



101748835

To the Honorable Commissioner of Patents and

documents or copy thereof.

1. Name of conveying party(ies):

of receiving party(ies)

Healthy Fresh Inc.

Name: Cal-Organic Vegetable Company

- Individual(s) Association
- General Partnership Limited Partnership

Internal Address:

X Corporation-State: California

Street Address: P.O. Bbx 81498

Other

City: Bakersfield State: CA ZIP: 93380

Additional name(s) of conveying parties attached? Yes x No

Individual(s) citizenship

3. Nature of conveyance:

Association

X Assignment Merger

General Partnership

Security Agreement Change of Name

Limited Partnership

Other:

X Corporation-State: California

Execution Date: May 4, 2001

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes x No

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):

B. Trademark Registration No(s): 2,200,339 HEALTHY FRESH

Additional numbers attached? Yes x No

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

6. Total number of applications and registrations involved 1

Name: E. Lynn Perry
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

7. Total fee (37 CFR 3.41): \$40.00

X Enclosed Charge Fees to Deposit Account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

(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 is true and correct and any attached copy is a true copy of the original document.

E. Lynn Perry
Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 2

10. Change Correspondence Address to that of Part 5? x Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

06/14/2001 LMUELLER 00000066 201430 2200339

01 FC:481 40.00 CH

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

General Assignment

For good and valuable consideration, the receipt and sufficiency of which are hereby confirmed and acknowledged, each of Tri-Duncan Farms, a California general partnership, Healthy Fresh, Inc., a California corporation, and Organic Choice, LLC, a California limited liability company (each, a "Seller"), does hereby grant, sell, convey, assign, transfer, and deliver to Cal-Organic Vegetable Company, a California corporation ("Buyer"), in accordance with the Asset Purchase Agreement, (the "Agreement") dated as of May 4, 2001, by and among Buyer, on the one hand, and Tri-Duncan Farms, Healthy Fresh, Inc., Organic Choice, LLC, Daniel C. Duncan, an individual, Susan G. Duncan, an individual, Michael B. Duncan, an individual, Jennifer D. Duncan, an individual, Bert W. Duncan, an individual, and Carol F. Duncan, an individual, on the other hand, all of such Seller's rights, claims, credits, causes of action, or rights of setoff against third parties related to or associated with any of the Assets, including, without limitation, rights under manufacturers' and vendors' warranties.

Unless otherwise defined herein, all capitalized terms used in this General Assignment shall have the meanings ascribed to them in the Agreement.

4th IN WITNESS WHEREOF, each Seller has duly executed and delivered this General Assignment as of this day of May, 2001.

TRI-DUNCAN FARMS

By: 
Name:
Title:

HEALTHY FRESH, INC.

By: 
Name:
Title:

ORGANIC CHOICE, LLC

By: 
Name:
Title:

Acknowledged and Accepted

CAL-ORGANIC VEGETABLE COMPANY

By: _____
Name: Robert A. Grimm
Title: President

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