

**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>
David Easton		12/20/2005	INDIVIDUAL: NEW ZEALAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Heartland IP Limited		
<b>Street Address:</b>	78 Selwyn Place		
<b>City:</b>	Nelson		
<b>State/Country:</b>	NEW ZEALAND		
<b>Entity Type:</b>	COMPANY: NEW ZEALAND		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	75731022	EVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)949-9190		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2129499022		
<b>Email:</b>	LBAILEY@LAWABEL.COM		
<b>Correspondent Name:</b>	LESLIE BAILEY		
<b>Address Line 1:</b>	666 THIRD AVENUE		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10017		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Abelman Frayne & Schwab		
<b>Address Line 1:</b>	666 Third Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10017		
<b>NAME OF SUBMITTER:</b>	VICTOR M. TANNENBAUM		
<b>Signature:</b>	/VMT/		

CH \$40.00 75731022

Date:

05/17/2006

**Total Attachments: 3**

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**TRADE MARK**  
**DEED OF ASSIGNMENT**

DEED made this 20<sup>th</sup> day of December 2005 in  
respect of an assignment effective as of the 20 day of  
December 2005 (EFFECTIVE DATE)

**BETWEEN** DAVID EASTON, of RD2 Upper Moutere, 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 mark which is specified in the Schedule (the TRADE MARK); and
  - (ii) any get-up and copyright in works relating to the TRADE MARK;
- (The TRADE MARK 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 for which the TRADE MARK is registered in the United States of America 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 for which the TRADE MARK is registered in the United States of America;
  - 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.
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 )

DAVID EASTON )

in the presence of: )

  
\_\_\_\_\_  
  
\_\_\_\_\_

RN McCLISKIE  
Witness Name


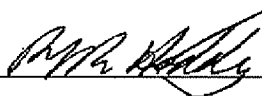
32 LOTTERELL ROAD, NELSON  
Witness Address

FRUIT GROWER  
Witness Occupation

EXECUTED on behalf of )

HEARTLAND IP LIMITED )

in the presence of: )

  
\_\_\_\_\_  
  
\_\_\_\_\_

Richard Hoddy  
Witness Name

300 Main Rd, Hope  
Witness Address

Orchardist  
Witness Occupation

SCHEDULE ONE

<u>NUMBER</u>	<u>MARK</u>	<u>CLASS</u>	<u>GOODS</u>
75731022	EVE	31	Propagation materials, namely, graftwood and budwood, live trees, fresh fruits, namely, apples.

TMASS4394376