

Form PTO-1594

(Rev. 03/01)

OMB No. 0851-0027 (exp. 5/31/2002)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Wholesome Foods, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

Organized in the State of Florida

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 31, 2000

2. Name and address of receiving party(ies)

Name: Ragus Holdings, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 300 Delaware Avenue, Suite 900

City: Wilmington State: DE Zip: 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,263,128

2,187,206

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paul C. Van Slyke

Internal Address: Locke Liddell & Sapp LLP

Street Address: 600 Travis

Suite 3400

City: Houston State: TX Zip: 77002

6. Total number of applications and registrations involved: \_\_\_\_\_

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1322

(Attach duplicate copy of this page if paying by deposit account)

#### DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

PATRICIA PAQUET

Name of Person Signing

*Patricia Paquet*  
Signature

May 25, 2001  
Date

5

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**ASSIGNMENT AGREEMENT****BETWEEN****WHOLESOME FOODS, L.L.C.****AND****RAGUS HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS, that on this <sup>at</sup> 31 day of March,

<sup>2000</sup>  
~~1999~~, Wholesome Foods, L.L.C., a Florida limited liability company, does hereby agree to the following for and in consideration for 250 shares of common stock of Ragus Holdings, Inc., a Delaware corporation (the "Assignee"):

1. Assignment of Trademarks and Tradenames. The Assignor hereby absolutely, irrevocably, and unconditionally assigns, conveys, and transfers to the Assignee all of the Assignor's trademarks described in Schedule A attached hereto and made a part hereof.
2. Related Transactions. In connection with the transfers herein described, Holly Sugar Corporation, Savannah Foods Industrial, Inc., Savannah Foods & Industries, Inc., Michigan Sugar Company and Diamond Crystal Specialty Foods, Inc. (the "Related Assignors") have assigned or are assigning to the Assignee certain trademarks and tradenames owned by each of them and, in exchange therefor, each is receiving 250 shares of common stock of the Assignee. Subsequent to the completion of the assignment herein described and such related assignments, the issuance of a total of 1,500 shares of common stock of the Assignee in exchange therefor, and further subsequent to the Assignee's completion of various studies establishing the values of such assigned trademarks and tradenames, the Assignee understands and acknowledges that the Assignor and the Related Assignors will adjust among themselves

their holdings of the 1,500 shares of the Assignee's common stock to accurately reflect the relative values of their respective assignments.

3. Representations and Warranties of Assignor. The Assignor does hereby represent and warrant to and covenant with the Assignee as follows:

a. That the Assignee is duly organized and validly existing under and by virtue of the laws of the State of Florida.

b. That the Assignor has full right and authority to enter into and perform its obligations under this Agreement.

c. That the trademarks and tradenames have not been previously conveyed, sold, transferred or pledged by the Assignor.

4. Representations and Warranties of the Assignee. By executing the Acceptance hereto, the Assignee represents and warrants to and covenants with the Assignor as follows:

a. That the Assignee is duly organized and validly existing under and by virtue of the laws of the State of Delaware.

b. That the Assignee has full right and authority to enter into and perform its obligations under this Agreement.

5. Additional Documents. The Assignor agrees to execute any and all other documents which are, in the opinion of the Assignee or its counsel, necessary to carry out the terms and conditions of this Agreement to the fullest extent the Assignor may do so without violating or being in default under any applicable law or under any other agreement to which the Assignor is a party.

IN WITNESS WHEREOF, the Assignor has executed this Assignment to become

effective on this 31<sup>st</sup> day of March, 1999.

ASSIGNOR:

WHOLESOME FOODS, L.L.C.

By: W.F. Schwan  
Name: William Schwan  
Title: SR. VICE PRESIDENT

**ACCEPTANCE OF ASSIGNMENT**

The undersigned, being the Assignee as set forth above, does hereby acknowledge and accept the foregoing Assignment as of March 31, 2000.

RAGUS HOLDINGS, INC.

By: Roy Cordes Jr.  
Name: Roy Cordes Jr.  
Title: Vice President & Secretary

**SCHEDULE A**  
**THE LICENSED MARKS**

<u>MARK</u>	<u>APPLN/ REG. NO.</u>	<u>APPLN/REG. DATE</u>
SUCANAT	1,263,128	1/3/84
WHOLESOME FOODS	75/230,869	01/24/97
WHOLESOME FOODS	2,187,206	6/16/98
WHOLESOME SWEETNERS	75/738,262	6/28/99

H1995A:394272-1  
016962:00002  
HOUSTON:016962/00002:394272v1