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12-13-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

101547592
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input type="checkbox"/> Merger	Effective Date: Month Day Year 09 01 2000
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name: UNIMARK GROUP INC./UNIMARK FOODS, INC. Execution Date: 09 01 2000

Formerly: _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization: TEXAS CORPORATION

Receiving Party Mark if additional names of receiving parties attached

Name: DEL MONTE CORPORATION

OBA/AKATA: _____

Composed of: _____

Address (line 1): ONE MARKET

Address (line 2): P.O. BOX 193575

Address (line 3): SAN FRANCISCO CALIFORNIA 94119-3575

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization: NEW YORK CORPORATION

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

12/12/2000 6TOM11 00000272 2132967

01 FC:481 40.00 OP
02 FC:482 150.00 OP

FORM PTO-1618B
Expires 06/30/99
CMB 0851-0027

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name TIM ERNST

Address (line 1) DEL MONTE CORPORATION

Address (line 2) ONE MARKET

Address (line 3) P.O. BOX 193575

Address (line 4) SAN FRANCISCO CA 94119-3575

Correspondent Name and Address

Area Code and Telephone Number (415) 247-3567

Name TIM ERNST

Address (line 1) DEL MONTE CORPORATION

Address (line 2) ONE MARKET

Address (line 3) P.O. BOX 193575

Address (line 4) SAN FRANCISCO CA 94119-3575

Pages

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

8 (EIGHT)

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)

2132967 869197 2009258
1938432 2019485
1635606 1990676

Number of Properties

Enter the total number of properties involved.

7 (SEVEN)

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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.

TIMOTHY S. ERNST
Name of Person Signing


Signature

11-06-00
Date Signed

BILL OF SALE

THIS BILL OF SALE (this "Bill of Sale"), dated as of September 1, 2000, is made from **The UniMark Group, Inc.**, a Texas corporation ("Parent") and **UniMark Foods, Inc.**, a Texas corporation and wholly owned subsidiary of Parent ("Seller"), to **Del Monte Corporation**, a New York corporation ("Purchaser").

WHEREAS, pursuant to that certain Asset Purchase Agreement dated as of August 25, 2000 (the "Asset Purchase Agreement"), by and among Purchaser, Parent and Seller, Purchaser has agreed to purchase from Seller and Seller has agreed to sell to Purchaser certain assets of Seller's Packaged Foods business, all upon and subject to the terms set forth or referred therein;

NOW, THEREFORE, in consideration of the foregoing and the mutual warranties, representations, covenants and agreements herein contained, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

1. All capitalized terms used herein, unless otherwise defined herein, shall have the respective meanings ascribed thereto in the Asset Purchase Agreement.

2. Seller and Parent hereby sell, assign, convey, transfer and deliver to Purchaser, and Purchaser shall purchase, acquire and take assignment and delivery of all of the following:

- (a) the Owned Intellectual Property;
- (b) the Inventory;
- (c) the Equipment;
- (d) the Information and Records; and
- (e) all product and equipment benefiting the Purchased Assets or the Business.

The assets listed above are hereby sold, conveyed, transferred, assigned and delivered to Purchaser free and clear of all Liens, other than Permitted Exceptions.

3. Seller and Parent hereby acknowledge and reaffirm their obligations under Section 15.9 of the Asset Purchase Agreement to execute and deliver or cause any of their Affiliates to execute and deliver, to Purchaser such other documents, deeds, releases, assignments and other instruments as may be required to effectuate completely the transfer and assignment to Purchaser of, and to vest fully in Purchaser title to, each of the Purchased Assets, and to otherwise carry out the purposes of this Agreement.

4. In the event of any conflict or ambiguity between the terms hereof and the terms of the Asset Purchase Agreement, the terms of the Asset Purchase Agreement shall govern and be controlling.

5. This Bill of Sale shall be binding upon Seller and its successors and assigns and shall inure to the benefit of Purchaser and its successors and assigns.

6. This Bill of Sale shall be governed by and interpreted and enforced in accordance with the laws of the State of Texas without giving effect to any choice of laws rules that may require the application of the laws of any other jurisdiction.

[SIGNATURES APPEAR ON THE NEXT PAGE]

IN WITNESS WHEREOF, this Bill of Sale has been duly executed by an officer of the undersigned thereunto duly authorized all on the date first above written.

DEL MONTE CORPORATION

By: [Signature]
Name: Richard Wolford
Title: Chairman & CEO

THE UNIMARK GROUP, INC.

By: [Signature]
Name: Soren Bjorn
Title: President & CEO

UNIMARK FOODS, INC.

By: [Signature]
Name: Soren Bjorn
Title: President & CEO

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SCHEDULE 2.1(a)

Owned Intellectual Property

See attached schedule of Intellectual Property.

