

06-14-2001



101748836

To the Honorable Commissioner of Patents and Trademark

Assignments or copy thereof.
Conveying party(ies)

1. Name of conveying party(ies):

Tri-Duncan Farms, d/b/a/Cal-Organic Farms

- Individual(s)
- Association
- X General Partnership
- Limited Partnership
- Corporation-State: California **6-11-01**
- Other

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

3. Nature of conveyance:

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

Execution Date: May 4, 2001

Name: Cal-Organic Vegetable Company

Internal Address:

Street Address: P.O. Box 81498

City: Bakersfield State: CA ZIP: 93380

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- X Corporation-State: California
- 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 No

B. Trademark Registration No(s): 1,582,849 CAL-ORGANIC FARMS

Additional numbers attached? Yes No

6. Total number of applications and registrations involved 1

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? 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 00000067 201430 1582849

01 FC:481 40.00 CH

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

TRADEMARK
REEL: 002313 FRAME: 0251

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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