

**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>
Sun World International, Inc.		02/25/2005	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Sun World International, LLC
<b>Street Address:</b>	16350 Driver Road
<b>City:</b>	Bakersfield
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	93308
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 33**

Property Type	Number	Word Mark
Serial Number:	78534108	APPLUM
Serial Number:	75539250	RED DIAMOND
Registration Number:	1829926	
Registration Number:	1829951	
Registration Number:	1850396	SUN WORLD
Registration Number:	1853223	SUN WORLD
Registration Number:	1520339	
Registration Number:	1523046	
Registration Number:	1531116	SUN WORLD
Registration Number:	1520340	
Registration Number:	1760153	AMBER CREST
Registration Number:	1531127	BECAUSE SEEDS ARE THE PITS
Registration Number:	2142639	BLACK DIAMOND
Registration Number:	2379492	BLACK GIANT

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Registration Number:	2858064	COACHELLA SEEDLESS
Registration Number:	1528517	FOR YOUR GOOD HEALTH...FROM SUN WORLD
Registration Number:	1803879	HONEYCOT
Registration Number:	1513803	LE JAUNE ROYALE
Registration Number:	1515681	LE VERT ROYALE
Registration Number:	2251461	MIDNIGHT BEAUTY
Registration Number:	1562458	PACIFIC STAR
Registration Number:	1542787	PANORAMA
Registration Number:	1138514	RANCHO BUENA VISTA
Registration Number:	2931902	RED GIANT
Registration Number:	2795567	SABLE SEEDLESS
Registration Number:	2782676	SOPHIA SEEDLESS
Registration Number:	1492508	STAR SWEET
Registration Number:	1061802	SUN WORLD
Registration Number:	1133787	SUN WORLD
Registration Number:	1522818	SUN WORLD SEEDLESS
Registration Number:	2230903	SUPER STAR
Registration Number:	2167719	SUPERIOR SEEDLESS
Registration Number:	2259988	WHERE PRODUCE BEGINS

**CORRESPONDENCE DATA**

Fax Number: (949)760-9502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 949-760-0404  
Email: efilings@kmob.com  
Correspondent Name: Knobbe, Martens, Olson & Bear, LLP  
Address Line 1: 2040 Main Street, 14th Floor  
Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	SUNLLC.000GEN
NAME OF SUBMITTER:	Stacey R. Halpern
Signature:	/Stacey R. Halpern/
Date:	04/20/2006

Total Attachments: 6  
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## TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement, dated February 25, 2005, is entered into by and between Sun World International, Inc., a Delaware corporation, Sun Desert, Inc., a Delaware corporation, Coachella Growers, a California Agricultural Cooperative, and Sun World/Rayo, a California corporation (collectively, "Assignors"), the debtors in possession in the jointly administered Chapter 11 proceeding entitled "In re Sun World International, Inc.," Case No. RS-03-11370 DN, United States Bankruptcy Court, Central District of California, Riverside Division, and Sun World International, LLC, a Delaware limited liability company ("Assignee").

**WHEREAS**, Assignors own the trademark applications and registrations listed on the attached Schedule A, and all common law rights associated therewith, together with all goodwill arising from the use of and symbolized by said trademarks (the "Trademarks");

**WHEREAS**, pursuant to that certain Asset Purchase Agreement, dated as of December 13, 2005 and amended as of January 13, 2005, by and among Assignors and BDCM Opportunity Fund, L.P., Assignors agreed to sell, assign, transfer, convey and deliver to BDCM Opportunity Fund, L.P., and BDCM Opportunity Fund, L.P. agreed to purchase and acquire from Assignors, all of Assignors' right, title and interest in and to the Trademarks; and

**WHEREAS**, pursuant to a letter agreement, acknowledged by Assignors, BDCM Opportunity Fund, L.P. has assigned its rights, interests and obligations under the Asset Purchase Agreement to Assignee.

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors do hereby sell, assign, transfer, convey and deliver to Assignee, and Assignee purchases and acquires from Assignors, all of Assignors' right, title and interest in and to the Trademarks, the goodwill of the business symbolized by the Trademarks, and certain assets as indicia of said goodwill, all rights to sue, counterclaim, and to collect damages and payments for claims of past, present, and future infringements, unfair competition or misappropriations thereof, and all income, royalties, damages and payments now or hereafter due or payable with respect thereto, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives.

Assignors hereby agree to execute upon the request of Assignee, at Assignee's expense, such additional documents as are necessary to register and otherwise give full effect to the rights of Assignee under this Trademark Assignment in and to the Trademarks worldwide, including all documents necessary to record in the name of Assignee the assignment of any of the Trademarks with the United States Patent and Trademark Office and, with respect to any equivalent foreign rights, with any other appropriate foreign or international office or registrar.

