

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	08/29/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Heartland Hybrids, Inc.		08/29/2005	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	Landec Ag, Inc.
Street Address:	306 North Main Street
City:	Monticello
State/Country:	INDIANA
Postal Code:	47960
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2338863	TOP HERD
Registration Number:	2416587	QUICKPOINT DELIVERY
Registration Number:	2420865	HEARTLAND HYBRIDS
Registration Number:	2661816	PRIDELAND DIRECT
Serial Number:	76626441	CS3

**CORRESPONDENCE DATA**

Fax Number: (612)339-5897  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612-339-7121  
 Email: dzubke@bestlaw.com  
 Correspondent Name: David J. Zubke  
 Address Line 1: 225 S. 6th Street  
 Address Line 2: Suite 4000  
 Address Line 4: Minneapolis, MINNESOTA 55424-1010

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NAME OF SUBMITTER:	David J. Zubke
Signature:	/David J. Zubke/
Date:	12/19/2006
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**ASSIGNMENT OF TRADEMARKS, SERVICE MARKS, REGISTRATIONS  
AND PENDING REGISTRATION APPLICATION**

**August 29, 2005**

This Assignment of Trademarks, Service Marks, Registrations and Pending Registration Application ("*Assignment*") is made as of the 29<sup>th</sup> day of August, 2005, between Heartland Hybrids, Inc., a Minnesota corporation, 850 First Street North, P.O. Box J, Dassel, Minnesota 55325 ("*Seller*"), and Landec Ag, Inc., a Delaware Corporation, 306 North Main Street, Monticello, Indiana 47960 ("*Purchaser*").

WHEREAS, Seller has adopted, used and is using the following trademarks and service marks, which have each been registered with the United States Patent and Trademark Office:

<u>Trademark/Service Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Top Herd	2,338,863	April 4, 2000
QuickPoint Delivery	2,416,587	December 26, 2000
Heartland Hybrids	2,420,865	January 16, 2001
Prideland Direct	2,661,816	December 17, 2002

WHEREAS, Seller has adopted, used and is using the following trademark, an application for which has been filed and is pending with the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
CS3	76/626,441	12/28/04

WHEREAS, the above trademarks, service marks and federal registrations and applications therefore, as well as all common law rights in and to the aforementioned marks, including any tradenames, d/b/a names and/or assumed names shall be collectively referred to hereinafter as the "Marks"; and

WHEREAS, Purchaser is desirous of acquiring the Marks, together with the goodwill associated therewith and the pending application and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Seller does hereby, irrevocably assign, sell, grant, convey and transfer to Purchaser, its successors and assigns, without any reservation of rights, all of its right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by and associated with the Marks, and all trademark and service mark applications and registrations thereof, and all actions and causes of action and rights to damages and profits, due or accrued, relating to the foregoing, anywhere in the world.

**TRADEMARK**

**REEL: 003447 FRAME: 0678**

This Assignment is effective as of the date hereof. Seller agrees to sign any additional assignments and other appropriate documentation necessary to effectuate and validate this Assignment, from time to time and as soon as practicable after the effective date of this Assignment.

HEARTLAND HYBRIDS, INC.

By:   
Jay Asplin, Its President and CEO

**RETURN TO:**

James Coles, Esq.  
Bose McKinney & Evans  
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