

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Heartland Fruit New Zealand Limited		06/05/2005	COMPANY: NEW ZEALAND
RECEIVING PARTY DATA			
Name:	Heartland IP Limited		
Street Address:	78 Selwyn Place		
City:	Nelson		
State/Country:	NEW ZEALAND		
Entity Type:	COMPANY: NEW ZEALAND		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78342406	LUV AT FIRST BITE	
Serial Number:	78213302	LUV'YA	
CORRESPONDENCE DATA			
Fax Number:	(212)949-9190		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2129499022		
Email:	LBAILEY@LAWABEL.COM		
Correspondent Name:	LESLIE BAILEY		
Address Line 1:	666 THIRD AVENUE		
Address Line 4:	NEW YORK, NEW YORK 10017		
DOMESTIC REPRESENTATIVE			
Name:	Abelman Frayne & Schwab		
Address Line 1:	666 Third Avenue		
Address Line 4:	New York, NEW YORK 10017		
NAME OF SUBMITTER:	VICTOR M. TANNENBAUM		

CH \$65.00 78342406

Signature:	/VMT/
Date:	05/17/2006
Total Attachments: 6 source=Heartland Fruit Asmt#page1.tif source=Heartland Fruit Asmt#page2.tif source=Heartland Fruit Asmt#page3.tif source=Heartland Fruit Asmt#page4.tif source=Heartland Fruit Asmt#page5.tif source=Heartland Fruit Asmt#page6.tif	

TRADE MARK
DEED OF ASSIGNMENT

DEED made this 5 day of JUNE 2005 in respect of an assignment effective as of the 5 day of JUNE 2005 (EFFECTIVE DATE)

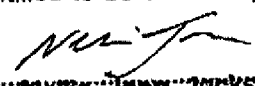
BETWEEN HEARTLAND FRUIT NEW ZEALAND LIMITED, of 78 Selwyn Place, Nelson, New Zealand, ("ASSIGNOR")
AND HEARTLAND IP LIMITED, of 78 Selwyn Place, Nelson, New Zealand, ("ASSIGNEE")

RECITALS

- A. The ASSIGNOR is the proprietor of:
 - (i) the trade marks which are specified in the Schedule (TRADE MARKS); and
 - (ii) any get-up and copyright in works relating to the TRADE MARKS;
 (The TRADE MARKS and copyright collectively referred to as the INTELLECTUAL PROPERTY.)
- B. The ASSIGNOR has agreed to assign the INTELLECTUAL PROPERTY together with the goodwill of a business concerned in any goods and services for which the TRADE MARKS are registered worldwide as of the EFFECTIVE DATE.
- C. The parties wish to record the terms of their agreement as follows.

IT IS AGREED AS FOLLOWS

- 1. In consideration of the sum of one dollar (NZ\$1.00) paid by the ASSIGNEE to the ASSIGNOR (payment and sufficiency of which the ASSIGNOR acknowledges) the ASSIGNOR assigns to the ASSIGNEE the INTELLECTUAL PROPERTY as of the EFFECTIVE DATE together with
 - 1.1. The goodwill of the business concerned in the goods and services for which the TRADE MARKS are registered worldwide;
 - 1.2. The right to sue for damages and other remedies in respect of any infringement or misuse of any of the INTELLECTUAL PROPERTY which may have occurred prior to the EFFECTIVE DATE and to retain any damages obtained as a result of any such action; and
 - 1.3. All statutory and common law rights attaching to the INTELLECTUAL PROPERTY.


 Certified to be a true copy
 Name: Jean Jackson

Solicitor
Wellington, New Zealand

- 2. The ASSIGNOR shall execute such further documents and do such further acts as the ASSIGNEE may reasonably require from time to time by way of further assurance of the rights herein assigned.
- 3. This Assignment shall be governed by and construed in accordance with New Zealand law. Each of the parties agrees that the Courts of New Zealand shall have exclusive jurisdiction to settle any dispute which may arise in connection with this agreement.

Executed as a Deed and delivered on behalf of the parties on the date first set out above.

EXECUTED on behalf of)
)
 HEARTLAND FRUIT)
 NEW ZEALAND LIMITED)
 in the presence of:)

M. C. Smith

Richard Hoddy *Nadine T...*

Nadine Turley
Witness Name

71 Queen St Richmond
Witness Address

Finance Manager
Witness Occupation

EXECUTED on behalf of)
)
 HEARTLAND IP LIMITED)
 in the presence of:)

