

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:	12/02/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Landec Ag, Inc.		12/02/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	American Seeds, Inc.
Street Address:	800 N Lindbergh Blvd
Internal Address:	Mail Code B2NK
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63167
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2416587	QUICKPOINT DELIVERY
Registration Number:	2420865	HEARTLAND HYBRIDS
Registration Number:	2661816	PRIDELAND DIRECT
Registration Number:	3039748	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 55402-4690

OP \$115.00 2416587

NAME OF SUBMITTER:	David J. Zubke
Signature:	/David J. Zubke/
Date:	12/19/2006
Total Attachments: 2 source=Assignment of Trademarks#page1.tif source=Assignment of Trademarks#page2.tif	

ASSIGNMENT OF TRADEMARKS, SERVICE MARKS AND REGISTRATIONS

December 2, 2006

This Assignment of Trademarks, Service Marks and Registrations ("*Assignment*") is made as of the 2nd day of December, 2006, between Landec Ag, Inc., a Delaware Corporation, 306 North Main Street, Monticello, Indiana 47960 ("*Seller*"), and American Seeds, Inc., a Delaware corporation, 800 N Lindbergh Blvd, Mail Code B2NK, St. Louis, Mo. 63167 ("*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>
QuickPoint Delivery	2,416,587	December 26, 2000
Heartland Hybrids	2,420,865	January 16, 2001
Prideland Direct	2,661,816	December 17, 2002
CS3	3,039,748	January 10, 2006

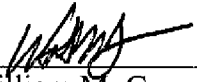
WHEREAS, the above trademarks, service marks and federal registrations therefore, as well as all common law rights in and to the aforementioned marks, including any tradenames, d/b/a names and/or assumed names shall be collectively referred to hereinafter as the "Marks"; and

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 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.

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.

LANDEC AG, INC.

By: 
William M. Gass, Vice President, Marketing
and New Business Development

RETURN TO:

American Seeds, Inc.,
800 N Lindbergh Blvd,
Mail Code B2NK,
St. Louis, Mo. 63167
(314) 694-3974
Attention: Barbara A. Bunning-Stevens

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