No. 7600055

THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

Keystone Seed Company

Whereas, THERE HAS BEEN PRESENTED TO THE

Secretary of Agriculture

AN APPLICATION REQUESTING A CERTIFICATE OF PROTECTION FOR AN ALLEGED NOVEL VARIETY OF SEXUALLY REPRODUCED PLANT, THE NAME AND DESCRIPTION OF WHICH ARE CONTAINED IN THE APPLICATION AND EXHIBITS, A COPY OF WHICH IS HEREUNTO ANNEXED AND MADE A PART HEREOF, AND THE VARIOUS REQUIREMENTS OF LAW IN SUCH CASES MADE AND PROVIDED HAVE BEEN COMPLIED WITH, AND THE TITLE THERETO IS, FROM THE RECORDS OF THE PLANT VARIETY PROTECTION OFFICE, IN THE APPLICANT(S) INDICATED IN THE SAID COPY, AND WHEREAS, UPON DUE EXAMINATION MADE, THE SAID APPLICANT(S) IS (ARE) ADJUDGED TO BE ENTITLED TO A CERTIFICATE OF PLANT VARIETY PROTECTION UNDER THE LAW.

NOW, THEREFORE, THIS CERTIFICATE OF PLANT VARIETY PROTECTION IS TO GRANT UNTO THE SAID APPLICANT(S) AND THE SUCCESSORS, HEIRS OR ASSIGNS OF THE SAID APPLICANT(S) FOR THE TERM OF seventeen YEARS FROM THE DATE OF THIS GRANT, SUBJECT TO THE PAYMENT OF THE REQUIRED FEES AND PERIODIC REPLENISHMENT OF VIABLE BASIC SEED OF THE VARIETY IN A PUBLIC REPOSITORY AS PROVIDED BY LAW, THE RIGHT TO EXCLUDE OTHERS FROM SELLING THE VARIETY, OR OFFERING IT FOR SALE, OR REPRODUCING IT, OR IMPORTING IT, OR EXPORTING IT, OR USING IT IN PRODUCING A HYBRID OR DIFFERENT VARIETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT (84 STAT. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

LETTUCE

'Mesaverde'

PLANT VARIETY PROTECTION OFFICE · UNITED STATES DEPARTMENT OF AGRICULTURE

In Testimony Whereof, I have hereunto set my hand and caused the seal of the Plant Variety Protection Office *to be affixed at the City of* Washington *this* 31st *day of* May *in the year of our Lord one thousand nine hundred and* seventy-seven

Attest:

Commissioner
Plant Variety Protection Office
Grain Division
Agricultural Marketing Service

Secretary of Agriculture

76000055

O'MELVENY & MYERS

555 13TH STREET, N.W.
WASHINGTON, D. C. 20004-1109
TELEPHONE (202) 383-5300
TELEX 89622 · FACSIMILE (202) 383-5414

400 SOUTH HOPE STREET
LOS ANGELES, CALIFORNIA 90071-2899
TELEPHONE (213) 669-6000
FACSIMILE (213) 669-6407

EMBARCADERO CENTER WEST
275 BATTERY STREET
SAN FRANCISCO, CALIFORNIA 94111-3305
TELEPHONE (415) 984-8700
FACSIMILE (415) 984-8701

1999 AVENUE OF THE STARS
LOS ANGELES, CALIFORNIA 90067-6035
TELEPHONE (310) 553-6700
FACSIMILE (310) 246-6779

610 NEWPORT CENTER DRIVE
NEWPORT BEACH, CALIFORNIA 92660-6429
TELEPHONE (714) 760-9600
FACSIMILE (714) 669-6994

CITICORP CENTER
153 EAST 53RD STREET
NEW YORK, NEW YORK 10022-4611
TELEPHONE (212) 326-2000
FACSIMILE (212) 326-2061

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (201) 639-8600
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10 FINSBURY SQUARE
LONDON EC2A 1LA
TELEPHONE (0171) 256-8451
FACSIMILE (0171) 638-8205

SANBANCHO KB-6 BUILDING
6 SANBANCHO, CHIYODA-KU
TOKYO 102
TELEPHONE (03) 3239-2800
FACSIMILE (03) 3239-2432

1104 LIPPO TOWER
LIPPO CENTRE
89 QUEENSWAY, CENTRAL
HONG KONG
TELEPHONE (852) 523-8266
FACSIMILE (852) 522-1760

WRITER'S DIRECT DIAL NUMBER
(202) 383-5350

March
16th
1 9 9 5

QUR FILE NUMBER
410,894-14
DC1-211237.V1

VIA FEDERAL EXPRESS

Plant Variety Protection Office
U.S. Department of Agriculture
NAL Building, Room 500
10301 Baltimore Boulevard
Beltsville, Maryland 20705-2351

