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

05-24-2001

Patent and Trademark Office TRADEMARK

U.S. Department of Commerce



101727448 — RECURDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks Submission Type	Please record the attached original document(s) or copy(ies). Conveyance Type
577	Assignment License
⊠ New	
Resubmission (Non-Recordation) Document ID#	Security Agreement Nunc Pro Tunc Assignment
Correction of PTO Error Reel # Frame	Merger 03272001 Change of Name
Correction Document Reel # Frame #	Other
Conveying Party	Mark if additional names of conveying parties attached
Name Tri Valley Growers Formerly General Partnership L	imited Partnership Corporation Association
Other A nonprofit agricultural cooperative	
Citizenship/State of Incorporation/Organization Receiving Party Name Signature Fruit Company, LLC	Mark if additional names of receiving parties attached One of the control of the
DBA/AKA/TA	
Composed of 2260 Tenaya Drive	
Address (line 1)	
Address (line 2)	
Address (line 3) Modesto	CA 95354
Individual General Partnership	State/Country Zip Code If document to be recorded is an assignment and the receiving party is assignment and the receiving party is
Corporation Association	not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a sengrate
Other: Limited Liability Company	(Designation must be a separate document from Assignment.)
Citizenship/State of Incorporation/Organizat	tion Delaware
FOR C	OFFICE USE ONLY
Public burden reporting for this collection of information is estimated to average approximately complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent as	30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to and Trademark Office, Chief information officer, Washington, D.C. 20231 and to the Office of Information and regulatory

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

FORM PTO-1618A Expires 06/30/99 OMB 0651-0027	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic Representative	e Name and Address Enter for the first Receiving	Party only.
Name		
Address (line 1)		
Address (line 2)		
Address (line 3)		
Address (line 4)		
Correspondent Name and A	Address Area Code and Telephone Number	916-447-9200
Name	Pamela A. Stone, Esq.	710-447-7200
Address (line 1)	Orrick, Herrington & Sutcliffe LLP	
Address (line 2)	400 Capitol Mall, Suite 3000	
Address (line 3)	Sacramento, CA 95814	
Address (line 4)		
Pages Enter the total nu including any atta	mber of pages of the attached conveyance document	# 9
	Number(s) or Registration Number(s)	
Enter either the Trademark App	olication Number <u>or</u> the Registration Number (DO NOT ENTER BOTH	I numbers for the same property).
	2333488	1851595 1729612
	2192965	1830454 1696301
	1933101	1799509 1614085
Number of Properties	Enter the total number of properties involved.	# 62
Fee Amount F	Fee Amount for Properties Listed (37 CFR 3.41):	\$ \$1,565.00
Method of Payment	Enclosed 🛛 Deposit Account 🗌	
Deposit Account (Enter for payment by deposit acco	ount of if additional fees can be charged to the account., or any refund to the Deposit Account Number #	15–0665
	Authorization to charge additional fees or credit any refund:	Yes 🛛 No 🗌
Statement and Signature		N. AMARINE.
	ge and belief, the foregoing information is true and correct and	
	document. Charges to deposit account are authorized, as indicated	
Pamela A. Stone	fant soo_	May 18, 2001

Signature

Name of Person Signing

Date Signed

FORM PTO-1618C commerce EXPIRES 06/30/99

OMB 0651-0027

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party Date Mark if additional names of conveying parties are attached Execution Month Day
Name
Formerly
Individual General Partnership Limited Partnership Corporation Association
Other
Citizenship State of Incorporation/Organization
Receiving Party Enter Additional Receiving Party Mark if additional names of conveying parties are attached
Name
DBA/AKA/TA
Composed of
Address (line 1)
Address (line 2)
Address (line 3)
City State/Country Zip Code 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 the Assignment.)
Citizenship/State of Incorporation/Organization
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)
1454515 1259014 0818381
1445404 1201317 0816403
1403320 0866931 0812654
1360041 0849127 0799978
1285408 0836401 0789398
1272944 0835190 0769659
1265169 0834850 0761032