Richard Hoddy

Richard Hoddy

Richard Hoddy
Witness Name

300 Main Rd Hope Nelson
Witness Address

Orchardist
Witness Occupation

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SCHEDULE ONE

<u>NUMBER</u>	<u>MARK</u>	<u>CLASS</u>	<u>GOODS</u>
NEW ZEALAND			
663528	LUV'YA	31	Agricultural, horticultural and forestry products and grains not included in any other classes; fresh fruits and vegetables; seeds, natural plants and flowers
281856	EVE	31	Horticultural products (not included in other classes); propagation materials in this class; live trees; fresh fruits and vegetables; seeds, natural plants and flowers
705499	LUV AT FIRST BITE	29	Preserved fruit and vegetables.
		31	Agricultural, horticultural and forestry products and grains not included in any other classes; fresh fruits and vegetables; seeds, natural plants and flowers.
721804	ADAM; ADAM'S	29	Preserved and dried vegetables and fruits; edible seeds and nuts; preserves, jams and marmalades; foodstuffs in this class made from and including fruits; edible oils and fats.
		31	Fresh fruit and vegetables; animal feedstuffs; grains.
721872	ADAM & EVE	31	Fresh fruit and vegetables; animal feedstuffs; grains.
721873	EDEN	31	Fresh fruit and vegetables; animal feedstuffs; grains.
721874	FORBIDDEN FRUIT	31	Fresh fruit and vegetables; animal feedstuffs; grains.
724106	HEARTLAND	31	Fresh fruits and vegetables; seeds, natural plants and flowers.
		44	Agriculture and horticulture services relating to the cultivation and propagation of fresh fruits and vegetables, seeds, natural plants and flowers; orchard and nursery services; consultancy services relating to all of the aforementioned services.

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AUSTRALIA

743123	EVE	31	Horticultural products (not included in other classes); propagation materials in this class; live trees; fresh fruits and vegetables; seeds, natural plants and flowers.
973670	LUV'YA	31	Horticultural products and propagation materials (if included in class 31); live trees; fresh fruits and vegetables; seeds, natural plants and flowers.

UNITED KINGDOM

2325813	EVE	31	Horticultural products (not included in other classes); propagation materials in this class; live trees; fresh fruits and vegetables; seeds, natural plants and flowers
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GERMANY

30311686.2/31	EVE	31	Horticultural products and propagation materials (if included in class 31); live trees; fresh fruits and vegetables; seeds, natural plants and flowers.
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USA

78/342406	LUV AT FIRST BITE	29	Preserved fruit and vegetables.
		31	Fruit seeds for planting; fresh fruits and vegetables; live flowering plants.
78/213302	LUV'YA	31	Agricultural seeds and grains for planting; fresh fruits and vegetables; live flowering plants.

CANADA

1,173,156	EVE	31	Live trees; fresh fruits and vegetables; seeds, natural plants and flowers.
1,169,707	LUV'YA	31	Fruit and vegetable seeds and grains for planting; fresh fruits and vegetables; live flowering plants.

EUROPEAN COMMUNITY

003406972	EVE	31	Horticultural products and propagation materials (if included in class 31); live trees; fresh fruits and vegetables; seeds, natural plants and flowers.
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003563327	LUV AT FIRST BITE	29	Preserved fruit and vegetables.
		31	Agricultural, horticultural and forestry products and grains not included in any other classes; fresh fruits and vegetables; seeds, natural plants and flowers.
3049905	LUV'YA	31	Agricultural, horticultural and forestry products and grains not included in other classes; fresh fruits and vegetables; seeds, natural plants and flowers.
CHINA			
3777660	LUV'YA	31	Plants; seedlings; apple woodstock (cuttings); citrus fruit; nuts (fruits); grapes, fresh; fruit, fresh; berries, fresh fruits; vegetables, fresh; plant seeds.
HONG KONG			
200302218	LUV'YA	31	Agricultural, horticultural and forestry products and grains not included in any other classes; fresh fruits and vegetables; seeds, natural plants and flowers
INDONESIA			
D00 2003 31322-31622	LUV'YA	31	Horticultural products and propagation materials (if included in class 31); live trees; fresh fruits and vegetables; seeds, natural plants and flowers.
MALAYSIA			
2003-01782	LUV'YA	31	Agricultural, horticultural and forestry products and grains not included in any other classes; fresh fruits and vegetables; seeds, natural plants and flowers.
SINGAPORE			
T03/02345F	LUV'YA	31	Agricultural, horticultural and forestry products not included in any other classes; fresh fruits and vegetables; seeds, natural plants and flowers.
TAIWAN, R.O.C.			
92008740	LUV'YA	31	Fresh Fruits and vegetables; seeds, natural plants and flowers

TRADEMARK**REEL: 003310 FRAME: 0327**

THAILAND

544618	LUVYA	31	Fresh fruits; seedlings; seeds; live flowering plants; fresh vegetables; fruit residues.
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VIETNAM

4-2004-01335	LUVYA	31	Horticultural products and propagation materials (if included in class 31); live trees; fresh fruits and vegetables; seeds, natural plants and flowers.
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