

9-25-98

RECC

09-29-1998

Tab settings



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Send original documents or copy thereof.

1. Name of conveying party(ies):

Sunbelt Nursery Holdings, Inc.

- Individual(s), General Partnership, Corporation-State DE, Other

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: September 14, 1998

2. Name and address of receiving party(ies)

Name: Armstrong Garden Centers, Inc.

Internal Address: 2200 E. Alostia Avenue Suite 200

Street Address: same

City: Glendora State: CA ZIP: 91740

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State CA, Other

If assignee is not domiciled in the United States... Designations must be a separate document from assignment

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,703,924

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Tawnya Wojciechowski

Internal Address: Suite 400

650 Town Center Drive

Costa Mesa, CA 92626

Street Address: same

City: State: ZIP:

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 70.00

- 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.

Handwritten signature of Tawnya R. Wojciechowski

Tawnya R. Wojciechowski

Name of Person Signing

Signature

9/21/98 Date

4 Total number of pages including cover sheet, attachments, and document.

Vertical stamp: 09/28/1998 JMW/KLS 0000155 1703924

**GENERAL INTELLECTUAL PROPERTY TRANSFER
AND TRADEMARK ASSIGNMENT**

THIS GENERAL INTELLECTUAL PROPERTY TRANSFER AND TRADEMARK ASSIGNMENT is made the 14th day of September 1998, between Sunbelt Nursery Holdings, Inc., an Arizona corporation ("Transferor"), and Armstrong Garden Centers, Inc., a California corporation, having a place of business at 2200 East Alostia Boulevard, Suite 200, Glendora, California 91740 U.S.A. ("Transferee");

WHEREAS, the Transferor may have certain rights in and to (i) the NURSERYLAND trademark, service mark, and trade name (the "MARKS"), including U.S. trademark registrations or applications, foreign trademark registrations or applications, state trademark registrations or applications, and common law rights in the MARKS, including U.S. Registration No. 1,703,924, registered on July 28, 1992; (ii) income, royalties, damages and payments now or hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past, present or future infringements thereof; (iii) rights corresponding thereto throughout the world; and (iv) all of the goodwill of Transferor's business symbolized thereby or associated therewith; and

WHEREAS, the Transferee wishes to acknowledge its acquisition of Transferor's rights, if any, in and to the MARKS and any good will associated therewith throughout the world for the purpose of recording assignments of any intellectual property rights acquired from Transferor with various governmental entities.

NOW THEREFORE, for and in consideration of the mutual covenants and undertakings of the parties, the receipt and sufficiency of which is hereby acknowledged, Transferor hereby assigns, transfers and conveys to the Transferee (to the extent transferable and assignable) all of Transferor's right, title and interest, if any, in and to: (i) the MARKS and the registration(s) or applications thereof; (ii) any good will of the business which is symbolized by the MARKS; and (iii) the right to recover for damages and profits and all other remedies for past infringements thereof. This

assignment constitutes a transfer of all of Transferor's right, title and interest, if any, in and to the MARKS.

TRANSFEROR

SUNBELT NURSERY HOLDINGS, INC., an
Arizona corporation,

By: _____
Timothy Duoos, President

TRANSFeree

ARMSTRONG GARDEN CENTERS, INC., a
California corporation,

By:  _____
Michael D. Künce, President

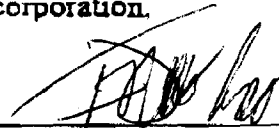
Trademark Assignment

assignment constitutes a transfer of all of Transferor's right, title and interest, if any, in and to the MARKS.

TRANSFEROR

SUNBELT NURSERY HOLDINGS, INC., an Arizona corporation,

By:



Timothy Duoos, President

TRANSFeree

ARMSTRONG GARDEN CENTERS, INC., a California corporation,

By:

Michael D. Kunce, President