

06-19-2001

To the Honorable Commissioner of Patents and T



Documents or copy thereof.

1. Name of conveying party(ies):

receiving party(ies)

Tri-Duncan Farms,

101753006

Cal-Organic Vegetable Company

- Individual(s)
- Association
- General Partnership
- Limited Partnership

Internal Address:

Corporation-State: California **6-110)**

Street Address: P.O. Box 81498

Other

City: Bakersfield State: CA ZIP: 93380

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

Individual(s) citizenship

Association

3. Nature of conveyance:

Assignment  Merger

General Partnership

Security Agreement  Change of Name

Limited Partnership

Other:

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  No

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

A. Trademark Application No(s):

B. Trademark Registration No(s): 2,335,023 CHOICE PETITES CAL-ORGANIC FARMS

Additional numbers attached?  Yes  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, 8<sup>th</sup> Floor  
San Francisco, California 94111-3834  
(415) 576-0200

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

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.

06/18/2001 DBYRNE 00000199 201430 2335023

8. Deposit account number: 20-1430

01 FC:481 40.00 CH

(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

6/5/01  
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:

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

TRADEMARK  
REEL: 002315 FRAME: 0338

**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.

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

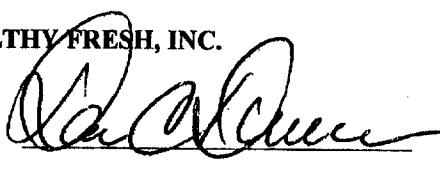
**TRI-DUNCAN FARMS**

By: \_\_\_\_\_  
Name:  
Title:



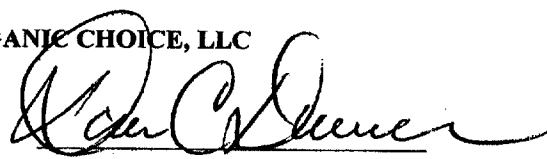
**HEALTHY FRESH, INC.**

By: \_\_\_\_\_  
Name:  
Title:



**ORGANIC CHOICE, LLC**

By: \_\_\_\_\_  
Name:  
Title:



**Acknowledged and Accepted**

**CAL-ORGANIC VEGETABLE COMPANY**

By: \_\_\_\_\_  
Name: Robert A. Grimm  
Title: President

1665848.