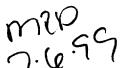
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

07-08-1999

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RECORDATION FORM COVER SHEET

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Submission Type	Conveyance Type					
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Receiving Party Mark if additional names of receiving parties attached						
Name Cerveceria Modelo, S.A. de C.V. [BA/AKA/TA]						
Composed of						
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Name	Procermex, Inc.		
A idress (line 1)	8004 West Avenue		
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A idress (line 3)	Attn: Roberto S. Viejo		
A idress (line 4)			
Correspond	lent Name and Address Area Code an	d Telephone Number 310-551-29	966
Name	Joseph A. Yanny, Esq.		
Address (line 1)	Yanny, Grieco & Osher		
Address (line 2)	1925 Century Park East, St	uite 1260	
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Mary L.		<i></i>	
<u>Name o</u>	f Person Signing	Signature	Date Signed

TRADEMARK REEL: 001925 FRAME: 0923

ASSIGNMENT

WHEREAS, THE GRAMBINUS COMPANY, a Texas corporation, having an address of 14800 San Pedro Avenue, San Antonio, TX 78232 (hereinafter "ASSIGNOR") is the owner of the pending United States Trademark Application Serial No. 75-526,917 for the mark CHANGE YOUR WHOLE LATTITUDE for "beer and ale;"

AND WHEREAS, CERVECERIA MODELO, S.A. de C.V., a Mexico corporation, having an address of Lago Alberto No. 156, Colonia Anahuac C.P. 11320, Mexico D.F., Mexico (hereinafter "ASSIGNEE"), is desirous of acquiring all rights, title, and interest in the said mark and pending United States Trademark Application, together with any and all goodwill associated therewith or otherwise symbolized thereby;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns, sells and sets over to said ASSIGNEE, its successors and assigns, all rights, title, and interest in the said mark and pending United States Trademark Application, together with any and all goodwill associated therewith or otherwise symbolized thereby, including the right to sue for any past infringement and collect damages therefore.

Dated:	6	19/	99	<u> </u>	Date	ed:	6	24	99	
•							1			

The Gambrinus Company

ASSIGNOR

ASSIGNOR

ASSIGNEF

ASSIGNOR ASSIGNEE

yped Name: TAMBS J. BULZ Typed Name: Aroung Pérez-Arrespons

Position: Petsurer Position: Local Representative

ASSIGNMENT

WHEREAS, THE GRAMBINUS COMPANY, a Texas corporation, having an address of 14800 San Pedro Avenue, San Antonio, TX 78232 (hereinafter "ASSIGNOR") is the owner of the pending United States Trademark Application Serial No. 75-537,499 for the mark CHANGE YOUR WHOLE LATTITUDE for "clothing, namely t-shirts, jackets, visors and hats;"

AND WHEREAS, CERVECERIA MODELO, S.A. de C.V., a Mexico corporation, having an address of Lago Alberto No. 156, Colonia Anahuac C.P. 11320, Mexico D.F., Mexico (hereinafter "ASSIGNEE"), is desirous of acquiring all rights, title, and interest in the said mark and pending United States Trademark Application, together with any and all goodwill associated therewith or otherwise symbolized thereby;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns, sells and sets over to said ASSIGNEE, its successors and assigns, all rights, title, and interest in the said mark and pending United States Trademark Application, together with any and all goodwill associated therewith or otherwise symbolized thereby, including the right to sue for any past infringement and collect damages therefore.

Dated:	6/9/99	Dated:	24	99
				

The Gambrinus Company

ASSIGNOR

Cerveceria Modelo, S.A. de C.V.

ASSIGNEE

yped Name: JAMBS J. BOLZ Typed Name: ARTURO PÉREZ-ARREDONSO

Position: TREASURER Position: LEGAL REPRESENTATIVE

RECORDED: 07/01/1999