

03-16-1999

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

*MWD*  
**3-11-99** RI



100984457

To the Honorable Commissioner of Patents and Tr.

document or copy thereof.

<p>1. Name of Party(ies) conveying an interest:</p> <p>Sunbelt Nursery Holdings, Inc. 9034 North 23rd Avenue, Suite 10 Phoenix, AZ 85021</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>SummerWinds Garden Centers, Inc. 815 E. Park Boulevard, Suite 250 Boise, ID 83712</p>
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<p><input type="checkbox"/> Individual(s)</p> <p><input type="checkbox"/> General Partnership</p> <p><input checked="" type="checkbox"/> Corporation - Arizona</p> <p><input type="checkbox"/> Other</p>	<p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> Limited Partnership</p> <p><input type="checkbox"/> Individual</p> <p><input type="checkbox"/> General Partnership</p> <p><input checked="" type="checkbox"/> Corporation - Delaware</p> <p><input type="checkbox"/> Other</p> <p><input type="checkbox"/> Citizenship</p>
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<p>3. Interest Conveyed:</p> <p><input checked="" type="checkbox"/> Assignment</p> <p><input type="checkbox"/> Security Agreement</p> <p><input type="checkbox"/> Other</p>	<p><input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Merger</p> <p>If not domiciled in the United States, a domestic representative designation is attached:</p> <p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No</p>
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Execution Date: October 12, 1998 (The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached?	Yes	<input checked="" type="checkbox"/>	No
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A. Trademark Application No.(s)	B. Trademark Registration No.(s)  1,757,361
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Anna Conyers Kuhn, Esq. Internal Address: Baker &amp; Botts, L.L.P. Street Address: 2001 Ross Avenue  City: Dallas State: Texas Zip: 75201</p>	<p>6. Number of applications and registrations involved: 1</p> <p>7. Amount of fee enclosed or authorized to be charged: \$40.00</p> <p>8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): N/A</p>
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DO NOT USE THIS SPACE

*file ok*

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.*

<p>Anna Conyers Kuhn Name of Person Signing</p>	 Signature	<p>3-9-99 Date</p>
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Total number of pages including cover sheet 2

OMB No. 0651-0011 (exp.4/94)

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Mail documents to be recorded with required cover sheet information:  
**3/15/1999 DNGUYEH 00000282 1757361** Commissioner of Patent and Trademarks  
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**1 FC:481 40.00 OP**

Public burden reporting for this sample cover sheet is estimated to average about 10 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.

TRADEMARK  
REEL: 1868 FRAME: 0004

**GENERAL INTELLECTUAL PROPERTY TRANSFER  
AND TRADEMARK ASSIGNMENT**

THIS GENERAL INTELLECTUAL PROPERTY TRANSFER AND TRADEMARK ASSIGNMENT is made the 12th day of October, 1998, between Sunbelt Nursery Holdings, Inc., an Arizona corporation ("Transferor"), and SummerWinds Garden Centers, Inc. ("Transferee");

WHEREAS, the Transferor may have certain rights in and to (i) the "Tip Top" and "Tip Top Nurseries" trademarks, service marks, and trade names (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, without limitation, those listed on the attached Exhibit A; (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 Duoss, President

**TRANSFeree**

**SUMMERWINDS GARDEN CENTERS, INC.**

By: \_\_\_\_\_  
Walter Minnick

MARK	FILE NO.	OWNER	CLASS	STATUS	REG. NO.	RENEWAL
TIP TOP NURSERIES	019035.0117 (Arizona)	Simbell Nursery Holdings, Inc.	n/a	Trade name registration	Reg. No. 15389 06/07/78	Renewal 06/07/98
TIP TOP	019036.0107	Simbell Nursery Holdings, Inc.	42	Retail nursery store services	Reg. No. 1,737,361 02/08/93	8&15 AM Renewal due 03/08/99, Renewed date 03/09/99
TIP TOP NURSERIES	019036.0118 (Arizona)	Simbell Nursery Holdings, Inc.	1, 37	Fertilizers, lawn care	Reg. No. 22173 01/22/79	Renewal due 01/22/99

EXHIBIT A