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UNIMARK GROUP
TRADEMARK STATUS

As of July 21, 2000

I. UNITED STATES

A. Mark: FRUIT JELITE - Reg #2,132,967

1. Intent-to-use application filed on February 15, 1995
2. Registered on January 27, 1998
3. Category: Processed foods, namely, fruit cells or fruit parts or mixtures thereof in a gelatin base sold ready to eat in containers as a dessert or snack food

B. Mark: FRUIT MADE EASY - Reg #1,938,432

1. Service Mark Application filed on November 17, 1994
2. Registered on November 28, 1995.
3. Category: Wholesale distributorships featuring processed fruits and display devices therefor

C. Mark: FRUITS OF FOUR SEASONS

1. Federal Registration (Words Only) - Reg. #1,635,606
 - a. Registered February 19, 1991 (by Fruits of Four Seasons, Inc.)
 - b. Transferred to UniMark Foods, Inc. on August 5, 1991
 - c. Category: Prepared fruits
2. Federal Registration (Stylized Words and Design) - Reg. #869,197
 - a. Registered May 6, 1969 / Renewed November 21, 1990 (by Fruits of Four Seasons, Inc.)

- b. Transferred to UniMark Foods, Inc. on August 5, 1991
- c. Category: Fruit salad packed in sealed jars and composed of orange segments, grapefruit segments, pineapple chunks and cherries

3. Florida Registration (Words Only) - Reg. #926,095

- a. Registered February 24, 1982 (by Fruits of Four Seasons, Inc.)
- b. Transferred to UniMark Foods, Inc. on August 9, 1991
- c. Renewed February 24, 1992
- d. Category: Citrus salads and citrus concentrates and by-products

D. Mark: **ORANGE SLICE LOGO** - Reg. #2,019,485

1. Statement of Use filed on June 18, 1996
2. Registered November 26, 1996
3. Category: Chilled or refrigerated processed fruits or fruit mixtures alone or in combination with a pudding or gelatin base

E. Mark: **SUNFRESH** -

1. Application filed July 7, 1993
 - a. Registered August 6, 1996 - Reg. #1,990,676
2. A second SUNFRESH application was filed May 25, 1994
 - b. Application accepted by the examiner on November 29, 1994
 - c. Registered October 22, 1996 - Reg. #2,009,258
3. Category: Chilled or processed fruits sold in sealed containers, namely, fruit or fruit mixtures as slices, sections, chunks or tidbits

F. Expired or Abandoned Marks:

1. **COSTA DE ORO** - Abandoned on February 13, 1998
2. **GOLDEN GIFT** - Expired on October 29, 1997
3. **PURA VIDA** - fruit juices - Abandoned on January 29, 1997
4. **SUNFRESH CITRUS NATURALS** - Abandoned on January 29, 1997
5. **SUNFRESH TROPICAL NATURALS** - Abandoned on January 29, 1997

G. Other marks searched in the U.S. but not pursued (due to unavailability):

1. **CITRUS SUPREME** - Search on March 14, 1996
2. **FRUIT DELIGHT** - Search on January 19, 1996
3. **GOLDEN BAY** - Search on May 23, 1994, application abandoned October 1995 due to opposition.

4. **GOLDEN FARMS** - Search on March 16, 1994
5. **GOLDEN SWEET** - Search on November 20, 1996

II. CANADA

A. Mark: **FRUIT MADE EASY** - TMA #472,424

1. Application filed February 8, 1996.
2. Registered on March 12, 1997
3. Category: Wholesale distribution services for processed fruit products.

B. Mark: **FRUITS OF FOUR SEASONS** - TMA #444,739

1. Actual-use application filed in Canada on May 6, 1994
2. Registered on June 30, 1995
3. Category: Prepared fruits

C. Other marks searched in Canada but not pursued (due to unavailability):

1. **SUNFRESH** - Search on November 29, 1995
2. **SIMPLY FRESH FRUIT** - Search on May 27, 1997

III. UNITED KINGDOM

A. Mark: **SAN RAFAEL** - Reg. #2,005,359

1. Intent-to-Use application filed December 16, 1994
2. Registered October 20, 1995
3. Category: Fruits and fruit mixtures, all being processed, frozen, preserved, tinned or stewed

B. Other marks searched in the UK but not pursued (due to unavailability):

1. **FRUIT MADE EASY** - Application withdrawn February 15, 1996
2. **FRUITS OF FOUR SEASONS** - Search on October 3, 1994
3. **SUNFRESH** - Search on October 13, 1994
4. **GOLDEN ORCHARDS** - Search on October 21, 1994
5. **GOLDEN GROVES** - Search on October 21, 1994
6. **GOLDENGIFT** - Search on November 22, 1994

IV. OTHER FOREIGN COUNTRIES

A. Mark: **SUNFRESH** - Mexico

1. Search on February 6, 1996

2. Last correspondence with Mexican Associate on October 30, 1997. Application will be filed, however, Sunrider has had application for SUNNY FRESH on file since 1992. They withdrew their opposition to our mark in U S.
3. Category: Processed and preserved foods namely fruits and vegetables sold in sealed containers, and frozen fruits and vegetables, and fresh fruits and vegetables.

B. Mark: SUNFRESH - Japan

1. Search on February 6, 1996
2. Mark owned by Nisshin Flour Milling since 1969 - Will not pursue