

03-12-1999

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Docket No. 18684.0005

TRADEMARK 100980534

SHEET

To the Honorable Commissioner of Patents and Trademark, Box Assignments, Washington, D.C. 20231. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Procesadora Campofresco, Inc.
 ___ Individual(s)
 ___ Association
 ___ Partnership--Type MAD 3-8 99
XX Corporation Puerto Rico
 ___ Other

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

2. Name and address of receiving party(ies):
 Name Banco Bilbao Vizcaya-Puerto Rico
 Street Address BBV Plaza, 1510 F.D. Roosevelt Ave.
 City Guaynabo Territory Puerto Rico Zip 00966
 ___ Individual(s) citizenship
 ___ Association
 ___ General Partnership
 ___ Limited Partnership

3. Nature of conveyance:
 ___ Assignment
 ___ Security Agreement
 ___ Merger
 ___ Change of Name
XX Other Conditional Assignment
 Execution Date October 30, 1998

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

4. Application number(s) or registration number(s):
 A. Trademark Application No (s)
See Attached Schedule A
 Additional numbers attached: **XX** Yes ___ No

B. Trademark Registration No.(s)

5. 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: 5
 7. Total fees (37 CFR 3.41): \$ 140.00
XX Enclosed
 ___ Authorized to be charged to deposit account
 8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

03/10/1999 DNGUYEN 00000082 75579569

01 FC:461
02 FC:462

40.00 OP
100.00 OP

DO NOT USE THIS SPACE

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.
Eric T. Fingerhut
 Name of Person Signing
 Signature
 Date 3/8/99

Total number of pages including cover sheet, attachments, and document: 5

Schedule A

4. A. Trademark Application Nos.

Serial No. 75/579569 (CARIBIK SUN)

Serial No. 75/579439 (PASSIONADE)

Serial No. 75/579440 (ORANGE DROPS)

Serial No. 75/579438 (ACEROLA PLUS)

Serial No. 75/579441 (TROPICAL PLUS)

CONDITIONAL ASSIGNMENT

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, with a mailing address P.O. BOX 755, Santa Isabel, Puerto Rico 00757 (hereinafter "Procesadora"), has used, is using and is the owner of the trademarks, applications and registrations listed in the schedule attached hereto as Appendix A, and is the owner by assignment of the common law and concurrent use rights in Puerto Rico in the marks listed in Exhibit A to the Concurrent Use Agreement attached hereto as Appendix B, including the goodwill symbolized by said marks; and

WHEREAS, 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 Security Agreement (Term Loans) on October 30, 1998 (hereinafter "Security Agreement"), under which Procesadora has assigned to Banco Bilbao, *inter alia*, a security interest in the trademarks, applications and registrations of Procesadora listed in Appendix A and the common law and concurrent use rights in the marks listed in Exhibit A to the Concurrent Use Agreement attached hereto as Appendix B, which entitles Banco Bilbao to obtain an assignment of all of said trademarks under the Security Agreement upon the occurrence of an Event of Default (as such term is defined in the Credit Agreement (Term Loans) executed on October 30, 1998 by Procesadora and Banco Bilbao); 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, Procesadora hereby conditionally assigns all of its right, title and interest in and to the trademarks, applications and registration listed in Appendix A, and the common law and concurrent use rights in the marks listed in Exhibit A to the Concurrent Use Agreement attached hereto as Appendix B, together with the goodwill of Procesadora's business associated with said trademarks, to Banco Bilbao, said assignment being conditioned upon the occurrence of an Event of Default and Banco Bilbao's decision to foreclose on the Collateral (as such term is defined in the Security Agreement), upon which occurrence this conditional assignment shall become operative.

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

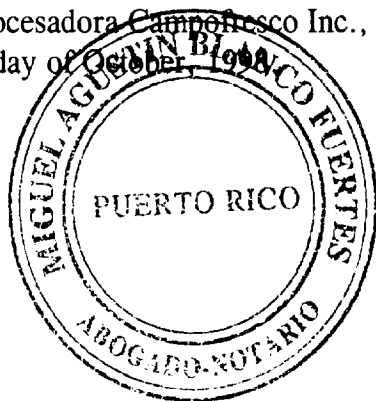
PROCESADORA CAMPOFRESCO, INC.

By:


Julio F. Mendez Munoz
President


Affidavit No. **902 (Copy)**

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 Procesadora Campo Fresco Inc., to me personally known, in San Juan, Puerto Rico this 30th day of October, 1998.




Notary Public

Appendix A

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Registration No.</u>
TREESWEET	75/155419	
ORANGE PLUS	75/187826	
GRAPEPLUS	75/189409	
AWAKE	75/155418	2,091,157
LOTUS	73/700695	1,501,506
LOTUS	71/030828	67,476
CARIBIK SUN	Serial No. not yet assigned - filed October 29, 1998	
PASSIONADE	Serial No. not yet assigned - filed October 29, 1998	
ORANGE DROPS	Serial No. not yet assigned - filed October 29, 1998	
ACEROLA PLUS	Serial No. not yet assigned - filed October 29, 1998	
TROPICAL PLUS	Serial No. not yet assigned - filed October 29, 1998	