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10-25-2002



Attorney Docket No. 17764-47

Form PTO-1594  
(Rev. 03-01)  
OMB No. 0651-0027 (exp. 5/31/2002)

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**TRADEMARKS ONLY**

at

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

Tab settings >>> ▼

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

1. Name of conveying party(ies):  
Tri Duncan Farms, d/b/a Cal-Organic Farms

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
Name: Cal-Organic Vegetable Company  
Internal Address: \_\_\_\_\_  
Street Address: P.O. Box 81498  
City: Bakersfield State: California ZIP: 93380

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 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 name(s) & address(es) attached?  Yes     No

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3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: May 4, 2001

4. Application Number(s) or Registration Number(s).  
A. Trademark Application No(s): \_\_\_\_\_  
B. Trademark Registration No(s): 2,067,886

Additional numbers attached?  Yes     No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Margaret C. McHugh, Esq.  
TOWNSEND AND TOWNSEND AND CREW LLP  
Two Embarcadero Center, 8<sup>th</sup> Floor  
San Francisco, California 94111-3834  
(415) 576-0200

10/28/2002 TDIAZ1 00000023 201430 2067886  
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6. Total number of applications and registrations involved .....1

7. Total fee (37 CFR 3.41): ..... \$40.00  
 Enclosed  
 Authorized to be charged 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.*

Margaret C. McHugh                      Margaret C McHugh                      Oct. 21, '02  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 3

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

**TRADEMARK**  
**REEL: 002604 FRAME: 0606**

**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

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