

08-10-2001



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REGISTRATION FORM COVER SHEET
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 8-301
Germain's Cotton Seeds, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New Jersey
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Acala Cotton Seeds, Inc.
Internal
Address: c/o Stoneville Pedigreed Seed Co
Street Address: Lennox Park Drive, Suite 117
City: Memphis State: TN Zip: 38115
 Individual(s) citizenship
 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: July 30, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1632501
1570096

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Peter Petrou
Internal Address: Cuyler Burk, LLP

Street Address: Four Century Drive

City: Parsippany State: NJ Zip: 07054

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.

George E. Petrides
Name of Person Signing

Petrides
Signature

July 16, 2001
Date

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

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

08/09/2001 T DIAZ1 00000026 1632501

01 FC:481
02 FC:482

40.00 DP
25.00 DP

ASSIGNMENT

(PVP Certificates, Trademark Registrations and Copyright Registration)

This Assignment is made and entered into as of July 30, 2001, by and between Germain's Cotton Seeds, Inc., a New Jersey corporation ("Assignor") and Acala Cotton Seeds, Inc. ("Assignee").

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated July 30, 2001 providing for the acquisition by Assignee of substantially all assets associated with the business of Assignor; and

WHEREAS, pursuant to the Asset Purchase Agreement Assignor has agreed to assign to Assignee all of Assignor's right, title and interest in certain Plant Variety Protection Certificates, Trademark Registrations and Copyright.

NOW, THEREFORE, in consideration of the premises and mutual promises contained herein, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Assignor hereby assigns, conveys and transfers to Assignee, and Assignee hereby accepts from Assignor, all of Assignor's right, title and interest in to the following:

- a) Plant Variety Protection Certificates set forth on Schedule 1(a), attached hereto and incorporated herein by reference;
- b) Trademark Registrations set forth on Schedule 1(b), attached hereto and incorporated herein by reference; and
- c) Copyright Registration (the "Copyright") set forth on Schedule 1(c), attached hereto and incorporated by herein by reference.

Schedule 1(a)

<u>Name of Novel Variety:</u>	<u>Certificate No.:</u>	<u>Date Issued:</u>
Germain's Acala GC-352	8500076	November 29, 1985
Germain's Acala GC-356	8800017	February 19, 1988
Germain's Acala GC-362	8400129	September 28, 1984
Germain's Acala GC-363	8100060	March 24, 1983
Germain's Acala GC-410	8700061	July 31, 1987
Germain's Acala GC-445	8100061	March 24, 1983
Germain's Acala GC-510	8200166	March 24, 1983
Germain's Acala GC-555	8100062	March 24, 1983
Germain's Acala GC-702	9000235	March 31, 1993

Schedule 1(b)

United States Registrations:

<u>Mark:</u>	<u>U.S.P.T.O. Registration No.:</u>	<u>Date Registered:</u>
KLEEN-SEED	1570096	December 5, 1989
QUALITIZED	1632501	January 22, 1991

California Registrations:

<u>Mark:</u>	<u>Cal. TM Registration No.:</u>	<u>Date Registered:</u>
KLEEN-SEED	105701	October 22, 1999

Schedule 1(c)

Title of Work:

Registration No.:

First Publication Date:

Germain's ACALA
GC-510 Advertisement

TX 1 843 731

June 2, 1986

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- Limited Partnership
- Corporation-State New Jersey
- Other _____

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2. Name and address of receiving party(ies)

Name: Acala Cotton Seeds, Inc.

Internal Address: c/o Stoneville Pedigreed Seed Co

Street Address: Lennox Park Drive, Suite 117

City: Memphis State: TN Zip: 38115

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