IN WITNESS WHEREOF, the undersigned have executed this Trademark Assignment on the date first written above.

ASSIGNORS::

SUN WORLD INTERNATIONAL, INC.,

By: 

Name: STANLEY E. SPEER

Title: CFO

SUN DESERT, INC.

By: 

Name: STANLEY E. SPEER

Title: CFO

COACHELLA GROWERS

By: 

Name: STANLEY E. SPEER

Title: CFO

SUN WORLD/RAYO

By: 

Name: STANLEY E. SPEER

Title: CFO

ASSIGNEE:

SUN WORLD INTERNATIONAL, LLC,

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

IN WITNESS WHEREOF, the undersigned have executed this Trademark Assignment on the date first written above.

ASSIGNORS::

SUN WORLD INTERNATIONAL, INC.,

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SUN DESERT, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COACHELLA GROWERS

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SUN WORLD/RAYO

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


ASSIGNEE:

SUN WORLD INTERNATIONAL, LLC,





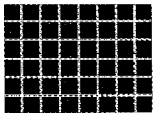
By: \_\_\_\_\_  
Name: JAMES ZENNI  
Title: PRESIDENT



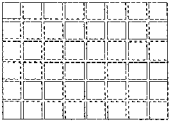


## SCHEDULE A

### Federal Trademark Applications

Mark	App. No.	App. Date	Intl. Class
	75/727032	06/11/99	32
APPLUM	78/534108	12/16/04	31
BLACK GIANT	75/133125	07/11/96	31
MOOSE-CAT	76/335088	11/05/01	31
RED DIAMOND	75/539250	08/19/98	31
ROYAL SCARLET SEEDLESS	78/526681	12/03/04	31
SUN WORLD	75/727031	06/11/99	32
SUPER STAR	78/529226	12/08/04	31

### Federal Trademark Registrations

Mark	Reg. No.	Reg. Date	Intl. Class
	1829926	04/05/94	29
	1829951	04/05/94	31
	1850396	08/16/94	31
	1853223	9/06/94	29
 Miscellaneous Design	1520339	01/10/89	31

Mark	Reg. No.	Reg. Date	Intl. Class
 Miscellaneous Design	1523046	01/31/89	31
 SUN WORLD & Design (Old)	1531116	03/21/89	31
 Miscellaneous Design (Grid)	1520340	01/10/89	31
 JADE and Design	2066908	06/03/97	31
AMBER CREST	1760153	03/23/93	31
BECAUSE SEEDS ARE THE PITS	1531127	03/21/89	31
BLACK DIAMOND	2142639	03/10/98	31
BLACK GIANT	2379492	08/22/00	31
COACHELLA JOE	1868954	12/20/94	31
COACHELLA SEEDLESS	2858064	06/29/04	31
DR. FORBES (stylized)	1013649	06/17/75	31
FOR YOUR GOOD HEALTH...  FROM	1528517	03/07/89	31
HONEYCOT	1803879	11/09/93	31
HOW RED	1922316	09/26/95	31
HOWRED	1845818	07/19/94	31
KO-CHELLA	0829989	6/06/67	31
LE JAUNE ROYALE	1513803	11/22/88	31
LE VERT ROYALE	1515681	12/06/88	31



Mark	Reg. No.	Reg. Date	Intl. Class
L'ORANGE ROYALE	1651993	07/23/91	31
MIDNIGHT BEAUTY	2251461	06/08/99	31
OASIS	1423149	12/30/86	31
PACIFIC STAR	1562458	10/24/89	31
PANORAMA	1542787	06/06/89	31
RANCHO BUENA VISTA	1138514	08/05/80	31
RED GIANT	2931902	03/08/05	31
ROUTE 66	1920055	09/19/95	31
ROYALE	1775400	06/08/93	31
SABLE SEEDLESS	2795567	12/16/03	31
SOPHIA SEEDLESS	2782676	11/11/03	31
STAR SWEET	1492508	06/14/88	31
SUN WORLD	1061802	03/22/77	31
SUN WORLD	1133787	04/22/80	29, 31
SUN WORLD SEEDLESS	1522818	01/31/89	31
SUPER STAR	2230903	3/09/99	31
SUPERIOR	670319	11/25/58	46
SUPERIOR	1689211	05/26/92	31
SUPERIOR SEEDLESS	2167719	06/23/98	31
VICTORIA	243525	6/26/88	31
WHERE IT HAPPENS FIRST	1744954	01/05/93	42
WHERE IT HAPPENS FIRST	1733419	11/17/92	31
WHERE PRODUCE BEGINS	2259988	07/06/99	31

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