

DECLARATION

The undersigned, C. Michael Carter, Vice President of Dole Fresh Flowers, Inc. (the "Corporation"), hereby declares as follows:

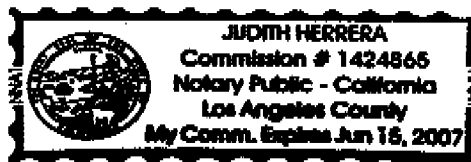
- 1. That I am a duly elected, qualified, and acting Vice President of the Corporation;
- 2. That on August 4, 1998, Finesse Farms East, Inc., Sunburst Farms, Inc. and Dole Food Company, Inc. entered into an Asset Purchase Agreement in which certain assets of Finesse Farms East, Inc. were acquired by Sunburst Farms, Inc.
- 3. That among the intangible assets acquired by Sunburst Farms, Inc. were USPTO Trademark FINESSE FARMS, Registration No. 2,123,642 (Serial No. 75/ 213,296), and pending Trademark Application BOUQUET OF HEARTS DESIGN, Serial No. 75/375,770 (the registration for which issued on August 25, 1998 under Registration No. 2,184,221) (collectively, the "Trademarks").
- 4. That the attached Exhibit A is a true and correct copy of the relevant pages of the Asset Purchase Agreement and Schedules thereto dealing with the purchase and sale of the Trademarks.
- 5. That on June 24, 1999, Sunburst Farms, Inc. merged into and changed its name to Dole Fresh Flowers, Inc.

IN WITNESS WHEREOF, I have hereunto executed the Declaration this ___ day of December, 2003.




 C. Michael Carter

State of California)
) ss.
 County of Los Angeles)



Subscribed and sworn to before me by C. Michael Carter, this 22 day of December 2003.

WITNESS my hand and official seal.



 Judith Herrera

ASSET PURCHASE AGREEMENT (the "Agreement") made the 4th of August, 1998

by and among

- **FINESSE FARMS EAST, INC.**
a company incorporated in the State of Florida, U.S.A., with its registered office at 7911 N.W. 21st Street, Miami, Florida 33122, U.S.A. ("Finesse East" or the "Seller");

and

- **SUNBURST FARMS, INC.**
a company incorporated in Delaware with its registered office at 2200 Northwest 70th Avenue, Miami, Florida 33122 ("Sunburst" or the "Buyer");
- **DOLE FOOD COMPANY, INC.**
a company incorporated in the State of Hawaii, U.S.A., with its registered office at 31365 Oak Crest Drive, Westlake Village, California 91359-5132 ("Dole").

RECITALS

- The Seller is in the business of acquiring fresh cut flowers grown in South America and selling the flowers to buyers in the United States and third countries.
- The intention of this Agreement is that, pursuant to its terms the Seller will sell and deliver to the Buyer the Business and certain, but not all, of the assets of Finesse East.

In consideration of the mutual covenants, agreements, warranties, representations and undertakings herein and for other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, THE PARTIES AGREE as follows:


1. DEFINITIONS AND INTERPRETATION

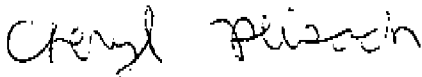
1.1 Defined Terms. In this Agreement, the following expressions shall have the meaning ascribed to them for the purposes of this Agreement, save where an expression is stated to have a meaning for the purposes of a particular provision or provisions of this Agreement, in which case the expression shall have the ascribed meaning for the purposes of such provision or provisions only:

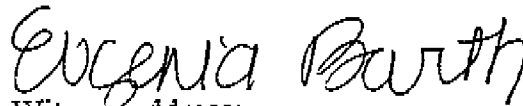
"AFFILIATE"
means any Person that directly, or indirectly through one of more intermediaries, controls or is controlled by or is under common control with the Person specified. For purposes of this definition, control of a Person means the power, direct or indirect, to direct or cause the direction of the management and policies of such Person whether by Contract or otherwise and, in any

IN WITNESS WHEREOF, each of the Parties has caused this Agreement to be executed under seal on the date specified on line one of page one.

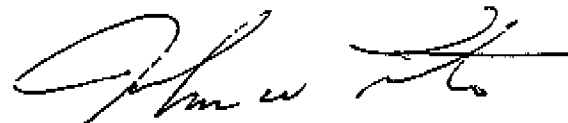
EXECUTION PAGES OF ASSET PURCHASE AGREEMENT

SIGNED by 
duly authorized signatory of **Finesse Farms East, Inc.**, in the presence of:


Witness Signature:


Witness address:

Witness description:


SIGNED by John W. Tate,
duly authorized signatory of **Sunburst Farms, Inc.**, in the presence of:

Witness Signature: 

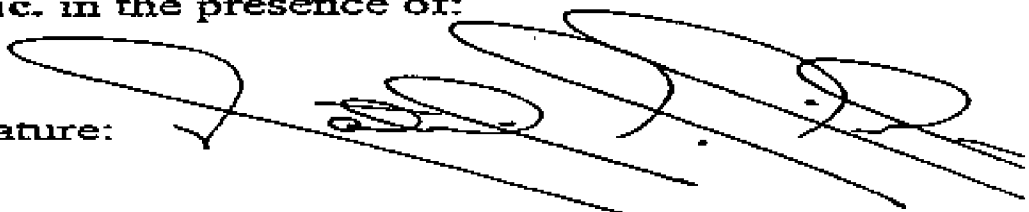
Witness address: 31365 Oak Crest Drive
Brentdale Village
California

Witness description: Vice President



SIGNED by David A. DeLorenzo,
a duly authorized Director and President
of, and for and on behalf of **Dole Food
Company, Inc.** in the presence of:

Witness Signature:



Witness address: 31365 Oak Crest Dr.
Westlake Village
California

ident

SCHEDULE 5

**ASSETS TRANSFERRED AND
PURCHASE PRICE ALLOCATION
FINESSE FARMS EAST, INC.**

ASSET	VALUATION
1. Customer Lists, Finesse Farms Trademark, Good Will, Company Logo, Supplier Lists, General Business Know-How	[REDACTED]
2. Fixed Assets Current Assets Security Deposits Cash	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

Finesse Farms East Intangible Assets

- *Trademark "Finesse Farms", USPTO Registration No. 2,123,642 dated December 23, 1997
- Finesse Farms logo and application for mark, Serial No. 75/375770, filed with USPTO on October 20, 1997
- Custom software program
- Software licenses
- Commercial real estate leases
- Truck leases
- Customer lists
- Goodwill

* Notwithstanding the immediate transfer and assignment of this trademark, the parties have expressly agreed that Seller is entitled to continue to use the words "Finesse Farms" in connection with the name on its bank accounts until August 18, 1998.