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Form PTO-1594 (Rev. 6-93)



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner

100755826

attached original documents or copy thereof.

1. Name of conveying party(ies):
The Chas. H. Lilly Co.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Oregon
 Other _____

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

2. Name and address of receiving party(ies):
Name: The Garden Grow Company
Internal Address: _____
Street Address: 6500 Hanna Road
City: Independence State: Oregon ZIP: 97351

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Oregon
 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

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

Execution Date: June 1, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/111,407; 75/111,479

Additional numbers attached? Yes No

B. Trademark Registration
No.(s)
See attached Exhibit A.

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Heidi L. Sachs
Internal Address: Perkins Coie

Street Address: 1201 Third Avenue, 40th Floor

City: Seattle State: WA ZIP: 98101

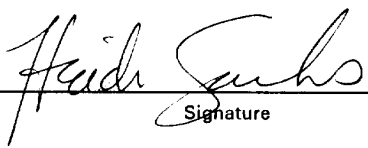
6. Total number of applications and registrations involved: **24**

7. Total fee (37 CFR 3.41):.....\$ 615.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(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.

Heidi L. Sachs  June 23, 1998

Name of Person Signing Signature Date

07/02/1998 JSW/BAZZ 00000046 75111407

Total number of pages comprising cover sheet, attachments and document: **8**

01 FC:481 40.00 UP
02 FC:482 575.00 OP

DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:
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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, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

EXHIBIT A**Trademark Registrations**

Trademark	Registration No.	Registration Date
HAPPY GARDENER and Design	1,091,235	5/16/78
LILLY MILLER and Design	1,116,781	4/24/79
LILLY MILLER	1,116,782	4/24/79
FOR ALL YOU NEED TO GROW! and Design	1,140,572	10/21/80
LILLY MILLER FALL & WINTER CARE and Design	1,146,979	2/17/81
LILLY MILLER PLANTING & GROWING FOOD and Design	1,146,980	2/17/81
HIGH PERFORMANCE	1,181,701	12/15/81
LILLY RICH HIGH PERFORMANCE L and Design	1,187,250	1/26/82
LILLY MILLER SUPER RICH L and Design	1,187,251	1/26/82
VITA-START	1,222,242	1/4/83
WHACK	1,244,123	7/5/83
NOXALL	1,258,193	11/22/83
MICROCOP	1,347,153	7/9/85
HOSE 'N GO	1,455,970	9/8/87
ULTRAGREEN	1,509,736	10/25/88

Trademark	Registration No.	Registration Date
COOKE	1,613,429	9/18/90
COVENTRY GARDENS	1,696,736	6/23/92
PENATURF	1,792,246	9/14/93
GROW SMART	1,843,999	7/12/94
ROSE SOCIETY	1,951,634	1/23/96
FEED & SHIELD	2,045,716	3/18/97
ULTRALIME	2,063,637	5/20/97

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, The Chas. H. Lilly Co., an Oregon corporation with its principal place of business at 14546 N. Lombard Street, Portland, Oregon 97283 ("Assignor"), has common law rights in the marks that are the subject of this assignment and is the owner of the trademark/service mark registrations and applications set forth in Exhibit A and incorporated herein by reference;

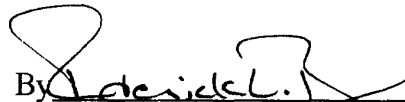
WHEREAS, Assignor is also the owner of the pending intent-to-use trademark/service mark applications set forth in Exhibit B and incorporated herein by reference;

WHEREAS, The Garden Grow Company (fka Green Acquisition Company), an Oregon corporation with its principal place of business at 6500 Hanna Road, Independence, Oregon 97351 ("Assignee"), is desirous of acquiring said common law rights, registrations, applications and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the marks set forth in Exhibits A and B, together with that portion of its business relating to the marks and the goodwill appurtenant thereto.

Signed this 1st day of June, 1998.

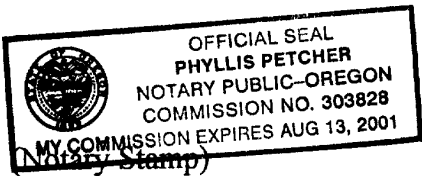
THE CHAS. H. LILLY CO.

By 
Name FREDERICK L. TRULLINGER
Title PRESIDENT

STATE OF OREGON)
) ss.
COUNTY OF MULTNOMAH)

This instrument was acknowledged before me on June 1, 1998 by

Frederick L. Trullinger, as President of The Chas. H. Lilly Company.



Phyllis Petcher
Notary Public for Oregon
My commission expires 8-13-2001

EXHIBIT A

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FEED & SHIELD	2,045,716	3/18/97
ULTRALIME	2,063,637	5/20/97

EXHIBIT B

Pending "Intent-to-Use" Applications

Trademark	Serial No.	Filing Date
PARA SU HUERTO FAMILIAR	75/111,407	5/29/96
PARA SU JARDIN and Design	75/111,479	5/29/96

[18676-0007/PA981480.042]

RECORDED: 06/29/1998

TRADEMARK
REEL: 1751 FRAME: 0859