

08-30-2000

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TRANSMITTAL OF
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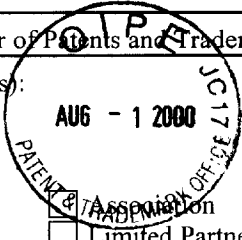


ents or copy thereof.

101447668

To the Commissioner of Patents and Trademark

1. Name of conveying party(ies):
Seeds of Change, Inc.



- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other

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

3. Nature of conveyance:

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

Execution Date: May 22, 2000

Name and address of receiving party(ies):

Name: Sustainable Agrico, LLC

Street Address: 3209 Richards Lane

City: Santa Fe State New Mexico ZIP 87505

- Individual(s) citizenship United States
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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

75/979,258

B. Trademark Registration No.(s)

2,217,951
2,223,309
2,235,442
2,239,847

Additional numbers attached? Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto

30 Rockefeller Plaza

New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number - 06-1205

(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.

04/29/2000 NTHA11 00000300 75979258

01 FC:448
02 FC:442
Name of Person Signing

40.00 OP
100.00 OP

Signature

July 31, 2000

Date

Total number of pages including cover sheet, attachments, and documents: 4

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS (hereinafter "Assignment") is made as of the 22 day of May, 2000, by and between Seeds of Change, Inc., a Delaware corporation (hereinafter "Assignor"), and Sustainable Agrico, LLC, a Delaware corporation (hereinafter "Assignee").

W I T N E S S E T H

WHEREAS Assignor has adopted and used the trademarks set forth in Schedule A hereto;

WHEREAS Assignee is desirous of acquiring the trademarks set forth in Schedule A, the registrations and application thereof, and the goodwill associated with those trademarks, and whereas Assignor is desirous of assigning said trademarks to Assignee; and


WHEREAS Assignor represents and warrants that it owns the entire right, title and interest in and to the trademarks listed in Schedule A, and has the complete authority to assign the trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns, sells, transfers, and grants to Assignee all rights, title and interest in and to the trademarks shown in Schedule A hereto, together with the goodwill of the business associated with and symbolized by the trademarks.

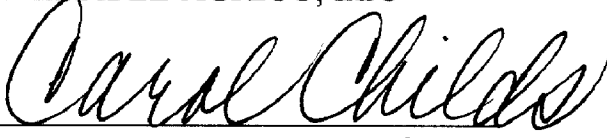
IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of

the date first written above.

SEEDS OF CHANGE, INC.

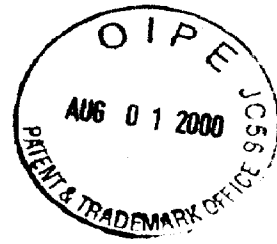
By: 
Name: Enely Usna
Title: Assistant Secretary

SUSTAINABLE AGRICO, LLC

By: 
Name: CAROL CHILDS
Title: ASSISTANT SECRETARY

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SCHEDULE A



MARK

REG./SER. NO.

GOODNESS FROM THE GROUND UP	2,217,951
GOODNESS FROM THE GROUND UP	2,223,309
SEEDS OF CHANGE (and Design)	2,235,442
SEEDS OF CHANGE (and Design)	2,239,841
SEEDS OF CHANGE (and Design)	75/979,258

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