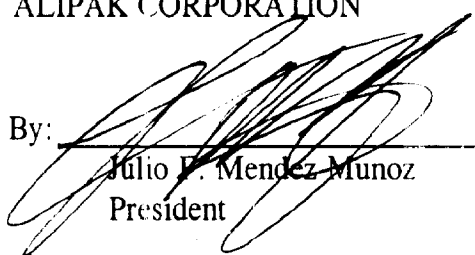
not yet been assigned a serial number, which entitles Banco Bilbao to obtain an assignment of said trademark and application upon the occurrence of an Event of Default by Alipak, subject to the terms and conditions of the Alipak/Banco Bilbao Vizcaya Security Agreement (as such term is defined in the Alipak/Banco Bilbao Security Agreement); and

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Alipak hereby conditionally assigns all of its right, title and interest in and to the trademarks SAKITO and its United States Application to register said mark which was filed in the United States Trademark Office on October 29, 1998 but which has not yet been assigned a serial number, together with the goodwill of Alipak's business associated with said trademark, to Banco Bilbao, said assignment being conditioned upon the occurrence of an Event of Default by Procesadora and Banco Bilbao's decision to foreclosure on the Collateral (as such term is defined in the Alipak/Banco Bilbao Vizcaya Security Agreement) upon which occurrence this conditional assignment shall become operative.

IN WITNESS WHEREOF, Alipak, by its duly authorized officer, has executed this Conditional Assignment as an instrument under seal, this 30th day of October, 1998.

ALIPAK CORPORATION

By: \_\_\_\_\_

  
Julio F. Mendez Munoz  
President

Affidavit No. **903**

Acknowledged and subscribed before me by Julio F. Mendez Munoz of legal age, business executive, married and resident of Ponce, Puerto Rico in his capacity as President of Alipak Corporation, to me personally known, in San Juan, Puerto Rico this 30th day of October, 1998.



  
Notary Public