

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Agro Power Development, Inc.		09/28/2001	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Village Farms, L.P.		
<b>Street Address:</b>	17 Christopher Way		
<b>City:</b>	Eatontown		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07724		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2142404	FROM OUR HOUSE TO YOUR HOME	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)832-5767		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215.569.5767		
<b>Email:</b>	perry@blankrome.com		
<b>Correspondent Name:</b>	David M. Perry		
<b>Address Line 1:</b>	One Logan Square,		
<b>Address Line 2:</b>	9th Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-6998		
<b>ATTORNEY DOCKET NUMBER:</b>	107273-00101		
<b>NAME OF SUBMITTER:</b>	David M. Perry		
<b>Signature:</b>	/David M. Perry/		
<b>Date:</b>	01/27/2006		

CH \$40.00 2142404

**Total Attachments: 7**

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**WORLDWIDE ASSIGNMENT OF MARKS**

This Worldwide Assignment of Marks is made by and between EcoScience Corporation ("EcoScience"), Agro Power Development, Inc. ("APD"), each a corporation of the State of Delaware, U.S.A., with an address at 17 Christopher Way, Eatontown, New Jersey 07724; and Village Farms, L.P. ("Village Farms"), a limited partnership of the State of Delaware, U.S.A., also with an address at 17 Christopher Way, Eatontown; (collectively referred to hereafter as the "Parties").

WHEREAS, the Parties wish for all worldwide rights, title and interest they may have in and to any and all trademarks, service marks, trade dresses, trade names, certification marks, including all U.S. and foreign applications and registrations therefore, all common law rights associated therewith, and all good will associated thereby, including, but not limited to, the marks listed on the attached Exhibit A and Exhibit B (collectively referred to as the "Marks") to be assigned and transferred to Village Farms; and

WHEREAS, Village Farms, as successor to the businesses of APD, which businesses remain ongoing and existing, pursuant to Section 10 of the Lanham Act, 15 U.S.C. Section 1060, wishes to acquire all rights, title and interest in and to the Marks; and

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the Parties hereby acknowledge, the Parties agree as follows:

1. Effective on September 28, 2001, EcoScience shall merge into APD, effectively transferring to APD all of the rights, title and interest it may have in and to the any of the Marks including the marks listed on the attached Exhibit A, and all corresponding foreign applications and registrations therefore together with their good will, all common law rights associated therewith, all good will associated thereby, and all right to sue for past infringement of the Marks and to recover and hold all profits and damages arising therefrom, worldwide;

2. Immediately after consummation of the merger and the transfer specified in paragraph 1 above and effective on September 28, 2001, APD hereby assigns to Village Farms all of its rights, title and interest it may then have in and to any of the Marks, including the marks listed on the attached Exhibit A and Exhibit B, and all corresponding foreign applications and registrations therefore together with their good will, all common law rights associated therewith, all good will associated thereby, and all right to sue for past infringement of the Marks and to recover and hold all profits and damages arising therefrom, worldwide;

3. [Intentionally Omitted]

4. [Intentionally Omitted]

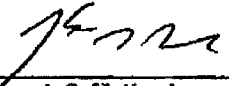
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5. Agro Power and EcoScience agree to cooperate with Village Farms, at no additional compensation, by executing any and all papers including, but not limited to, assignment documents for recording this assignment before foreign trademark offices; by providing affidavits; giving testimony; and doing any and all acts which Village Farms may determine necessary, in its reasonable discretion, to carry out the intent of this assignment and to enforce Village Farm's trademark rights against third parties.

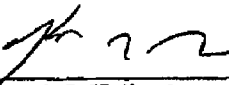
**AGRO POWER DEVELOPMENT, INC.**  
a Delaware corporation

Date: September 28, 2001

By:   
Name: Kenneth S. Hollander  
Title: Chief Financial Officer

**ECOSCIENCE CORPORATION**  
a Delaware corporation

Date: September 28, 2001

By:   
Name: Kenneth S. Hollander  
Title: Chief Financial Officer

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EXHIBIT A  
TO WORLDWIDE ASSIGNMENT OF MARKS

Australian Registrations

1. B230,208 - PACRITE
2. 253,293 - PACRITE
3. B253,294 - PACRITE
4. 253,295 - PACRITE

Canadian Registrations

1. TMA 449,018 - ECOSCIENCE & Design
2. TMA 450,061 - ECOSCIENCE & Design

France Registrations

1. 93,480,864 - ECOSCIENCE & Design
2. 93,481,305 - ECOSCIENCE & Design

Germany Registrations

1. 2,071,606 - ECOSCIENCE & Design
2. 2,909,465 - ECOSCIENCE & Design

Great Britain Registrations

1. B1,545,481 - ECOSCIENCE & Design

Japan Registrations

1. 3,166,878 - ECOSCIENCE & Design

Korea Registrations

1. 304,608 - ECOSCIENCE & Design
2. 312,236 - ECOSCIENCE & Design
3. 346,267 - ECOSCIENCE & Design

Mexico Registrations

1. 176,388 - ECOSCIENCE & Design
2. 176,387 - ECOSCIENCE & Design

Morocco Registrations

1. 36,387 - PACRITE
2. 36,388 - SEALBRITE
3. 36,386 - CITRASHINE

U.S. Registrations

1. Reg. No. 2,070,143 - BIO-BLAST
2. Reg. No. 2,184,289 - BIO-SAVE
1. Reg. No. 1,866,189 - ECOSCIENCE & Design
2. Reg. No. 1,881,123 - HORIZONTAL TRANSFER

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EXHIBIT B  
TO WORLDWIDE ASSIGNMENT OF MARKS

U.S. Applications

1. Ser. No. 75/528,441 - HOME CHOICE

U.S. Registrations

3. Reg. No. 2,422,551 - BABY BEEFS
4. Reg. No. 1,704,348 - VILLAGE FARMS

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RECORDED: 10/09/2001

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