

09-08-1999



Docket No. 18684.0005

101136996

TRADEMARK RECORDATION FORM COVER SHEET

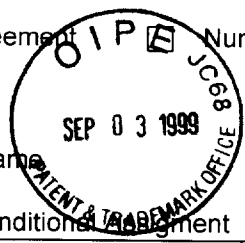
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 9-3-99

- Submission options: New, Resubmission, Correction of PTO Error, Corrective Document.

Conveyance Type

- Conveyance options: Assignment, License, Security Agreement, Merger, Change of Name, Other.



Effective Date: 05/06/1999

Conveying Party

Mark if additional names of conveying parties attached

Execution Date: 05/06/1999

Name: Procesadora Compofresco, Inc.

Formerly

- Entity type options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other.

Receiving Party

Mark if additional names of receiving parties attached

Name: Banco Bilbao Vizcaya-Puerto Rico

DBA/AKA/TA

Composed of

Address (line 1): Torre BBV

Address (line 2): 254 Munoz Riviera Avenue

Address (line 3): San Juan

Puerto Rico

00966

- Entity type options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other.

09/07/1999 DMGUYEN 00000264 75708459

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number

202-663-8000

Name Eric T. Fingerhut

Address (line 1) 2300 N Street, NW

Address (line 2) Washington, D.C. 20037

Address (line 3) _____

Address (line 4) _____

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75708459

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

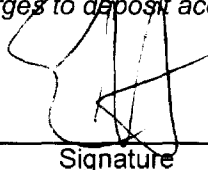
Yes No

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. Charges to deposit account are authorized, as indicated herein.

Eric T. Fingerhut

Name of Person Signing



Signature

9/3/99

Date Signed

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 (hereinafter "Procesadora"), has used, is using and is the owner of the trademark FRUTINATURAL and a United States Application to register said mark which will be filed in the United States Trademark Office, therefore it has not yet been assigned a serial number, including the goodwill symbolized by said mark; and

WHEREAS, Procesadora and Banco Bilbao Vizcaya-Puerto Rico, a Puerto Rican banking corporation having its principal place of business at Torre BBV, 254 Muñoz Rivera Avenue, San Juan, Puerto Rico 00966 (hereinafter "Banco Bilbao"), entered into a Credit Agreement (Term Loans) on October 30, 1998 as amended pursuant to a First Amendment to Credit Agreement (Term Loans) dated as of May 6, 1999, (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, Procesadora, in order to induce Banco Bilbao to make new advances under the Credit Agreement with Procesadora, and for other good and valuable consideration, and Banco Bilbao entered into a Security Agreement on May 6, 1999 (hereinafter "Procesadora/Banco Bilbao Security Agreement") under which Procesadora assigned to Banco Bilbao a security interest in the trademark FRUTINATURAL and its United States Application to register said mark which will be filed in the United States Trademark Office,

therefore it 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 Procesadora, subject to the terms and conditions of the Procesadora/Banco Bilbao Vizcaya Security Agreement (as such term is defined in the Procesadora/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, Procesadora hereby conditionally assigns all of its right, title and interest in and to the trademarks FRUTINATURAL and its United States Application to register said mark which will be filed in the United States Trademark Office, therefore it has not yet been assigned a serial number, together with the goodwill of Procesadora'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 Procesadora/Banco Bilbao Vizcaya Security Agreement) upon which occurrence this conditional assignment shall become operative.

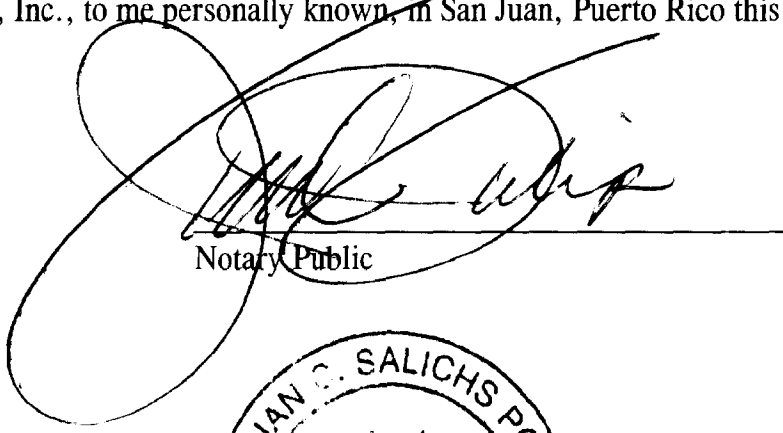
IN WITNESS WHEREOF, Procesadora, by its duly authorized officer, has executed this Conditional Assignment as an instrument under seal, this 6th day of May, 1999.

PROCESADORA CAMPOFRESCO, INC.

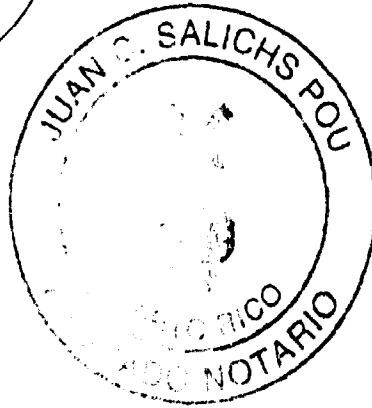
By:


Julio F. Mendez Munoz
President

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 Campofresco, Inc., to me personally known, in San Juan, Puerto Rico this 6th day of May, 1999.



Notary Public



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