

12-21-2000



101557323

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

12-4-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
08 26 99
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Earthrise Trading Company

08 26 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Earthrise Farms

DBA/AKA/TA _____

Composed of _____

Address (line 1) 424 Payran Street

Address (line 2) _____

Address (line 3) Petaluma

City

California

State/Country

94952

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address Enter for the first Receiving Party only.

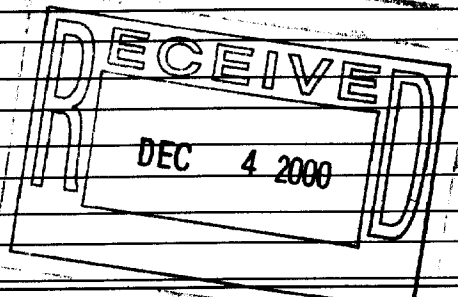
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address Area Code and Telephone Number (310) 824-5555

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75238127"/>	<input type="text" value="75856364"/>	<input type="text"/>	<input type="text" value="1311933"/>	<input type="text" value="1449234"/>	<input type="text" value="1609549"/>
<input type="text" value="75856359"/>	<input type="text" value="75856365"/>	<input type="text"/>	<input type="text" value="1300140"/>	<input type="text" value="1589679"/>	<input type="text" value="1689495"/>
<input type="text" value="75856363"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1419722"/>	<input type="text" value="1618394"/>	<input type="text" value="1695737"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

I. Morley Drucker
 Name of Person Signing

Signature

November 21, 2000
 Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

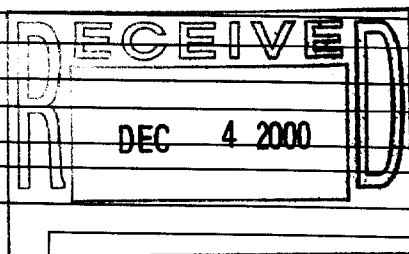
Address (line 3)

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization



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Registration Number(s)

1788751	1790091	1944310
1760949	1794637	2012790
1703331	1807014	2019891
1787342	1820971	2012791
1797237	1864174	2099891
1794624	1852185	1963471
1799048	1977447	2105847

**RECORDATION FORM COVER SHEET
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FORM PTO-1618C
Expires 06/30/99
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Name

DBA/AK/A

Composed of

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Address (line 3)

City

State/Country

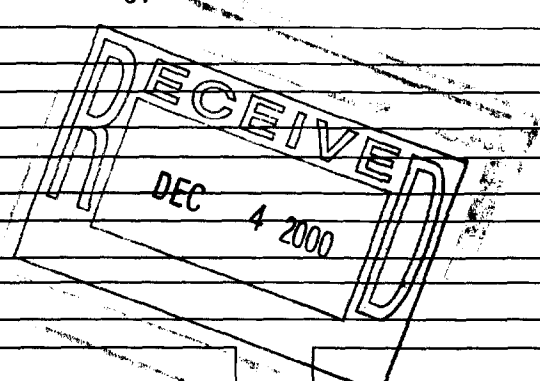
Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Trademark Application Number(s)

Registration Number(s)

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2083867	1692373	<input type="text"/>
2219332	<input type="text"/>	<input type="text"/>
2083876	<input type="text"/>	<input type="text"/>
2091103	<input type="text"/>	<input type="text"/>
2143517	<input type="text"/>	<input type="text"/>
2135717	<input type="text"/>	<input type="text"/>
2134441	<input type="text"/>	<input type="text"/>

OCT-13-00 FRI 10:26

P. 02

10-13-2000 8:44AM

FROM 562 463 5803

P. 1

A0541789

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

TRADEMARK

REEL: 002218 FRAME: 0573

OCT-13-00 FRI 10:27

P. 03

P. 2

FKUM 552 453 5803

A0541789

AGREEMENT OF MERGER

OF

EARTHRISE FARMS

AND

EARTHRISE TRADING COMPANY

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 23 2000

BILL JONES, Secretary of State

This Agreement of Merger is entered into this 26th day of August, 1999 among Earthrise Farms, a California corporation, (hereinafter referred to as "EF" and/or "Surviving Corporation") and Earthrise Trading Company, a California corporation, (hereinafter referred to as "ETC" and/or "Merging Corporation").