Attn: Ms. Ann K. Zempolich

Re: **Assignment of Plant Variety Protection Certificates Owned by Sunseeds Company to Internationale Nederlanden (U.S.) Capital Corporation, as agent for the Lenders party to the Amended and Restated Credit Agreement Referred to Below**

Dear Ladies and Gentlemen:

Enclosed please find an originally executed copy of each of (i) the Amended and Restated Security Agreement (the "Security Agreement") dated as of March 14, 1995 by and between Sunseeds Company, a Delaware corporation (formerly known as Sunseeds Acquisition Corporation) ("Sunseeds"), and Internationale Nederlanden (U.S.) Capital Corporation, a Delaware corporation ("ING"), as agent for the Lenders party to the Amended and Restated Credit Agreement referred to below (in such capacity, the "Agent") and (ii) the Amended and Restated Plant Variety Certificates Collateral Assignment (the "Assignment") dated as of March 14, 1995 by and among Lehman Commercial Paper Inc., a New York corporation ("Lehman"), ING, as Agent, and Sunseeds. The Security Agreement and Assignment are provided for recordation of the assignment to ING, as Agent, of the 26 plant variety protection certificates ("PVPCs") listed in Schedule I of the Assignment in accordance with 7 U.S.C. § 2531 and 7 C.F.R. § 97.130.

The PVPCs subject to the Assignment were assigned to Lehman, as agent for the lenders party to that certain Credit Agreement (the "Original Credit Agreement") dated as of March 31, 1994 by and among Sunseeds, Sunseed Corporation, a Delaware corporation (the Co-Borrower"), Lehman, as agent, and the lenders

listed therein, pursuant to that certain Plant Variety Certificates Collateral Assignment (the "Original Assignment") dated as of March 31, 1994 by and between Sunseeds and Lehman, as agent for such lenders. The Original Credit Agreement was amended and restated pursuant to that certain Amended and Restated Credit Agreement dated as of March 14, 1995 by and among Sunseeds, the Co-Borrower, the Lenders, ING, as Agent, and Lehman, to provide for, among other things, the resignation of Lehman as agent and the appointment of ING as successor agent thereto. In connection therewith, the Security Agreement and the Assignment were entered into to amend and restate that certain Security Agreement dated as of March 31, 1994 by and between Sunseeds and Lehman, as agent for the lenders party to the Original Credit Agreement, and the Original Assignment and to reflect the appointment of ING as Agent.

From my telephone conversations with Ms. Ann K. Zempolich and Dr. Kenneth H. Evans of your office, it is my understanding that you will file a copy of this entire cover letter and a copy of Schedule I in the folder of each PVPC listed in Schedule I by placing the copies immediately behind each PVPC in order to notify anyone examining these PVPCs of ING's interest, as agent, in them and refer the examiner to the Security Agreement and Assignment filed in the Assignment Drawers of the Plant Variety Protection Office. Please take this action and any other steps necessary and appropriate to record the assignment in compliance with 7 U.S.C. § 2531 and 7 C.F.R. § 97.130.

To acknowledge your receipt of this letter, the Security Agreement and Assignment, please sign the enclosed copy of this letter on the designated signature line and return the signed copy to me in the enclosed prepaid Federal Express envelope. Thank you for your assistance.

Sincerely,

Ellen Waldorf

Ellen Waldorf
for O'MELVENY & MYERS

EW/pt
Enclosure

SCHEDULE I

PVPCs

COLLATERAL ASSIGNMENT - PLANT VARIETY PROTECTION CERTIFICATES

PV#	Crop Kind	Name of Variety	Certificate Issue Date	Expiration Date
8100077	Tomato	Castlong ug	11/26/82	11/26/2000
8100078	Tomato	Castlerock	11/26/82	11/26/2000
8200139	Tomato	Castle Red	11/26/82	11/26/2000
7900076	Onion	Colossal	10/18/79	10/18/1996
7900086	Onion	New Mexico White Grano PRR	10/18/79	10/18/1996
7900117	Onion	New Mexico Yellow Grano PRR	01/29/80	01/29/1997
8000039	Onion	Red Sunset	07/31/80	07/31/1997
8000040	Onion	Blanco Duro	07/31/80	07/31/1997
8000041	Onion	Brooks PRR	07/31/80	07/31/1997
8000159	Onion	Texspan PRR	06/11/81	06/11/1999
8000161	Onion	Early Grand PRR	07/30/81	07/30/1999
8100128	Onion	Glory	04/28/83	04/28/2001
8100129	Onion	Paradise	04/28/83	04/28/2001
8100130	Onion	Regal	04/28/83	04/28/2001
8100166	Onion	Sweet Winter	11/26/82	11/26/2000
8300083	Onion	Crystal Wax Pickling	12/30/83	12/30/2001
9100045	Tomato	Sun 6095	01/31/92	01/31/2010
7600052	Lettuce	Chaparral	05/16/77	05/16/1994
7600053	Lettuce	Costaverde	08/24/77	08/24/1994
7600054	Lettuce	Gustaverde	08/24/77	08/24/1994
7600055	Lettuce	Mesaverde	05/31/77	05/31/1994
7900067	Lettuce	Commander	07/26/79	07/26/1996
8500064	Tomato	Mystro	09/30/87	09/30/2005
8700194	Tomato	Sun 1643	11/29/91	11/29/2009
8800057	Pepper	Prima Belle	09/30/88	09/30/2006
8300168	Okra	Cajun Queen	09/27/85	09/27/2003

Each of the above-referenced Plant Variety Protection Certificates are owned by Sunseeds Company (formerly known as Sunseeds Acquisition Corporation), a Delaware corporation.