FORM PTO-1618C

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Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party Date Mark if additional names of conveying parties are attached Execution Month Day Year
Name
Formerly
Individual General Partnership Limited Partnership Corporation Association
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Citizenship State of Incorporation/Organization
Receiving Party Enter Additional Receiving Party Mark if additional names of conveying parties are attached
Name
DBA/AKA/TA
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Address (line 1)
Address (line 2)
Address (line 3)
City State/Country Zip Code 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 the Assignment.) Citizenship/State of Incorporation/Organization
Trademark Application Number(s) or Registration Number(s) 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)
0753813 0625547 0602206
0749257 0616308 0588867
0742461 0608071 0584882
0741092 0608069 0560696
0736879 0606802 0559887
0720417 0606800 0554928
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FORM PTO-1618C

Commerce EXPIRES 06/30/99 OMB 0651-0027

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Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party Date Mark if additional names of conveying parties are attached Execution
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Individual General Partnership Limited Partnership Corporation Association
Other
Citizenship State of Incorporation/Organization
Receiving Party Enter Additional Receiving Party Mark if additional names of conveying parties are attached
Name
DBA/AKA/TA
Composed of
Address (line 1)
Address (line 2)
Address (line 3) City State/Country Zip Code
City State/Country Zip Code 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 the Assignment.)
Citizenship/State of Incorporation/Organization
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)
0507853 0185225
0507651 0170655
0501119 0163556
0390647 0151699
0336253
0321772
0236685

EXHIBIT J [Form of Intellectual Property Bill of Sale]

Bill of Sale and Assignment (Intellectual Property)

THIS BILL OF SALE is executed as of March 27, 2001, by Tri Valley Growers, a California nonprofit agricultural cooperative and Debtor and Debtor-in-Possession under Case No. 00-44089-J-11 in the United States Bankruptcy Court for the Northern District of California, Oakland Division ("Grantor"), in favor of Signature Fruit Company, LLC, a Delaware limited liability company ("Grantee").

FOR VALUE RECEIVED, receipt of which is hereby acknowledged, Grantor does hereby grant, bargain, sell, convey, assign, transfer and set over unto Grantee, absolutely and not as security, all of Grantor's right, title and interest in and to the following, whether now existing or hereafter arising, acquired or created:

- a. All copyrights, patents, trademarks, trade names, logos, trade styles and service marks, and all prints and labels on which said trademarks, trade names, logos, trade styles and service marks have appeared or appear, and all designs and general intangibles of like nature trade secrets, inventions, know how, other confidential information and other intellectual property, all right, title and interest therein and thereto, all registrations and recordings thereof, including, without limitation, (i) all applications, registrations and recordings in the Patent and Trademark Office or in any similar office or agency of the United States, any state thereof, or any foreign country or any political subdivision thereof, all whether now owned or hereafter acquired by Grantor, including, without limitation, those described in Attachment A, which Attachment A is incorporated herein by this reference, and (ii) all reissues, extensions or renewals thereof and all licenses thereof (collectively, the "Intellectual Property");
- b. All goodwill of Grantor's business symbolized by, incorporated in or associated with the Intellectual Property and all customer lists and other records of Grantor relating to the distribution of products or provision of services bearing or covered by the Intellectual Property;
- c. All claims by Grantor against any individual, corporation, partnership, association, trust, government or political subdivision or agent or instrumentality thereof, or other entity or organization for past, present or future infringement of the Intellectual Property; and
- d. All proceeds of the foregoing, including whatever is receivable or received when Grantor's property and assets, wherever located and whether or not reflected in its books and records, are sold, collected, exchanged, licensed or otherwise disposed of, whether such disposition is voluntary or involuntary, including rights to payment and return premiums and insurance proceeds under insurance with respect to any Grantor Assets, and all rights to payment with respect to any cause of action affecting or relating to the Grantor Assets;

DOCSSP1:508320.4 5610-32 DRB

J-1

IN WITNESS WHEREOF, Grantor has executed this Bill of Sale and Assignment as of the day and year first above written.

