

Fidelity and Deposit Company of Maryland

Home Office: P.O. Box 1227, Baltimore, MD 21203-1227



Bond No. LPM752303700

License and/or Permit Continuous Bond

KNOW ALL MEN BY THESE PRESENTS:

That we, M&P Produce, Inc. Houston Watermelon, Inc. & M&P Logistics, LP, as Principal, and Fidelity and Deposit Company of Maryland, with principal office in Baltimore MD, Texas as Surety, are held and firmly bound unto US Dept. of Transportation as Oblige, in the penal sum of Ten Thousand Dollars, for which payment, well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly, by these presents.

WHEREAS, the above bounden Principal has obtained or is about to obtain from the said Oblige a license or permit for Motor Carrier and the term of said license or permit is continuous, beginning the 29th day of November, 2004

WHEREAS, the Principal is required by law to file with US Dept. of Transportation

a bond for the above indicated term and conditioned as hereinafter set forth.

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH, That if the above bounden Principal as such licensee or permittee shall indemnify said Oblige against all loss, costs, expenses or damages to it caused by said Principal's non-compliance with or breach of any laws, statutes, ordinances, rules or regulations pertaining to such license or permit issued to the Principal, which said breach or non-compliance shall occur during the term of this bond, then this obligation shall be void, otherwise to remain in full force and effect.

PROVIDED, that if this bond is for a fixed term, it may be continued by Certificate executed by the Surety hereon; and PROVIDED FURTHER, that regardless of the number of years this bond shall continue or be continued in force and of the number of premiums that shall be payable or paid the Surety shall not be liable hereunder for a larger amount, in the aggregate, than the amount of this bond, and

PROVIDED FURTHER, that if this is a continuous bond and the Surety shall so elect, this bond may be cancelled by the Surety as to subsequent liability by giving thirty (30) days notice in writing to said Oblige.

Signed, sealed and dated the 29th day of November, 2004

M&P Produce, Inc. Houston Watermelon, Inc. & M&P Logistics, LP Principal
By Michael Bowling
Fidelity and Deposit Company of Maryland
By William E. Harrison, Jr. Attorney-in-Fact

LPM900052Z20801F

Bond Number: LPM752303700

**FIDELITY AND DEPOSIT COMPANY OF MARYLAND**  
**Power of Attorney**  
**HOME OFFICE: 3910 KESWICK ROAD, BALTIMORE, MD 21211**

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by Frank E. Martin, Jr., Vice President and Gerald F. Haley, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the next page hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint William E. Hartison, Jr., its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: LPM752303700, issued on behalf of M&P Produce, Inc. Houston Watermelon, Inc. & M&P Logistics, LP, as Principal in a penalty not to exceed the sum of Twelve Thousand (\$ 12,000) and the execution of such bond or undertaking in pursuance of these presents, shall be as binding upon said company, as fully and amply, to all intents and purposes, as if it had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, MD, in their own proper persons.

The said Assistant Secretary does hereby certify that the extract set forth on the next page hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND this 29th day of November, A.D. 2004

ATTEST:

FIDELITY AND DEPOSIT COMPANY OF MARYLAND



By: Gerald F. Haley *Gerald F. Haley* Assistant Secretary  
Frank E. Martin, Jr. *Frank E. Martin, Jr.* Vice President

State of Maryland }  
 County of Baltimore } SS:

On this 29th day of November, A.D. 2004, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came Frank E. Martin, Jr., Vice President, and Gerald F. Haley, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself deposed and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



*Stephen G. Moxley*

Stephen G. Moxley  
 Notary Public  
 My Commission Expires: November 1, 2007

**EXTRACT FROM BY-LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND**

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertakings, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgments, decrees, mortgages and instruments in the nature of mortgages, and to affix the seal of the Company thereto."

**CERTIFICATE**

I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the original Power of Attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 5th day of May, 1994.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, whenever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company, this 29th day of November, 2004.



L. L. Goucher  
Assistant Secretary

A handwritten signature in cursive script, appearing to read "L. L. Goucher".