

12-29-1998

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100930835

To the Honorable Commissioner of Patents and Trademarks.

1. Name of conveying party(ies):

Willamette Seed Co., a.k.a. Willamette Seed Company

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

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

3. Nature of conveyance:

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

Execution Date: December 3, 1998

MRO 12-15-98

2. Name and address of receiving party(ies):

Name: BankAmerica Business Credit, Inc.

Internal Address: 55 South Lake Avenue, Suite 900

Street Address: 55 South Lake Avenue, Suite 900

City: Pasadena State: California ZIP: 91101

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

If assignee is not domiciled in the United States, a domestic representative designation is attached
 Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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OPR/FINANCE

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,521,175 1,483,743 1,483,742
1,776,013 1,895,241

Additional numbers attached? Yes No

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

Name:

Tamsen Valoir

Street Address:

**Jenkins and Gilchrist
1100 Louisiana Street, Suite 1800
Houston, Texas 77002-5214**

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
- Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: 10-0447
(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.

Tamsen Valoir
Name of Person Signing

Tamsen Valoir
Signature

12-15-98
Date

Total number of pages comprising cover sheet: 2

12/28/1998 DNGUYEN 00000272 1521175

OP FC:481 40.00 OP
OP FC:482 100.00 OP

Date of Deposit 12/15/98

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box ASSIGNMENT, Washington, D.C. 20231.

Selle Carlisle
Selle Carlisle

TRADEMARK AND TRADE NAME SECURITY AGREEMENT

WHEREAS, **Willamette Seed Co., aka Willamette Seed Company**, an Oregon corporation, with its chief executive office at _____ (hereinafter referred to as "Debtor"), has acquired, adopted and used, and is using, the trademarks and/or trade names listed in Exhibit "A" attached hereto and made a part hereof, which, as indicated in Exhibit "A", are registered in the United States Patent and Trademark Office; and

WHEREAS, Debtor and **BankAmerica Business Credit, Inc.**, a Delaware corporation, having an office at 55 South Lake Avenue, Suite 900, Pasadena, California 91101, as Agent for the Lenders (as defined and described in the Loan Agreement) (herein referred to as "Secured Party"), have entered into a Loan and Security Agreement (herein referred to as the "Loan Agreement"), of even date herewith, by which Secured Party has acquired security interests in said trademarks and trade names and the applications or registrations thereof:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtor does hereby grant, transfer, assign and convey a security interest to Secured Party in all rights, titles and interests in and to the said trademarks and trade names, together with the goodwill of the business symbolized by the trademarks and trade names, and in the registrations or applications for registration thereof.

Debtor further covenants and warrants to Secured Party:

(a) that Debtor is the sole and exclusive owner of the trademarks and trade names and all rights comprised in the trademarks and trade names, subject to limitations imposed by law, and has the full authority to make this assignment;

(b) that the trademarks and trade names have not heretofore been pledged, hypothecated or otherwise encumbered, and are in all aspects free and clear of any encumbrances;

(c) that to its knowledge the validity of the trademarks and trade names has never been questioned;

(d) that Debtor has not entered into any contract or made any commitment that will or may impair Secured Party's rights hereunder; and

THIS TRADEMARK AND TRADE NAME SECURITY AGREEMENT HAS BEEN EXECUTED, DELIVERED AND ACCEPTED AT AND SHALL BE DEEMED TO HAVE BEEN

MADE AT DALLAS, TEXAS. AND SHALL BE INTERPRETED AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF NEW YORK, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED AND PERFORMED THEREIN.

IN WITNESS WHEREOF, Debtor and Secured Party have executed this Trademark and Trade Name Security Agreement as of this 3 day of December, 1998.

Willamette Seed Co.,
aka Willamette Seed Company,
An Oregon Corporation

By: Henry A. Ingalls
Name: Henry A. Ingalls
Title: V.P. Treasurer

BankAmerica Business Credit, Inc.

By: Victor Alfaro
Name: Victor Alfaro
Title: Vice President

**WILLAMETTE SEED CO.
AKA WILLAMETTE SEED COMPANY**

Exhibit "A"

Trademarks

"BLOOMCOAT" US TM	Reg. No.: 1521175	Reg. Date: 01/17/89
"COUNTRY MAGIC" US TM	Reg. No.: 1776013	Reg. Date: 06/08/93
"ENVIRO-LAWN" US TM	Reg. No.: 1895241	Reg. Date: 05/23/95
"PLANTATION PRIDE" US TM	Reg. No.: 1483743	Reg. Date: 04/05/88
"SOUTHERN SELECT" US TM	Reg. No.: 1483742	Reg. Date: 04/05/88