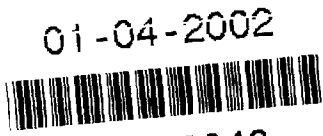


FORM PTO-1594 (modified)

(Rev 03/01)



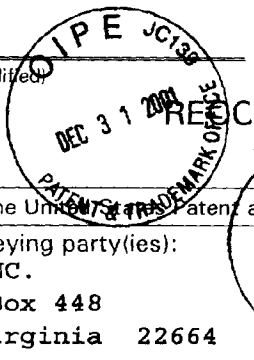
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12/31/01



To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):  
**AGRI-TECH, INC.**  
 Post Office Box 448  
 Woodstock, Virginia 22664

General Partnership     Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional conveying party(ies)    **NO**

2. Name and address of receiving party(ies):  
**GRANTWAY, LLC** (a Virginia Limited Liability Corporation)  
 c/o The Rothbury Corporation  
 One Park West Circle, Suite 308  
 Midlothian, Virginia 23114

Individual(s) citizenship  
 Association  
 **General Partnership**  
 Limited Partnership  
 Corporation-State  
 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: **December 28, 2001**

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

B. Trademark Registration No.(s)  
**Canadian Registration 337,595**  
**Chile Registration 507,805**  
**Benelux Registration 456,658**  
**French Registration 1,512,791**  
**Spanish Registration 1,299,471**  
**U.S. Registration 1,532,708**  
**U.S. Registration 1,408,104**

Additional number(s) attached  Yes  No

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

Name: **Brian J. McNamara**  
 Internal Address: **FOLEY & LARDNER**  
 Street Address: **Washington Harbour**  
**3000 K Street, N.W., Suite 500**  
 City: **Washington State: D.C.** Zip: **20007-5143**

6. Total number of applications/patents involved: **7**

7. Total fee (37 C.F.R. § 3.41): **\$280.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**19-0741**

01/03/2002 DBYRNE 00000129 337595  
 01 FC:481 40.00 OP  
 02 FC:302 150.00 OP

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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.

Brian J. McNamara

Dec. 31, 2001

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 2

Refund Ret: 01/03/2002 DBYRNE 0000113068

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Atty. Dkt. No.: 016748-0102

**ASSIGNMENT**

Whereas, AGRI-TECH, INC. of Post Office Box 448, Woodstock, Virginia, 22664, (hereinafter "ASSIGNOR"), is the owner of all right, title and interest in and to the following trademarks registered in the United States Patent and Trademark Office:

<u>TRADEMARK NUMBER</u>	<u>REGISTRATION DATE</u>	<u>NAME</u>
Canadian Registration 337,595	March 4, 1988	FRESH-COTE
Chile Registration 507,805	March 20, 1998	FRESH-COTE
Benelux Registration 456,658	May 6, 1999	AGRI-TECH
French Registration 1,512,791	February 3, 1989	AGRI-TECH
Spanish Registration 1,299,471	February 1, 1989	AGRI-TECH
U.S. Registration 1,532,708	April 4, 1989	AGRI-TECH
U.S. Registration 1,408,104	September 9, 1986	FRESH-COTE

WHEREAS, GRANTWAY, LLC, a Virginia Limited Liability Corporation, having a principal place of business c/o The Rothbury Corporation at One Park West Circle, Suite 308, Midlothian, Virginia, 23114 (hereinafter "ASSIGNEE"), is desirous of acquiring said mark and registration thereof:

WHEREAS, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE all rights, title and interest in and to the aforementioned mark together with the goodwill of the business symbolized by the mark, and the United States and Foreign Trademark registration thereof.

AGRI-TECH, INC.

Date: 12-28-01

By: [Signature]

Name: FRANK E. GENOVESE

Title: \_\_\_\_\_

Date: 12-28-01

Witness: [Signature]

Date: 12-28-01

Witness: [Signature]

002.696106.1