FORM GR-470
(2-12-71)

UNITED STATES DEPARTMENT OF AGRICULTURE
CONSUMER AND MARKETING SERVICE
GRAIN DIVISION
HYATTSVILLE, MARYLAND 20782

FORM APPROVED
OMB NO. 40-R3712

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

INSTRUCTIONS: *See Reverse.*

1. VARIETY NAME OR TEMPORARY DESIGNATION: MESAVERDE "3285" 4/19/77	2. KIND NAME: Lettuce	FOR OFFICIAL USE ONLY — PVPO NUMBER: 7600055
3. GENUS AND SPECIES NAME: Lactuca sativa	4. FAMILY NAME (Botanical): Compositae	FILING DATE: 3·8·76 — TIME: 10:30 A.M.
	5. DATE OF DETERMINATION: 1973	FEE RECEIVED: $ 750.00 — CHARGES: —
6. NAME OF APPLICANT(S): Keystone Seed Co.	7. ADDRESS (Street and No. or R.F.D. No., City, State, and ZIP Code): P. O. Box 1438, Hollister, Ca. 95023	8. TELEPHONE AREA CODE AND NUMBER: 408 637-5781
9. IF THE NAMED APPLICANT IS NOT A PERSON, FORM OF ORGANIZATION: (Corporation, partnership, association, etc.) Corporation	10. STATE OF INCORPORATION: California	11. DATE OF INCORPORATION: 11/23/55

12. Name and mailing address of applicant representative(s), if any, to serve in this application and receive all papers:

A. E. Braun
Same

13. CHECK BOX BELOW FOR EACH ATTACHMENT SUBMITTED:

- [X] 12A. Exhibit A, Origin and Breeding History of the Variety *(See Section 52, P.L. 91-577)*
- [X] 12B. Exhibit B, Botanical Description of the Variety
- [X] 12C. Exhibit C, Objective Description of the Variety
- [X] 12D. Exhibit D, Data Indicative of Novelty
- [X] 12E. Exhibit E, Statement of the Basis of Applicant's Ownership

The applicant declares that a viable sample of basic seed of this variety will be deposited upon request before issuance of a certificate and will be replenished periodically in accordance with such regulations as may be applicable. *(See Section 52, P.L. 91-577).*

14A. Does the applicant(s) specify that seed of this variety be sold by variety name only as a class of certified seed? *(See Section 83(a), P.L. 91-577) (If "Yes," answer 14B and 14C below.)* [ ] YES [X] NO

14B. Does the applicant(s) specify that this variety be limited as to number of generations? [ ] YES [X] NO

14C. If "Yes," to 14B, how many generations of production beyond breeder seed?

Applicant is informed that false representation herein can jeopardize protection and result in penalties.

The undersigned applicant(s) of this sexually-reproduced novel plant variety believes that the variety is distinct, uniform, and stable as required in Section 41 and is entitled to protection under the provisions of Section 42 of the Plant Variety Protection Act (P.L. 91-577).

March 1, 1976
(DATE)

James W. Chaney PRES.
James W. Chaney
(SIGNATURE OF APPLICANT)

(DATE)

(SIGNATURE OF APPLICANT)

C0001

FORM GR-470 (REVERSE)

INSTRUCTIONS

GENERAL: Send an original copy of the application, exhibits and $50.00 fee to U.S. Dept. of Agriculture, Consumer and Marketing Service, Grain Division, Hyattsville, Maryland 20782. Retain one copy for your files. All items on the face of the form are self-explanatory unles noted below.

ITEM

5 Insert the date the applicant determined that he had a new variety.

12a First, give the genealogy, including public and commercial varieties, lines, or clones used, and the breeding method. Second, give the details of subsequent stages of selection and multiplication. Third, indicate the type and frequency of variants during reproduction and multiplication and state how these variants may be identified. Fourth, provide evidence on stability.

12b First, give any special characteristics of the seed and of the plant as it passes through the seedling stage, flowering stage and the fruiting stage. Second, describe the mature plant and compare it with a similar commercial variety grown under the same conditions, and indicate the differences.

12c A supplemental form will be furnished by the PVPO to describe in detail a variety for each kind of seed.

12d Provide complete data indicative of novelty. Seed and plant specimens may be submitted and seeds submitted may be sterile. Where possible, include photographs of plant comparisons, chemical tests, etc.

