

08-09-2002

FORM PATENT AND TRADEMARK OFFICE-1594



ER SHEET

U.S. DEPARTMENT OF

MEP 8-5-02

102184968

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PATENT AND TRADEMARK OFFICE

To the HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS: PLEASE RECORD ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF

1. NAME OF CONVEYING PARTY(IES):
 Orange-Co, Inc.
 INDIVIDUAL(S) ASSOCIATION
 GENERAL PARTNERSHIP LIMITED PARTNERSHIP
 CORPORATION-STATE OF FLORIDA
 OTHER _____

2. NAME AND ADDRESS OF RECEIVING PARTY(IES):
 NAME:
 Pasco Acquisition, Inc.
 INTERNAL ADDRESS:
 STREET ADDRESS:
 400 N. Tampa Street
 Tampa, FL 33602

ADDITIONAL NAME(S) OF CONVEYING PARTY(IES) ATTACHED? Yes No

3. NATURE OF CONVEYANCE:
 ASSIGNMENT MERGER
 SECURITY AGREEMENT CHANGE OF NAME
 OTHER _____

INDIVIDUAL(S) CITIZENSHIP
 ASSOCIATION
 GENERAL PARTNERSHIP
 LIMITED PARTNERSHIP
 CORPORATION-STATE OF DELAWARE
 OTHER _____

EXECUTION DATE: September 23, 1999

IF ASSIGNEE IS NOT DOMICILED IN THE UNITED STATES, A DOMESTIC REPRESENTATIVE DESIGNATION IS ATTACHED YES NO

ADDITIONAL NAME(S) AND ADDRESS(ES) ATTACHED? Yes No

4. APPLICATION NUMBER(S) OR REGISTRATION NUMBER(S):

A. TRADEMARK APPLICATION NO(S):
 B. TRADEMARK REGISTRATION NO(S):
 2,010,479
 ADDITIONAL NUMBERS ATTACHED? YES NO

RECEIVED
 SEP 23 11 17 35
 TRADEMARK SECTION

5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:

NAME: C. Douglas McDonald
 INTERNAL ADDRESS: Carlton, Fields, et al.
 STREET ADDRESS: P. O. Box 3239
 Tampa, FL 33601-3239

6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED:

7. TOTAL FEE (37 CFR 3.41) \$ 40.00

ENCLOSED
 AUTHORIZED TO BE CHARGED TO DEPOSIT ACCOUNT¹
¹ NOTE: (ONLY IF AMOUNT ENCLOSED IS INCORRECT)

8. DEPOSIT ACCOUNT NUMBER: 03-0683

(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.
 C. Douglas McDonald *C. Douglas McDonald* 7/31/02
 NAME OF PERSON SIGNING SIGNATURE DATE
 TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: 1

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TPA#1775262.01

TRADEMARK REEL: 2559 FRAME: 0799

EXECUTION COPY

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of September 27, 1999, by and among ORANGE-CO, INC., a Florida corporation, INTERNATIONAL FRUIT, INC., a Florida corporation (collectively, the "Assignor"), and PASCO ACQUISITION, INC., a Delaware corporation ("Assignee").

Pursuant to the ASSET PURCHASE AGREEMENT dated as of September 27, 1999, by and between Assignor and Assignee, Assignor agreed to transfer, assign, and otherwise convey to Assignee all of Assignor's right, title, and interest in, to, and under the trademarks and service marks (including all registration and applications thereto and goodwill associated therewith) listed on Schedule 1 attached hereto (the "Marks"). Assignor and Assignee want to confirm this assignment for purposes of filing the same with the United States Patent and Trademark Office. The parties therefore agree as follows.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in, to, and under the following:

1. the Marks;
2. the goodwill associated with the Marks; and
3. all rights to proceeds of the foregoing (except for proceeds not collected prior to the date hereof unless properly included as an asset on the Net Working Capital Schedules (as defined under the Asset Purchase Agreement)), including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Marks.

Assignor has caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

ORANGE-CO., INC.

By: Gene Mooney
Name: Gene Mooney
Title: President

INTERNATIONAL FRUIT, INC.

By: Gene Mooney
Name: Gene Mooney
Title: President

Acknowledged and Agreed to:

PASCO ACQUISITION, INC.

By: Steven M. Lefkowitz
Name: Steven Lefkowitz
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23 day of September, 1999, before me personally came Gene Mooney, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the President of ORANGE-CO., INC.; he signed the instrument in the name of ORANGE-CO., INC.; and he had the authority to sign the instrument on behalf of ORANGE-CO., INC.

Jason Barschi
Notary Public

JASON BARSCHI
Notary Public, State of New York
No. 01BA6018599
Qualified in Westchester County
Commission Expires Jan. 11, 2001

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

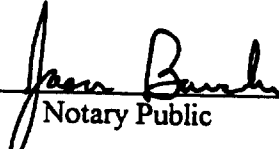
On this 23 day of September, 1999, before me personally came Gene Mooney, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the President of INTERNATIONAL FRUIT, INC.; he signed the instrument in the name of INTERNATIONAL FRUIT, INC.; and he had the authority to sign the instrument on behalf of INTERNATIONAL FRUIT, INC.

Jason Barschi
Notary Public

JASON BARSCHI
Notary Public, State of New York
No. 01BA6018569
Qualified in Westchester County
Commission Expires Jan. 11, 2001

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of September, 1999, before me personally came Steven Leftowitz, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the Vice President of PASCO ACQUISITION, INC.; he signed the instrument in the name of PASCO ACQUISITION, INC.; and he had the authority to sign the instrument on behalf of PASCO ACQUISITION, INC.



Notary Public

JASON BARSCHI
Notary Public, State of New York
No. 01BA6018599
Qualified in Westchester County
Commission Expires Jan. 11, 2001

SCHEDULE 1

REGISTERED TRADEMARKS

Mark	Country	Registration No.	Registration Date	Classes
CLASSIC CHOICE	US	1,875,484	1/24/95	32
CYPRESS GARDENS	US	564,619	9/30/52	29,32
CYPRESS GARDENS	US	1,681,356	3/31/92	31,32
GOLD-N-RICH	US	1,439,426	5/12/87	32
NATURE'S SELECT	US	2,010,479	10/22/96	32
CYPRESS GARDENS	Canada	TMA111,735	10/3/58	29,31,32

TRADEMARK APPLICATIONS

Mark	Country	Application No.	File Date	Classes
CYPRESS GARDENS	US	75-439,606	2/24/98	30,32
CYPRESS GARDENS	US	74-128,434	1/7/91	19
CYPRESS GARDENS	Canada	0837,448	2/24/97	29,31,32