

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cal-Organic Vegetable Company		11/15/2002	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Grimmway Enterprises, Inc.
Street Address:	P.O. Box 81498
City:	Bakersfield
State/Country:	CALIFORNIA
Postal Code:	93380-1498
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 4**

Property Type	Number
Registration Number:	2067886
Registration Number:	2200339
Registration Number:	1582849
Registration Number:	2335023

**CORRESPONDENCE DATA**

Fax Number: (415)576-0300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 4155760200  
 Email: mcm@townsend.com  
 Correspondent Name: Townsend and Townsend and Crew LLP  
 Address Line 1: Two Embarcadero Center, 8th Floor  
 Address Line 4: San Francisco, CALIFORNIA 94111-3834

CH \$115.00 75539041

ATTORNEY DOCKET NUMBER:

17764-47

NAME OF SUBMITTER:

Margaret C. McHugh, Esq.

Total Attachments: 3

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ACTION OF THE BOARD OF DIRECTORS  
WITHOUT A MEETING  
GRIMMWAY ENTERPRISES, INC.

The undersigned, being all of the Directors of the above named California Corporation, hereby consent in writing, pursuant to Section 307 (b) of the California Corporations Code and Section 3.14 of the By-Laws of the Corporation, to the following action and direct that this writing be filed with the minutes of the proceedings of the Board of Directors.

The following preliminary statements and resolutions are hereby adopted:

WHEREAS, this Corporation owns 100% of the outstanding shares of Cal-Organic Vegetable Company, a California Corporation;

WHEREAS, it is deemed in the best interest of this Corporation to effect a merger of Cal-Organic Vegetable Company into this Corporation;

NOW THEREFORE, IT IS RESOLVED, that Cal-Organic Vegetable Company be merged into this Corporation pursuant to Section 1110 of the California Corporations Code at the close of business on December 31, 2002;

RESOLVED FURTHER, that the officers of this Corporation are hereby authorized and directed to do all acts and to execute, verify, and file all documents necessary to effectuate the merger into this Corporation pursuant to Section 1110 of the California Corporations Code of Control; and,

RESOLVED FURTHER, that this Corporation hereby assumes all liabilities of Cal-Organic Vegetable Company.

ACTION OF THE BOARD OF DIRECTORS  
WITHOUT A MEETING  
GRIMMWAY ENTERPRISES, INC.

The undersigned, being all of the Directors of the above named California Corporation, hereby consent in writing, pursuant to Section 307 (b) of the California Corporations Code and Section 3.14 of the By-Laws of the Corporation, to the following action and direct that this writing be filed with the minutes of the proceedings of the Board of Directors.

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RESOLVED FURTHER, that this Corporation hereby assumes all liabilities of Cal-Organic Vegetable Company.


IN WITNESS WHEREOF, the undersigned, being all of the  
Directors of the Corporation, hereby execute this Action on

November 15, 2002.

  
ROBERT A. GRIMM

  
BARBARA M. GRIMM

  
KARI L. GRIMM

  
JEFFREY A. MEGER