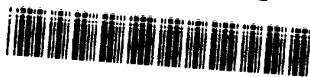


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To the Honorable Comm

100711410

attached original documents or cop thereof.

## 1. Name of conveying party(ies):

Extend-A-Life Systems (a/k/a Extend-A-Life Systems, Inc.)  
a division of Direct Grower Sales, Inc.  
360 Beacham Street  
Chelsea, MA 02150

- ☐ Individuals ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State- MA  
☐ Other \_\_\_\_\_

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

## 3. Nature of conveyance:

- ☒ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Other \_\_\_\_\_

Execution Date: \_\_\_\_\_

d address of receiving party(ies)

Name: Agway, Inc.

Internal Address: \_\_\_\_\_

Street Address: 333 Burger Drive

City: Dewitt

State: NY

ZIP: 13214

☐ Individual(s) citizenship \_\_\_\_\_☐ Association \_\_\_\_\_☐ General Partnership \_\_\_\_\_☒ Corporation-State Delaware☐ 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)

EXTEND-A-LIFE 75/316,093

B. Trademark Registration No.(s)

PRODUCE SAVER 2,085,120

Additional numbers attached? ☐ Yes ☐ No

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

Name: Miriam J. Rovner

Internal Address: Goodwin, Procter &amp; Hoar LLP

Street Address: Exchange Place

53 State Street

City: Boston State: MA Zip: 02109

## 6. Total number of applications and registrations involved: ②

7. Total Fee (37 CFR 3.41): \$ 65.00

- ☒ 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.

Sally K. Smith

Name of Person Signing

Sally K. S

Signature

5/1/98

Date

05/11/1998 DCDATES 00000126 75316093

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

01 FC:481

40.00 OP

02 FC:482

25.00 OP

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

04/28/98 TUE 12:08 FAX

Exhibit A

<u>Trademark</u>	<u>Serial Number/Registration Number</u>	<u>Registration Date</u>
PRODUCE SAVER	75-181,047 2,085,120	July 29, 1997
EXTEND-A-LIFE	75-316,093	

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# ASSIGNMENT OF TRADEMARKS

Effective Date: April 28, 1998

WHEREAS, Extend-A-Life Systems (a/k/a Extend-A-Life Systems, Inc.), a division of Direct Grower Sales, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts, having a place of business at 360 Beacham Street, Chelsea, MA 02150 (the "Assignor"), has adopted and used the trademarks (the "Marks") identified on Exhibit A hereto, and as of the Effective Date of this Assignment of Trademarks was using and was the owner of the registrations of such Marks identified on said Exhibit A in the United States Patent and Trademark Office; and

WHEREAS, Agway, Inc., a corporation organized and existing under the laws of Delaware, having a place of business at 333 Butternut Drive, Dewitt, New York 13214 (the "Assignee"), is desirous of acquiring said Marks and the registrations thereof and all goodwill pertaining thereto, effective as of the Effective Date hereof; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, effective as of the Effective Date hereof, said Assignor does hereby assign, sell and transfer unto said Assignee all right, title and interest in and to the said Marks, together with (a) the registrations of said Marks, (b) the goodwill of the business symbolized by and associated with said Marks and the registrations thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said Marks or the registrations thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, effective as of the 28 day of April, 1998. This Assignment of Trademarks may be executed in one or more counterparts all of which shall be considered one and the same agreement and each of which shall be deemed to be an original.

EXTEND-A-LIFE SYSTEMS, A DIVISION OF  
DIRECT GROWER SALES, INC.

By: Cheryl Patapanian Rivers  
Name: Cheryl Patapanian Rivers  
Title: President

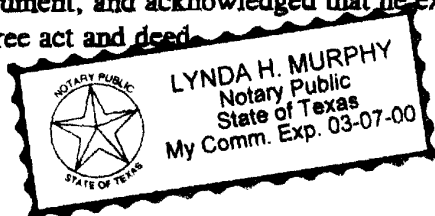
The foregoing assignment of said Marks and the registration thereof by the Assignor to the Assignee is hereby accepted effective as of the date set forth above.

AGWAY, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COMMONWEALTH/STATE OF Texas,  
COUNTY OF Tarrant, ss:

In Dallas, in said County on this 28 day of April, 1998, before me personally appeared Cheryl Reeves, of EXTEND-A-LIFE SYSTEMS, A DIVISION OF DIRECT GROWER SALES, INC., a Massachusetts corporation, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of the said corporation as its free act and deed.



Lynda H. Murphy  
Notary Public

STATE OF NEW YORK,  
COUNTY OF ONONDAGA, ss:

In Dewitt, New York, in said County on this \_\_\_\_\_ day of April, 1998, before me personally appeared Courtney Burdette, Assistant Secretary of AGWAY, INC., a Delaware corporation, to me known and known by me to be the party executing the foregoing instrument, and acknowledged that he executed the same on behalf of said corporation as its free act and deed.

\_\_\_\_\_  
Notary Public

The foregoing assignment of said Marks and the registration thereof by the Assignor to the Assignee is hereby accepted effective as of the date set forth above.

AGWAY, INC.

By: Jennifer Hicks  
Name: Jennifer Hicks  
Title: Asst. Treasurer

COMMONWEALTH/STATE OF \_\_\_\_\_,  
COUNTY OF \_\_\_\_\_, ss:

In \_\_\_\_\_, \_\_\_\_\_, in said County on this \_\_\_\_ day of April, 1998, before me personally appeared \_\_\_\_\_, \_\_\_\_\_, of EXTEND-A-LIFE SYSTEMS, A DIVISION OF DIRECT GROWER SALES, INC., a Massachusetts corporation, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of the said corporation as its free act and deed.

\_\_\_\_\_  
Notary Public

STATE OF NEW YORK,  
COUNTY OF ONONDAGA, ss:

In Dewitt, New York, in said County on this 28 day of April, 1998, before me personally appeared Jennifer Hicks, Assistant Treasurer of AGWAY, INC., a Delaware corporation, to me known and known by me to be the party executing the foregoing instrument, and acknowledged that she executed the same on behalf of said corporation as its free act and deed.

DEBORAH A. LERHO  
Notary Public, State of New York  
Qualified in Onondaga County  
No. 4950938  
Commission Expires May 8, 1999

Deborah A. Lerho  
Notary Public