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8-13-99

08-19-1999

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

RE



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commission,

101121685

Attached original documents or copy thereof.

1. Name of conveying party(ies):  
Seald-Sweet Growers, Inc. and Brooks Tropicals, Inc., Joint Owners

Individual(s)                       Association  
Florida Agricultural Marketing Association

General Partnership               Limited Partnership

Corporation-State of Connecticut

Other

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

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

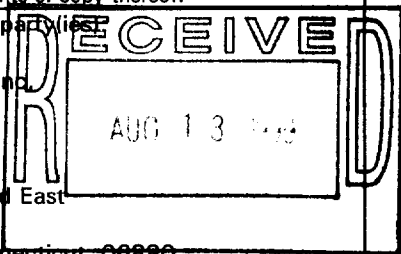
Execution Date: July 20, 1999

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  
 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) 1,828,977

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 EL56528261US  
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 8/13/99  
Karen Gill  
(Printed or typed name of person mailing the paper or fee)  
Karen Gill  
(Signature of the person mailing the paper or fee)  
(Date of Signature) 8/13/99

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:  
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]                      August 13, 1999  
Date

08/18/1999 DC0ATES 00000257 231665 1828977  
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Total number of pages including cover sheet, attachments, and document: 4

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

## ASSIGNMENT

This Assignment, dated as of the 20th day of July, 1999, 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 OF APPROVAL (hereinafter "the Mark"), and are the owners of said Mark and U.S. Trademark Registration Number 1,828,977 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: Charles M. Sanders, Jr.  
Charles M. Sanders, Jr.  
Secretary and General Counsel

By: Craig Wheeling  
Craig Wheeling  
President *Chief Executive Officer*

MANTROSE-HAEUSER CO., INC.

By: William J. Rankie  
Name: WILLIAM J. RANKIE  
Title: PRESIDENT

County of Indian River )  
)  
State of Florida )

SS:

Now comes Charles M. Sanders, Jr. who, being personally known to me and being duly sworn before me, does depose and state that he is Secretary and General Counsel 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.

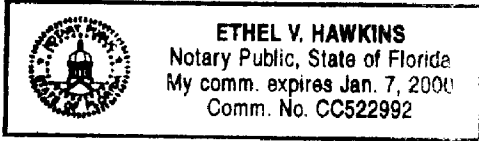


*Christine P. Wallace*

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 CT )

Now comes WILLIAM J. KARRIE 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.

[Signature]  
Notary Public, State of CT

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