

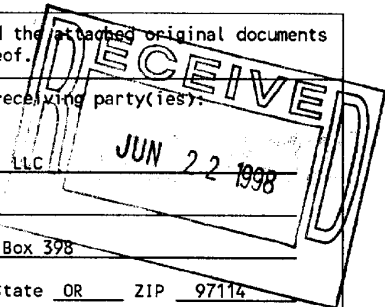
07-10-1998



To the Honorable Commission

100759371

Record the attached original documents hereof.



MEP 6-22-98

<p>1. Name of conveying party(ies): <u>Jonathan Bartch</u></p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited <input type="checkbox"/> Corporation-State <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Carlton Plants, LLC</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>PO Box 398</u></p> <p>City <u>Dayton</u> State <u>OR</u> ZIP <u>97114</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>an Oregon Limited Liability Company</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 1, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>74/334,334; 74/334,485</u></p> <p>B. Trademark registration No.(s) <u>1,403,364; 1,638,559; 1,372,904; 1,202,246; and 1,073,732</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Charles D. McClung, Esq.</u> Address: <u>Chernoff, Vilhauer et al.</u> <u>600 Benj. Franklin Plaza</u> <u>One S.W. Columbia</u> <u>Portland, Oregon 97258</u></p>	<p>6. Total number of applications and registrations involved: <u>(7)</u></p> <p>7. Total fee (37 CFR 3.41 and 2.6(q))--<u>\$280.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Any deficiencies in enclosed fees authorized to be charged to deposit account</p> <p>8. Deposit Account No. <u>03-1550</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Charles D. McClung [Signature] June 17, 1998
Name of Person Signing Signature Date

Total number of pages comprising cover sheet, attachments, and document [4]

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-100-C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

07/09/1998 DC0ATES 00000086 74334334

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Refund Ref: 07/09/1998 DC0ATES 00000086 74334334

CHECK Refund \$90.00

TRADEMARK
REEL: 1750 FRAME: 0326

TRADEMARK ASSIGNMENT

JONATHAN BARTCH, as Assignor,

hereby assigns, sells, transfers and conveys unto

CARLTON PLANTS, LLC, an Oregon Limited Liability Company, as Assignee,

all of his right, title and interest in and to the following:

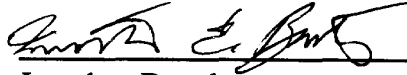
All registered Trademarks identified on Exhibit "A," attached hereto and incorporated herein, including all registrations and applications for registration of said Trademarks, the right to recover for past infringement of said Trademarks and the goodwill of the business in connection with which said Trademarks are used and which is symbolized by said Trademarks, and further including the right to apply for registration of such Trademarks in foreign countries in Assignee's own name and to claim any priority rights for such foreign applications to which said applications are entitled under International conventions, treaties or otherwise, for Assignee's own use and enjoyment and for the use and enjoyment of Assignee's successors, assigns or other legal representatives.

Assignor warrants that his interest in the Exhibit "A" Trademarks is free and clear of all encumbrances except for:

1. A Security Agreement dated effective January 10, 1997, between Assignor (as "Debtor") and MARGARET M. BAILEY, THOMAS J. CAMPBELL, VIRGINIA KAREN BARTCH, JONATHAN BARTCH AND JAMES FRITZ, SUCCESSOR CO-TRUSTEES OF THE GORDON BAILEY REVOCABLE TRUST, DATED NOVEMBER 9, 1989, AS AMENDED ("Secured Party").
2. A Commercial Security Agreement dated March 5, 1997, between Assignor (as "Borrower") and the United States National Bank of Oregon ("Lender").

3. A Trademark Security Interest dated effective January 10, 1997, granted by Assignor (as "Purchaser") in favor of THE GORDON BAILEY REVOCABLE TRUST ("Seller").

Duly executed effective January, 1, 1998.



Jonathan Bartch

ASSIGNOR

TRADEMARKS

1. U.S. Trademark Registration No. 1,403,364, issued July 29, 1986, for the trademark LUSTRE ELSTAR;
2. U.S. Trademark Registration No. 1,638,559, issued March 19, 1991, for the trademark GOLDEN RUSSET BOSCO;
3. U.S. Trademark Registration No. 1,372,904, issued November 26, 1985, for the trademark AUTUMN RADIANCE;
4. U.S. Trademark Registration No. 1,202,246, issued July 20, 1982, for the trademark KARPICK; and
5. U.S. Trademark Registration No. 1,073,732, issued September 20, 1977, for the trademark OLD HOME X FARMINGDALE (BROOKS SELECTIONS).
6. U.S. Trademark Registration Application Serial No. 74/334,334, filed November 24, 1992, for the trademark CARLTON PLANTS; and
7. U.S. Trademark Registration Application Serial No. 74/334,485, filed November 24, 1992, for the trademark CARLTON;