

07-27-1998

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

REC T



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner

100776220

Send original documents or copy thereof.

1. Name of conveying party(ies):

Seald-Sweet Growers, Inc. and Brooks Tropicals, Inc., Joint Owners

- [] Individual(s) [X] Association Florida Agricultural Marketing Association [] General Partnership [] Limited Partnership [] Corporation-State of Connecticut [] Other

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance:

7-22-98

- [X] Assignment 22 [] Merger [] Security Agreement [] Change of Name [] Other

Execution Date: June 15, 1998

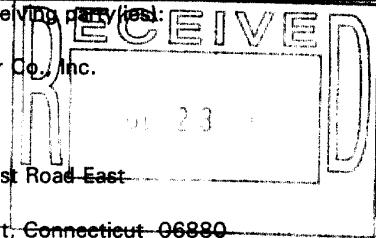
2. Name and address of receiving party(ies):

Name: Mantrose-Haeuser Co., Inc. Internal Address: Street Address: 1175 Post Road East City: State: Zip: Westport, Connecticut 06880

- [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State of Massachusetts [] Other

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

(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? [] Yes [] No



4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,825,912

Additional numbers attached? [] Yes [x] No

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

Name: Francis J. Duffin, Esq. Internal Address: Wiggin & Dana Street Address: One Century Tower City: New Haven State: CT Zip: 06508-1832

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" mailing label Number [EM 9251257845] I hereby certify that this correspondence is addressed to the Commissioner of Patents & Trademarks, Box Assignments, Washington, DC 20231, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on July 22, 1998

Marcia R. Rose (Printed or typed name of person mailing the paper or fee) Marcia R. Rose (Signature of the person mailing the paper or fee) July 22, 1998 (Date of Signature)

6. Total number of applications and registrations involved:

1

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

- [] Enclosed [x] Authorized to be charged to deposit account

8. Deposit account number:

23-1665

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

Francis J. Duffin, Esq. Name of Person Signing

Signature

July 22, 1998 Date

Total number of pages including cover sheet, attachments, and documents: 4

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

TRADEMARK REEL: 1758 FRAME: 0820

ASSIGNMENT

This Assignment, dated as of the 15th day of June, 1998, made by SEALD-SWEET GROWERS, INC. (hereinafter "Seald-Sweet" or "Assignor"), a Florida cooperative association, with a business address at 1991 74th Avenue, Vero Beach, Florida 32966, and BROOKS TROPICALS, INC., formerly known as J. R. BROOKS & SON, INC., (hereinafter "Brooks" or "Assignor"), a Florida corporation, with a business address at 18400 S.W. 256th Street, Homestead, Florida 33090, Assignors, in favor of MANTROSE-HAEUSER CO., INC., (hereinafter "Assignee"), a Massachusetts corporation, located and doing business at 1175 Post Road East, Westport, Connecticut 06880. The parties agree as follows:

Assignors have adopted and used the mark NATURE SEAL (hereinafter "the Mark"), and are the owners of said Mark and U.S. Trademark Registration Number 1,825,912 therefor.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seald-Sweet and Brooks, jointly and severally, do hereby sell, transfer and assign to Mantrose, and Mantrose assumes, all right, title and interest in and to the aforesaid Mark and registration, and the goodwill of the business symbolized by the Mark.

ASSIGNORS further assign to Mantrose all rights to sue for and to receive all profits and damages accruing from past infringement of the Mark and the registration assigned herein.

Provided the party making each such request agrees to reimburse all reasonable expenses incurred by each Assignor in complying with such request, each Assignor undertakes that, upon request of Assignee or its designees, it and/or its successor in business, shall make all rightful oaths, testify on behalf of Assignee or its designees in matters involving the Mark and do all other things

necessary to carry out the intent of this Agreement, as well as to provide such other material, information and assistance as will be considered necessary in connection therewith.

THIS ASSIGNMENT shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with or under their direction, and all those in privity therewith.

SEALD-SWEET GROWERS, INC.

BROOKS TROPICALS, INC.

By: E. Bruce McEvoy
E. Bruce McEvoy
Chief Executive Officer

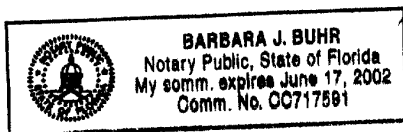
By: Craig Wheeling
Craig Wheeling
President

MANTROSE-HAEUSER CO., INC.

By: William J. Barrie
Name: William J. Barrie
Title: President

County of Indian River)
) SS:
State of Florida)

Now comes E. Bruce McEvoy who, being personally known to me and being duly sworn before me, does depose and state that he is Chief Executive Officer of the Assignor, Seald-Sweet Growers, Inc.; that he is duly authorized to execute this instrument on behalf of Seald-Sweet Growers, Inc.; that he has read the foregoing instrument and that he has duly executed it as his free act and deed and as the free act and deed of Seald-Sweet Growers, Inc.

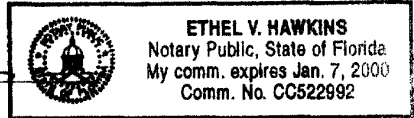


Barbara J. Buhr
Notary Public, State of Florida

County of Dade)
)
) SS:
State of Florida)

Now comes Craig Wheeling who, being personally known to me and being duly sworn before me, does depose and state that he is President of the Assignor, Brooks Tropicals, Inc.; that he is duly authorized to execute this instrument on behalf of Brooks Tropicals, Inc.; that he has read the foregoing instrument and that he has duly executed it as his free act and deed and as the free act and deed of Brooks Tropicals, Inc.

Ethel V. Hawkins
Notary Public, State of Florida



County of Fairfield)
)
) SS:
State of Connecticut)

Now comes William J. Barrie who, being personally known to me and being duly sworn before me, does depose and state that he is President of the Assignee, Mantrose-Haeuser Co., Inc.; that he is duly authorized to execute this instrument on behalf of Mantrose-Haeuser Co., Inc.; that he has read the foregoing instrument and that he has duly executed it as his free act and deed and as the free act and deed of Mantrose-Haeuser Co., Inc.

Karen M. Murphy
Notary Public, State of Connecticut

KAREN M. MURPHY
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2002