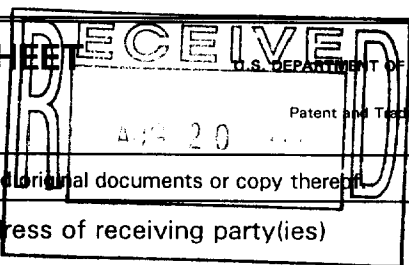


08-24-1999



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COVER SHEET ONLY



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Washington, D.C. 20231
and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pennington Seed, Inc.

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

2. Name and address of receiving party(ies)

Name: Pennington Seed, Inc. of Nebraska

Street Address: 800 Pennington Road
Sidney, Nebraska 69162

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: October 1, 1996

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Nebraska
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached yes no

Additional name(s) & address(es) attached? yes no

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark application No.(s) **See Attached Exhibit A** B. Trademark Registration No. **See Attached Exhibit A**

Additional numbers attached? Yes No

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

James F. Vaughan
Womble Carlyle Sandridge & Rice, PLLC
P.O. Box 725388
Atlanta, GA 31139-9388

6. Total number of applications/registrations involved: 6

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

09-0528
(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.

James F. Vaughan, #31,889

Name of Person Signing

Signature

8/9/99

Date

Docket No. P004 9001

Total number of pages including cover sheet, attachments, and document: [3]

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

08/23/1999 MTHAI1 00000304 74583478

01 FC:481 40.00 OP
02 FC:482 125.00 OP

EXHIBIT A

MARK	STATUS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	REGISTER
DELUXE DINNER MIX	Registered	74/583,478	10/07/1994	2,018,459	11/19/1996	SR
COLOR YOUR GARDEN	Published	74/334,375	11/24/1992	N/A	N/A	PR
PENN-ORGANIC	Registered	74/177,502	06/19/199	1,767,821	04/27/1993	PR
PENNGREEN FESCUE FOOD	Registered	73/590,503	03/28/1986	1,417,092	11/18/1986	PR
PENNINGTON GREEN COATED	Registered	72/226,771	08/30/1965	814,722	11/04/1986	SR
GREEN OVERCOAT	Registered	72/256,856	10/20/1966	852,513	07/16/1968	PR

ASSIGNMENT

This Assignment is effective as of October 1, 1996. Pennington Seed, Inc., 1280 Atlanta Highway, Madison, Georgia adopted, used, and is using marks which are registered in the United States Patent and Trademark Office, as shown on Exhibit A and, whereas Pennington Seed Inc. of Nebraska, 800 Pennington Road, Sidney, Nebraska is desirous of acquiring said marks and registrations thereof,

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Pennington Seed, Inc. does hereby assign unto Pennington Seed, Inc. of Nebraska all right, title, and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the above identified registrations thereof.

Pennington Seed, Inc.

By: 

Brooks M. Pennington, III
President