12e Indicate whether applicant is the actual breeder, the employer of the breeder, the owner through purchase or inheritance, etc.

760055

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

Exhibit A

Origin and Breeding History of Lettuce variety, temporary designation "~~3285~~" MESAVERDE. 4/19/77

1. "~~3285~~" MESAVERDE originated in California from a hand pollinated cross between Great Lakes Mesa 659 and Calmar. Cross was made in 1965 using Mesa 659 as the recurrent parent. Six back crosses were made to downy mildew Race 5 resistant segregants. In each back cross generation, resistant segregants were identified by inoculation with the organism.

   Subsequently, the F-1 of back cross 6 was inoculated with the organism to eliminate susceptible individuals (S-1). Then, the (S-1) was inoculated with the organism to eliminate the heterozygates for resistance. The (S-2) was selfed and progeny tested for phenotype. On basis of progeny test, "~~3285~~" MESAVERDE was chosen as the most suited for a variety fitting the same uses as Great Lakes Mesa 659, but carrying resistance to downy mildew Race 5.

2. In preparing for progeny testing of the (S-3) generation, a portion of the seed of each lot was retained for foundation seed increase. In 1973 foundation seed was produced on "~~3285~~" MESAVERDE.

3. In 1974 and 1975, trials were conducted in both the Arizona desert area and in the California coastal area where Mesa 659 is now used. In these trials it was shown that "~~3285~~" MESAVERDE was equal to Calmar in resistance to downy mildew Race 5, but with the more desireable characteristics of Mesa 659.

4. "~~3285~~" MESAVERDE is homozygous for resistance to downy mildew Race 5 and shows no more diversity in morphological characteristics than normally found in the Great Lakes type of lettuce.

5. The genetic makeup of "~~3285~~" MESAVERDE was stabilized in back cross 6, $-3, generation.

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

Exhibit B

Botanical Description of "~~3285~~" MESAVERDE. 4/19/77

"~~3285~~" MESAVERDE resembles Mesa 659 but has slightly larger frame; more frilled leaves and more spiraled cap leaves.

In 1975 trials, frame averaged 40 cm. across as compared to 37.5 for Mesa 659. The skirt leaves are semi-procumbent and very abundant. Margins are frilled. Color is glossy green in appearance. Wrappers are numerous, erect and very frilled. Cap leaves slightly loose, well flagged and generally spiraled. Butts fairly flat and with good color. Heads slightly flattened at the poles and average 15 cm. in diameter and 13 cm. in depth. "~~3285~~" MESAVERDE has Great Lakes texture.

Color of leaves as determined by spectral reflectance gives a Y value of 17.6, a purity of 51% with the dominant wave length at 573 nm. This is in the greenish yellow of the Maxwell Chart on chromaticity.

For Mesa 659, Y value is 19.5; purity 56% with dominant wave length at 572 nm.

From these measurements, Mesa 659 has a slightly brighter hue.

FORM GR-470-1
(4-3-72)

UNITED STATES DEPARTMENT OF AGRICULTURE
AGRICULTURAL MARKETING SERVICE
GRAIN DIVISION
HYATTSVILLE, MARYLAND 20782

EXHIBIT C
(Lettuce)

OBJECTIVE DESCRIPTION OF VARIETY
(LETTUCE)

INSTRUCTIONS: See reverse.

NAME OF APPLICANT(S)
Keystone Seed Co.

ADDRESS (Street and No. or R.F.D. No., City, State, and ZIP Code)
9870 Fairview Rd., Hollister, Ca. 95023

FOR OFFICIAL USE ONLY
PVPO NUMBER 76ØØ55
VARIETY NAME OR TEMPORARY DESIGNATION MESAVERDE ~~3285~~ 4/19/77

Place the appropriate number that describes the varietal character of this variety in the boxes below.

