

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EARTHFRESH FOODS CORP.		06/29/2009	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	SUNRAIN VARIETIES LLC
Street Address:	1210 Pier View Drive
City:	Idaho Falls
State/Country:	IDAHO
Postal Code:	83402
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	76348330	KLONDIKE ROSE
Serial Number:	76405301	RED YUKON
Serial Number:	78297354	KLONDIKE GOLDUST
Serial Number:	78668460	KLONDIKE ROSE - THE RED SKIN POTATO WITH A HEART OF GOLD!
Serial Number:	77363597	RUSSET DAVENPORT
Serial Number:	77554903	NUTRI-SPUD
Serial Number:	77729475	MISS AMBER'S
Serial Number:	77729504	MISS RUBY'S
Serial Number:	77729409	MISS PEARL'S

CORRESPONDENCE DATA

Fax Number: (516)365-9805
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 516/365-9802

CH \$240.00 76348330

Email: akaplan@collardroe.com
Correspondent Name: Aimee L. Kaplan & Stewart J. Bellus
Address Line 1: 1077 Northern Blvd.
Address Line 4: Roslyn, NEW YORK 11576

ATTORNEY DOCKET NUMBER:	JT 167174
NAME OF SUBMITTER:	AIMEE L. KAPLAN
Signature:	/alk/
Date:	07/13/2009

Total Attachments: 4
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TRADEMARK ASSIGNMENT

WHEREAS, EARTHFRESH FOODS CORP., a corporation organized under the laws of the Province of Ontario, having its head office address at 131 Browns Line, Toronto, Ontario M8W 3S2 (hereinafter "Assignor"), is the owner of the trademarks along with the registrations and/or applications to register same as identified on the attached Schedule A (hereinafter referred to collectively as "Assignor's Marks"); and

WHEREAS, SUNRAIN VARIETIES LLC, a Delaware limited liability company, having its head office address at 1210 Pier View Drive, Idaho Falls, ID 83402 (hereinafter "Assignee"), is desirous of acquiring Assignor's Marks.

NOW THEREFORE, in exchange for the sum of Two Dollars (\$2.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee agree as follows:

Assignor hereby sells, assigns and transfers to Assignee, its entire right, title, and interest in and to Assignor's Marks whether in word form, design form or any combination thereof together with any attaching goodwill associated therewith including the right to sue for past infringement and retain any damages as a result of such action.

Assignor hereby covenants and agrees that it will at all times hereafter, at the reasonable request of the Assignee, promptly execute and deliver any and all documents, including, without limitation, all additional conveyances, transfers and other assurances and do all acts and things as the Assignee, acting reasonably, may request be executed or done in order to better evidence or effectuate the transactions herein contemplated.

Assignee is the successor to the portion of the ongoing and existing business to which the trademarks pertain.

This Assignment shall be binding upon the parties, their successors and/or assignees and all those in privity therewith.

IN WITNESS WHEREOF, the said Assignor and Assignee have hereunto duly executed this Assignment at Toronto, Ontario with effect as of the 29th day of June, 2009.

EARTHFRESH FOODS CORP.

Per: _____



Name: Thomas Hughes

Title: President

Authorized Signatory

SUNRAIN VARIETIES LLC

Per: _____

Name: Steve Ottum

Title: President

Authorized Signatory

TRADEMARK ASSIGNMENT

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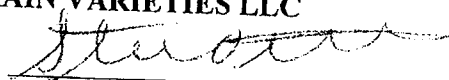
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EARTHFRESH FOODS CORP.

Per: _____
Name: Thomas Hughes
Title: President

Authorized Signatory

SUNRAIN VARIETIES LLC

Per: 
Name: Steve Ottum
Title: President


Authorized Signatory

Schedule A

Trademark Applications and Registrations

Trademark	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Wares
KLONDIKE ROSE	76/348,330	2001-12-11	3,047,238	2006-01-24	Fresh vegetables
RED YUKON	76/405,301	2002-05-09	2,868,068	2004-07-27	Fresh potatoes, fresh vegetables
KLONDIKE GOLDUST	78/297,354	2003-09-08	3,072,735	2006-03-28	fresh potatoes, fresh vegetables, fresh seed potatoes
KLONDIKE ROSE - THE RED SKIN POTATO WITH A HEART OF GOLD!	78/668,460	2005-07-12	-	-	Processed potatoes Fresh potatoes
RUSSET DAVENPORT	77/363,597	2008-01-03	-	-	Potatoes, namely, sliced potatoes and wedged potatoes; processed potatoes Fresh potatoes, seed potatoes
NUTRI-SPUD	77/554,903	2008-08-25	-	-	Fresh potatoes
MISS AMBER'S	77/729,475	2009-05-05	-	-	Fresh onions; Fresh potatoes
MISS RUBY'S	77/729,504	2009-05-05	-	-	Fresh onions; Fresh potatoes
MISS PEARL'S	77/729,409	2009-05-05	-	-	Fresh onions; Fresh potatoes

Common Law Trademarks

Trade-mark	Wares and Services
	<p>Fresh vegetables, fresh potatoes, fresh carrots and fresh onions; cut vegetables, processed vegetables, seed potatoes</p> <p>The operation of the business of a wholesaler and distributor of fresh and processed vegetables.</p>
<p>SUNRAIN</p>	<p>Fresh vegetables, fresh potatoes, fresh carrots and fresh onions; cut vegetables, processed vegetables, seed potatoes</p> <p>The operation of the business of a wholesaler and distributor of fresh and processed vegetables.</p>
<p>PURE GOLD</p>	<p>Potatoes.</p>

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