1.a EF is a California corporation organized on September 25, 1981 and has 6,700 shares of its capital (common) stock outstanding.

1.b. ETC is a California corporation organized on May 27, 1988 and has 300 shares of its capital (Class A common) stock outstanding.

2. ETC shall be merged into EF.

3. Upon such merger the outstanding shares of ETC shall be canceled and no shares of EF or other securities or consideration shall be issued in exchange therefor.

4. Upon such merger, the outstanding shares of EF shall remain outstanding and are not affected by the merger.

5. The articles of incorporation of EF are not amended by the merger.

6. Upon such merger, the separate existence of ETC ceases and EF shall succeed, without other transfer, to all the rights and property of ETC and shall be subject to all the debts and liabilities thereof in the same manner as if EF had itself incurred them. All rights of creditors and all liens upon the property of ETC shall be preserved unimpaired, provided that such liens upon property of ETC shall be limited to its properties affected thereby immediately prior to the time the merger is effective.

7. After the merger becomes effective, ETC, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in EF.

OCT-13-00 FRI 10:27

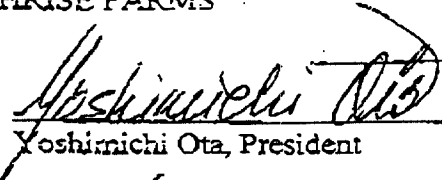
P. 04

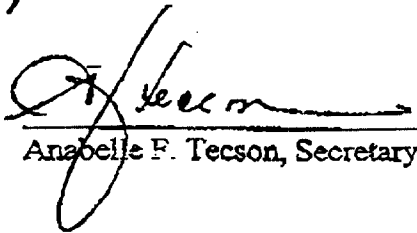
8. This agreement is intended as a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code.

9. The effective date of the merger is the date upon which a copy of this Agreement is filed with the Secretary of State of California.

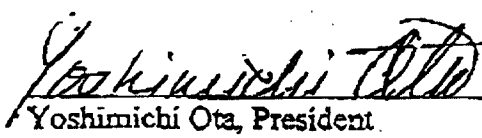
IN WITNESS WHEREOF, the parties have executed this Agreement.

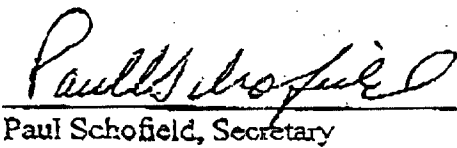
EARTHRISE FARMS

By: 
Yoshimichi Ota, President

By: 
Anabelle F. Tecson, Secretary

EARTHRISE TRADING COMPANY

By: 
Yoshimichi Ota, President

By: 
Paul Schofield, Secretary

OCT-13-00 FRI 10:27

P. 05

CERTIFICATE OF APPROVAL

OF

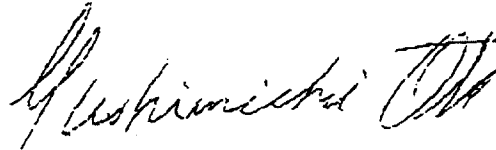
AGREEMENT OF MERGER

Yoshimichi Ota and Anabelle F. Tecson certify that:

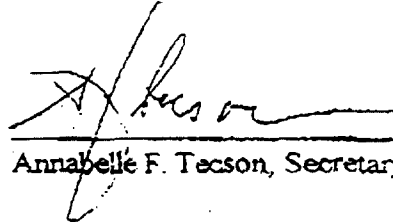
1. Yoshimichi Ota is the president and Anabelle F. Tecson is the secretary of Earthrise Farms, a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares, and the number of shares outstanding is 6,700.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: August 26, 1999



Yoshimichi Ota, President



Anabelle F. Tecson, Secretary