1. PLANT TYPE: [4 2]
10 = CUTTING (Leaf) 20 = STALK
50 = BUTTERHEAD 60 = LATIN
70 = OTHER (Specify) _____

30 = COS
31 = SELF-CLOSING GROUP
32 = LOOSE-CLOSING GROUP

40 = CRISPHEAD
41 = IMPERIAL GROUP
42 = GREAT LAKES GROUP
43 = VANGUARD
44 = NEW YORK GROUP

2. SEED COLOR: [1] 1 = WHITE 2 = BLACK 3 = YELLOW

3. ANTHOCYANIN: [1] 1 = ABSENT 2 = PRESENT

4. LEAF CONTAINING ANTHOCYANIN: [4] 1 = COVERED 2 = SPOTTED 3 = ALONG MARGIN 4 = ABSENT 5 = OTHER (Specify) _____

5. LEAF SURFACE TEXTURE: [2] 1 = SMOOTH 2 = BLISTERED

6. LEAF SURFACE REFLECTANCE: [2] 1 = DULL 2 = GLOSSY 3 = OTHER (Specify) _____

7. LEAF MARGIN: [2] 1 = STRAIGHT 2 = WAVY 3 = CURLED

[1] 1 = ENTIRE 2 = DENTATE 3 = INCISED 4 = DEEPLY INCISED 5 = OTHER (Specify) _____

8. LEAF SHAPE: [1] 1 = ROUNDED 2 = POINTED

[1] 1 = BROADER THAN LONG 2 = LONGER THAN BROAD 3 = OTHER (Specify) _____

9. LEAF COLOR: (See reverse.) [5] 1 = RED 2 = REDDISH-BROWN 3 = YELLOW 4 = YELLOWISH-GREEN 5 = GREYISH-GREEN 6 = BLUE-GREEN 7 = DARK-GREEN 8 = VERY DARK GREEN

10. HEADS: [2] 1 = SPHERICAL 2 = FLATTENED 3 = ELONGATE 4 = POINTED 5 = NON-HEADING

11. PLANT SIZE: (See reverse.) [2] 1 = SMALL 2 = MEDIUM 3 = LARGE

12. CULTURE: [2] 1 = SUMMER CROP 2 = WINTER CROP 3 = NOT SPECIFIC 4 = UNDER GLASS 5 = OTHER (Specify) _____

13. SIZE OF 10-DAY OLD SEEDLING GROWN UNDER CONSTANT LIGHT (Growth Chamber) **AT 25° C.:** (Place a zero in first box (i.e. [0 2]) when size is 9 mm. or less.)
[3 0] mm. LENGTH OF SEEDLING [0 5] mm. LENGTH OF COTYLEDON [0 2] mm. WIDTH OF COTYLEDON

14. DISEASE RESISTANCE TO: (Enter zeroes in box(es) where there is no special disease resistance.)
[0] 1 = TIPBURN [0] 2 = MOSAIC [0] 3 = DAMPING OFF [4] 4 = DOWNY MILDEW
[0] 5 = SCLEROTINIA ROT [0] 6 = BROWN BLIGHT [0] 7 = BIG VEIN [0] 8 = OTHER (Specify) _____

15. OUTLINE THE FOURTH LEAF: (For standardization purposes, the fourth leaf should be taken from a 20-day old plant grown under constant light.)

00004

FORM GR-470-1 (REVERSE) 'Mesaverde' 76ØØØ55

16. INDICATE WHICH VARIETY MOST CLOSELY RESEMBLES THAT SUBMITTED:

CHARACTER	NAME OF VARIETY
Leaf color	Mesa 659
Leaf pigmentation	Mesa 659
Leaf shape	Mesa 659
Plant size	Mesa 659
Head size	Mesa 659

VARIETY	NO. OF DAYS TO HEAD MATURITY UNDER WINTER CROPPING	LOCATION	NO. OF DAYS TO HEAD MATURITY UNDER SUMMER CROPPING	LOCATION	NO. OF DAYS TO SEED STALK EMERGENCE UNDER SUMMER CROPPING	LOCATION
Submitted			95	Hollister, Calif.		
Similar			93	Hollister, Calif.		
Name of similar variety →	Mesa 659		Mesa 659		Mesa 659	

INSTRUCTIONS

GENERAL: The following publications may be used as a reference aid for completing this form:

1. C. M. Rodenburg, 1960, Varieties of Lettuce, An International Monograph, Institunt Voor de Veredeling van Tuinbouwgewassen, Wageningen, Holland.

2. L. L. Morse, 1930, Field Notes on Lettuce, published by Ferry-Morse Seed Co.

LEAF COLOR: Nickerson's or any recognized color fan may be used to determine the leaf color of the described variety. The following lettuce varieties may be used as a guide to identify the eight colors listed on the form.

Color	Variety
Red	"Salad Trim"
Reddish-brown	"Ruby"
Yellow	"Salad Bowl"
Yellowish-green	"Oakleaf"
Greyish-green	"White Boston"
Bluish-green	"Bibb"
Dark-green	"Imperial" group
Very dark green	"Deer Tongue"

PLANT SIZE: The following varieties may be used as a guide to identify the plant type size:

TYPE	COMPARABLE VARIETIES		
	SMALL	MEDIUM	LARGE
Cutting (leaf)	Boston-Curled	Prize Head	Grand Rapids
Stalk (stem)	Celtuce	--	--
Cos	Express	Parris Island	Giant White
Crisphead	Mignonette	Hanson (Merit)	Climax
Butterhead	Tom Thumb	Big Boston	Mammoth Butter
Latin	Sucrine	Creole	Deer Tongue

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

Exhibit D

Data Indicative of Novelty.

Novelty is based on the unique combination of the following characteristics:

MESAVERDE
"~~3285~~" most closely resembles Great Lakes Mesa 659 except that
"~~3285~~" is resistant to downy mildew Race 5.
MESAVERDE

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

Exhibit E

Statement of Applicant's Ownership.

