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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

12-30-1998

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #54

BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): Pace International, L.P.
State of Washington limited partnership

2. Name and address of receiving party(ies):
Name: Waupaca Northwoods, LLC
Address: E3439 Hwy. 22 & 54
City: Waupaca State: WI Zip: 54981
Type of Company: Limited Liability Company
Corporation-State: Wisconsin
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

3. Nature of Conveyance: Assignment
Execution Date: October 27, 1998

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s) 878,485

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Timothy M. Kelley
Michaél Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202-4108

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41):.....\$ 215.00
 Enclosed
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

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.

Timothy M. Kelley
Name of Person Signing

Signature

December 30, 1998
Date

Total number of pages including cover sheet, attachments, and document: 5

OMB No. 06E1-0011(exp. 4/94)FORM TMASSIGN

Attorney File 94302/9001

United States Postal Service Express Mail Mailing Label No. EM091733927US

cc: Docketing

TRADEMARK
REEL: 1837 FRAME: 0968

U.S. Trademarks

Registered Marks

<u>Mark</u>	<u>Req. No.</u>	<u>Req. Date</u>
Rhodo-Bloom Transplanter	1,732,282 927,109	11/17/92 01/18/72

Applications

<u>Mark</u>	<u>Ser. No.</u>	<u>Filing Date</u>
Evergreen	75/477,047	04/30/98
Year-Round Care Made Easy	75/477,048	04/30/98
Ph Balanced for Lush Growth	75/477,049	04/30/98
GroPride	75/533,865	08/10/98
Because It's Your Home	75/533,864	08/10/98

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ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY ("Assignment") is made this 27th day of October, 1998, by and among WAUPACA NORTHWOODS, LLC, a Wisconsin limited liability company ("Buyer") and PACE INTERNATIONAL, L.P., a Washington limited partnership ("Seller").

RECITALS

The Buyer is purchasing the business (the "Business") and substantially all of the non-cash assets of the Nursery Products Division of Seller (the "Division") pursuant to that certain Asset Purchase Agreement by and among Buyer, Seller and S/L III, Inc., the sole general partner of Seller (the "Asset Purchase Agreement").

The Seller has, in connection with the Business, adopted, used and is using various trademarks and has developed goodwill of the Business associated with said trademarks. Pursuant to the Agreement, Seller has agreed to sell, assign and transfer the trademarks and goodwill associated with the Division to Buyer, including those trademarks identified on Exhibit A hereto.

NOW, THEREFORE, for and in consideration of the mutual promises herein made, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged,

IT IS HEREBY AGREED AS FOLLOWS:

ASSIGNMENT

Seller by these presents sells, assigns and transfers to the Buyer, its successors and assigns, all its rights, interests, and title to said trademarks identified in Exhibit A attached hereto, together with the goodwill of the business symbolized by said trademarks, and including any and all federal and state registrations or applications for registration of said trademarks.

IN WITNESS WHEREOF, the Seller has caused this Assignment to be executed as of the date and year above first written.

PACE INTERNATIONAL, L.P.

BY: S/L III, INC.,
its sole general partner

By: 
George Lobisser, President

EXHIBIT A

U.S. Trademarks

Registered Marks

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
NuLife	878,485	October 14, 1969
Rhodo-Bloom	1,732,282	November 17, 1992
Transplanter	927,109	January 18, 1972

Applications

<u>Mark</u>	<u>Serial. No.</u>	<u>Filing. Date</u>
Evergreen	75/477,047	April 30, 1998 (first use 1/9/98)
Year-Round Care Made Easy	75/477,048	April 30, 1998 (first use 1/9/98)
Ph Balanced for Lush Growth	75/477,049	April 30, 1998 (first use 1/9/98)
GroPride	Not Available	August 5, 1998
Because It's Your Home	Not Available	August 5, 1998

Common Law Trademarks

Mark

Lawn Starter
Lawn Carpet Deluxe
Rid-Moss
Spring Feed
Fall Winterizer
Golden Pellets
Taurus
Daisy Prep

A2