GUARANTOR:

TRI VALLEY GROWERS, a California nonprofit agricultural cooperative and Debtor and Debtor-in-Possession under Case No. 00-44089-J-11 in the United States Bankruptcy Court for the Northern District of California, Oakland Division

Title: Responsible Individual

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INTERESTS OF SELLER

Attachment A To Bill of Sale and Assignment

TRADEMARKS AND TRADEMARK APPLICATIONS

RegisteredTrademarks

Registered	05-Dec-1963	27767	05-Dec-1963	27767	029	PALMIJALE	METAYSIA	00401
Registered	07-Aug-1970	55180	07-Aug-1970	55180	029	NOINADIEL	TVLALAYSIA	15470
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Registered	07-May-1992		07-May-1992		670	FALMINALE	Transfer	15000
Registered	28-Apr-1983		20-Scp-1982		23	PALLON O LITE WALLS (Stylized)	Indonesia	16038
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149919 541118 168391 542020		274043 75/047852	75/195545	Application Number 663976 597467 223548
21-Mar-91 14-Nov-47 17-Aug-22 22-Nov-47	27-Jan-00 27-Jan-00	14-Aug-80 24-Jan-96 03-Apr-97	12-Nov-96	Filing Date 05-Apr-54 10-Nov-94 20-Nov-91
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03-Nov-92 01-Jul-52 17-Jul-23 20-Jul-48	27-Jan-00 27-Jan-00	13-jul-82 06-Oct-98 04-Apr-00	21-Mar-00	Registration Date 15-Feb-55 07-Nov-95 19-Oct-93
Registered Registered Registered Registered	Registered Registered	Registered Registered Registered	Registered	Status Registered Registered Registered

TRI VALLEY GROWERS' COMMON LAW TRADEMARKS NONE

TRI VALLEY GROWERS' REGISTERED COPYRIGHTS NONE

TRI VALLEY GROWERS' UNREGISTERED COPYRIGHTS

ADVERTISING MATERIALS MANUALS PRODUCT LABELS

LICENSES OF TRADEMARKS GRANTED BY SELLER TO THIRD PARTIES

Trademark License Agreement, dated as of July 25, 1983, by and between Libby, McNeill & Libby, Inc. and Seller.

This Agreement will not be assigned to Buyer, but rather Buyer, Seller, and Societe des Produits Nestle S. A. ("Nestle") have agreed upon a replacement Trademark License Agreement between Buyer and Nestle, which has been signed by Nestle, and a Consent to such agreement which will be signed by Seller at closing.

Purchase and Sale/Trademark License Agreement, dated as of March 1, 1999, by and between McNeil Specialty Products Company and Seller.

This Agreement may be assigned by Seller upon Buyer's assumption of all obligations thereunder.

License Agreement dated as of May 1, 1993, by and between Made in Nature, Inc. and Seller.

This Agreement is an exclusive royalty-free license for Seller to use the NATUREMADE marks in connection with canned fruits, canned fruit juices and canned vegetables. There is no prohibition in assignment, but the agreement terminates if Seller ceases to use the mark for twenty-three or more consecutive months.

T-7

PATENTS

Docket Number	Country	Title	Abstract	Application Number & Filing Date	Patent Number & Issue Date	Status
6716	United States of America	Olive Processing Method	Methods of debittering and coloring black ripe olives include the steps of treating the olives with iron solution at elevated temperature, in the absence of oxidizing agents, followed by the step of aerating the solution. The unique coloring method permits a relatively high concentration of lye to be used in the debittering process which precedes the coloring process, resulting in significant overall time savings for the combined processes. A three day debittering and coloring olive process is described which results in consistent, high quality product.	25-Mar-1997	5837304 17-Nov-1998	Granted

RECORDED: 05/24/2001

PROGRESS REPORT

H

Merger Recordations from S & W Fine Foods, Inc. to Tri Valley Growers

				11/22/00	N/A	Yes	No	Singapore
		8/16/00	9/5/00	8/11/00	X	Yes/L	Yes	Indonesia
Complet	completion date Complet	Filed	ba	assoc	Docs sent for legalization	Required	Required	Country
Recorda	Expected	Merger		forwarded to		Cert. Copy	Power of Attorney	
Merger		Date		Docs				

Note: Only shows status for countries with active registrations now being assigned to Buyer.