Keystone Seed Co., Hollister, California believes it is the sole, original and first breeder of "~~3285~~" MESAVERDE variety of lettuce for which it solicits a certification of protection.

PLANT VARIETY PROTECTION CERTIFICATE

ASSIGNMENT

The Sunseeds Division of Agrigenetics Corporation, a Delaware corporation having a place of business at 3575 Mitchell Lane, Boulder, Colorado 80301 ("Agrigenetics"), represents that it is the owner of the entire right, title and interest in and to the plant variety protection certificates and applications for plant variety protection certificates shown below.

For good and valuable consideration, receipt of which is hereby acknowledged, Agrigenetics hereby assigns to UF Genetics, Inc., a Delaware corporation having a place of business at 9800 Fairview Road, Hollister, California 95024, Agrigenetics' entire right, title and interest in and to the following plant variety protection certificates and applications therefore, together with all Agrigenetics' rights to the sexually reproduced plants that are the subject of such certificates and applications:

I. Registered Certificates

Title	Certificate Number	Date
Empress	7900045	4/15/82
9014	Ap8100174	9/28/81
9293	Ap8100175	9/28/81
9400	Ap8200007	10/22/81
Paymaster	7600058	12/7/77
Lakeland	7600059	1/26/78
Triumph	7600061	12/30/77
Broker's Choice	8100175	4/28/83
Profit Maker	8100174	4/28/83
Shannon	8200007	4/28/83
Sunrise	7100029	6/24/74
Lake Shasta	7100030	8/12/74
Lake Erie	7100031	8/12/74
Rebel	7100033	9/30/74
Lake Superior	7100034	5/21/74
Miami	7100036	2/28/74
Lake Geneva	7200068	5/21/74
Scanion	7300001	11/15/74
Picoverde	7300016	4/10/73
Raider	7400069	7/26/74

Lake Largo	7400104	9/30/74
Lake Seneca	7500096	11/24/75
Chaparral	7600052	5/16/77
Costaverde	7600053	8/24/77
Gustoverde	7600054	8/24/77
Mesaverde	7600055	5/31/77
Conquest	7700058	7/26/77
Commander	7900067	7/26/79
Keygold	8000111	10/16/80
Snapbean, Exp. 163	7600058	12/7/77
Snapbean, Exp. 195	7600059	1/6/78
'Green Genes' Bean	7600060	12/7/77
Snapbean, Exp. 116-0	7600061	12/30/77
Mikado (AVX 450)	Ap8400037	12/30/83
Mystro	8500064	4/16/85

II. Pending Certificate Applications

Title	Application Number	Filing Date
Cajun Queen	Pending	--
Mendota	Pending	--
Sunset	Pending	--
Alpine	Pending	--
Polaris	Pending	--

AGRIGENETICS CORPORATION

By: Murray Solomon

Title: Executive Vice President

COMMONWEALTH OF MASSACHUSETTS)

County of Suffolk)

On this _____ day of April, 1986, before me appeared _____, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Agrigenetics Corporation.

_____
Notary Public
My Commission Expires:

From Technology To Life

P.O. Box 1438, 2320 Technology Parkway, Building 11 Suite A, Hollister, CA 95024-1438 USA 408/636-9505 TWX 910-3720254

June 7, 1988

Kenneth H. Evans, Commissioner
Plant Variety Protection Office
National Agriculture
Library Building, Room 500
Beltsville, MD 20705

Re: Change of Assignment.

Dear Mr. Evans:

This letter is in reference to your correspondence to me, dated July 14, 1987. I wish to make it clear that this change of assignment is to indicate a name change only, from U.F. Genetics, Inc. to Sunseeds Genetics, Inc.

Also, in reference to 'Mystro' tomato, have Item 1 read Sunseeds Genetics, Inc. and issue the certificate to Sunseeds Genetics, Inc.

Enclosed please find a check in the amount of $170.00 to cover the cost of changing the certificates.

Title	Certificate No.	Date
Empress	7900045	4/15/82
9014	Ap8100174	9/28/81
9293	Ap8100175	9/28/81
9400	Ap8200007	10/22/81
Paymaster	7600058	12/7/77
Lakeland	7600059	1/26/78
Triumph	7600061	12/30/77
Broker's Choice	8100175	4/28/83
Profit Maker	8100174	4/28/83
Shannon	8200007	4/28/83
Sunrise	7100029	6/24/74
Lake Shasta	7100030	8/12/74
Lake Erie	7100031	8/12/74
Rebel	7100033	9/30/74
Lake Superior	7100034	5/21/74

