

05-14-2001

SHEET
1/1

Tab settings 5/7/01



101716671

See attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):

Procesadora Campofresco, Inc.

- Individual(s)
- General Partnership
- Corporation-State Puerto Rico
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Correction of document recorded
- Merger
- Change of Name

11/09/1998 on Reel 1813 Frame 163. Document is
Execution Date: security interest not an assignment

2. Name and address of receiving party(ies):

Name: Banco Bilbao Vizcaya-Puerto Rico

Internal Address: BBV Plaza

Street Address: 1510 F.D. Roosevelt Avenue

City: Guaynabo Puerto Rico State: Puerto Rico ZIP: 00966

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Puerto Rican Banking Corp.
- Other

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

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/187,826
75/189,409

B. Trademark registration No.(s)

0067,476 2,091,157
1,501,506 2,246,937

Additional numbers attached? Yes No

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

Name: Kathryn Jennison Shultz

Internal Address: Jennison & Shultz, P.C.

Street Address: Crystal Plaza #1, Suite 1102
2001 Jefferson Davis Highway

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41):..... \$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Kathryn Jennison Shultz
Name of Person Signing

May 7, 2001
Date

Total number of pages comprising cover sheet: 1

RECEIVED
MAY -7 PM 4:29
ASSIGNMENT SERVICES
DIVISION

CONDITIONAL ASSIGNMENT

WHEREAS, Procesadora Campofresco, Inc., a corporation of Puerto Rico having its principal place of business at State Road 545, km. 0.3, 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: _____

[Signature]
Julio F. Mendez Munoz
President

[Handwritten mark]
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 Campos Fresco Inc., to me personally known, in San Juan, Puerto Rico this 30th day of October, 1998.



[Signature]
Notary Public

TRADEMARK
REEL: 1013 FRAME: 0166
TRADEMARK
REEL: 002294 FRAME: 0910

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	

RECORDED: 11/09/1998

TRADEMARK
REEL: 1813 FRAME: 0167
TRADEMARK
REEL: 002294 FRAME: 0911

Schedule A

4. A. Trademark Application Nos.

Serial No. 75/155419 (TREESWEET)

Serial No. 75/187826 (ORANGE PLUS)

Serial No. 75/189409 (GRAPEPLUS)

4. B. Trademark Registration Nos.

2,091,157 (AWAKE)

1,501,506 (LOTUS)

67,476 (LOTUS)