SUNSEEDS

Title	Certificate No.	Date
Miami	7100036	2/28/74
Lake Geneva	7200068	5/21/74
Scanion	7300001	11/15/74
Picoverde	7300016	4/10/73
Raider	7400069	7/26/74
Lake Largo	7400104	9/30/74
Lake Seneca	7500096	11/24/75
Chaparral	7600052	5/16/77
Costaverde	7600053	8/24/77
Gustoverde	7600054	8/24/77
Mesaverde	7600055	5/32/77
Conquest	7700058	7/26/77
Commander	7900067	7/26/79
Keygold	8000111	10/16/80
Snapbean, Exp. 163	7600058	12/7/77
Snapbean, Exp. 195	7600059	1/6/78
'Green Genes' Bean	7600060	12/7/77
Snapbean, Exp. 116-0	7600061	12/30/77
Mikado (AVX 450)	Ap8400037	12/30/83

Sincerely,

Gene Hookstra

Gene Hookstra
Vice President, Research

GH/mo

enc: Check
Copy of Correspondence from K.H. Evans

7600055

PLANT VARIETY PROTECTION ASSIGNMENT

THIS PLANT VARIETY PROTECTION ASSIGNMENT ("Assignment") is made and entered into as of this ____ day of _____, 1994, ("Effective Date"), by and between Sunseeds Ltd., L.P., a Delaware limited partnership, ("Assignor"), and Sunseeds Company (formerly Sunseeds Acquisition Corporation), a Delaware corporation, ("Assignee").

WHEREAS, pursuant to a certain Asset Purchase Agreement dated March 7, 1994, Assignor has agreed to sell to Assignee substantially all of Assignor's assets used in the Assignor's business, including the United States Plant Variety Protection Certificates set forth on Schedule A attached hereto (the "PVP Certificates") and the foreign plant variety registrations set forth on Schedule B attached hereto (the "Foreign Registrations").

WHEREAS, Assignor is the sole and exclusive owner of the entire right, title and interest in, to and under the PVP Certificates and Foreign Registrations; and

WHEREAS, Assignee wishes to acquire and Assignor wishes to assign all right, title and interest in and to the PVP Certificates and Foreign Registrations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, the entire right, title and interest in and to the PVP Certificates and Foreign Registrations, for the United States and for any foreign country, for its own use and enjoyment, and for

the use and enjoyment of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all claims for damages by reason of past, present or future infringement or other unauthorized use of the plants protected by the PVP Certificates and Foreign Registrations, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor authorizes and requests the Department of Agriculture to record Assignee as owner of the PVP Certificates and assignee of the entire right, title and interest in, to and under the same, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

Assignor authorizes and requests the Ministero Per Il Coordinamento Delle Politiche Alimentare Gest. Prod. Agricole and any other organization, department or agency with jurisdiction over registration of plant varieties to record Assignee as owner of the Foreign Registrations and assignee of the entire right, title and interest in, to and under the same, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

Assignor shall provide Assignee, its successors, assigns or other legal representatives, reasonable cooperation and assistance at Assignee's request (such as the execution and

delivery of any and all affidavits, declarations, oaths, exhibits, assignments, powers of attorney or other documentation as may be reasonably required) in the implementation or perfection of this Assignment.

* * * * *

IN TESTIMONY WHEREOF, the undersigned has caused this Assignment to be signed and executed this 31st day March, 1994.

Sunseeds Ltd., L.P.

By: Gerald M Prado

Name: Gerald M Prado

Title: President/CEO

STATE OF Pennsylvania)
COUNTY OF Allegheny) SS.

On this 31st day of March, 1994, there appeared before me Gerald M Prado, personally known to me to be the same person whose name is subscribed to the foregoing Assignment and who acknowledged that he signed the foregoing Assignment as his voluntary act and deed for the use and purpose therein set forth.

Sandra K Pack
Notary Public

Notarial Seal
Sandra K. Pack, Notary Public
Pittsburgh, Allegheny County
My Commission Expires July 26, 1997
Member, Pennsylvania Association of Notaries

Assignment

Schedule A

PLANT VARIETY PROTECTION CERTIFICATES

Current Record Owner	PV#	Crop Kind	Name of Variety	Cert. Issue Date	Expiration Date
A.L. Castle, Inc.	8100077	Tomato	Castlong ug	11/26/82	11/26/2000
	8100078	Tomato	Castlerock	11/26/82	11/26/2000
	8200139	Tomato	Castle Red	11/26/82	11/26/2000
ARCO Seed Co.	7900076	Onion	Colossal	10/18/79	10/18/96
	7900086	Onion	New Mexico White Grano PRR	10/18/79	10/18/96
	7900117	Onion	New Mexico Yellow Grano PRR	1/29/80	1/29/97
	8000039	Onion	Red Sunset	7/31/80	7/31/97
	8000040	Onion	Blanco Duro	7/31/80	7/31/97
	8000041	Onion	Brooks PRR	7/31/80	7/31/97
	8000159	Onion	Texspan PRR	6/11/81	6/11/99
	8000161	Onion	Early Grand PRR	7/30/81	7/30/99
	8100128	Onion	Glory	4/28/83	4/28/2001
	8100129	Onion	Paradise	4/28/83	4/28/2001
	8100130	Onion	Regal	4/28/83	4/28/2001
	8100166	Onion	Sweet Winter	11/26/82	11/26/2000
	8300083	Onion	Crystal Wax Pickling	12/30/83	12/30/2001
	8100001	Triticale	Jenkins	2/15/84	
	8200032	Triticale	Grace	11/15/81	
	8100150	Celery	Grande	1/13/83	
Sunseeds, Div. of Westseeds, Inc.	9100045	Tomato	Sun 6095	1/31/92	1/31/2010
Sunseeds Genetics, Inc.	7600052	Lettuce	Chaparral	5/16/77	5/16/94
	7600053	Lettuce	Costaverde	8/24/77	8/24/94
	7600054	Lettuce	Gustaverde	8/24/77	8/24/94
	7600055	Lettuce	Mesaverde	5/31/77	5/31/94
	7900067	Lettuce	Commander	7/26/79	7/26/96
	8500064	Tomato	Mystro	9/30/87	9/30/2005
	8700194	Tomato	Sun 1643	11/29/91	11/29/2009
	8900171	Cauliflower	White Diamond	4/18/89	
	8800057	Pepper	Prima Belle	9/30/88	9/30/2006
UF Genetics, Inc.	8300168	Okra	Cajun Queen	9/27/85	9/27/2003

Agreement (the "Agreement"), a copy of which is attached hereto as "Exhibit A" and is incorporated herein by this reference. Under the terms of the Agreement, Sunseeds granted to Security Pacific, as Agent for Banks, a security interest in any and all right, title, and interest in, to, and under all Certificates of Plant Variety Protection granted to Sunseeds and/or any of its predecessors in interest, subsidiaries, and/or divisions, including, but not limited to, the following Certificates of Plant Variety Protection, copies of which are attached hereto as "Exhibit B":

Certificate Number	Date Issued	Grantee	Variety Protected
8800057	9-30-88	Sunseeds Genetics, Inc.	"Prima Belle" Pepper
8500064	9-30-87	Sunseeds Genetics, Inc.	"Mystro" Tomato
8300168	9-27-85	Sunseeds, A Division of Agrigenetics	"Cajun Queen" Okra
7900067	7-26-79	Keystone Seed Co., Inc.	"Commander" Lettuce
7600053	8-24-77	Keystone Seed Company	"Costaverde" Lettuce
7600055	5-31-77	Keystone Seed Company	"Mesaverde" Lettuce
7600052	5-16-77	Keystone Seed Company	"Chaparral" Lettuce
7300001	11-15-74	Keystone Seed Company	"Scanion" Onion

7300016	4-10-73	Keystone Seed Company	"Picoverde" Lettuce

6. In addition, under the terms of the Supplementary Security Agreement, Sunseeds has granted to Agent, on behalf of Banks, a security interest in any and all right, title, and interest in, to, and under all of Sunseeds' Applications for Plant Variety Protection currently pending with the United States Department of Agriculture, Plant Variety Protection Office, including, but not limited to, the following Applications, copies of which are attached hereto as "Exhibit C":

Application Number	Filing Date	Applicant	Variety
8900171	4-18-89	Sunseeds Genetics, Inc.	"White Diamond" Cauliflower
8700194	8-24-87	Sunseeds Genetics, Inc.	"Sunex 1643" Tomato

6. This Affidavit is to evidence the transfer of a security interest only, and does not reflect the transfer of any other interest in the above-referenced Certificates and Applications.

Dated: December 15, 1989.

Roderick N. Stacey

Roderick N. Stacey

AFFIDAVIT

Roderick N. Stacey, being first duly sworn, says:

1. I am the President and Chief Executive Officer of Sunseeds Genetics, Inc. ("Sunseeds"), a corporation organized and existing pursuant to the laws of the state of Delaware, and having its principal place of business in Hollister, California. I am authorized to make this affidavit on behalf of Sunseeds.

2. Sunseeds is a former division of Agrigenetics Corporation and is successor to certain Certificates of Plant Variety Protection granted to Agrigenetics Corporation, including, but not limited to, those Certificates listed in paragraph number five (5) of this affidavit which designate Agrigenetics Corporation as a grantee.

3. Sunseeds has acquired by merger or purchase all of the Certificates of Plant Variety Protection listed in Paragraph number five (5) of this affidavit.

4. Sunseeds, Security Pacific National Bank, ("Security Pacific"), Cooperatieve Centrale Raiffeisen-Boerenleenbank, B.A., New York Branch ("Rabobank Nederland"), and Caisse Nationale De Credit Agricole ("Credit Agricole") (Security Pacific, Rabobank Nederland, and Credit Agricole are collectively referred to as the "Banks") and Security Pacific as Agent for the Banks, are parties to a Credit Agreement dated as of January 6, 1989.

5. As of August 3, 1989, Sunseeds and Security Pacific as Agent for the Banks, entered into a Supplementary Security