

ms 3-25-99

03-30-1999

PTO-1594



Department of Commerce and Trademark Office

RECORDATION TRADEM

100997077

To the Commissioner of Patents and Trademarks: 42
Please record the attached original documents or copy thereof

1. Name of the conveying party(ies):
Master Nurserymen's Association

Individual(s) Association
 General Partnership Limited Partnership
 Corporation (State) California
 Other

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

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

Execution Date(s) March 12, 1999

2. Name and address of the receiving party(ies):
Master Nursery Garden Centers, Inc.
2211 Olympic Boulevard
Walnut Creek, California 94595

Individual(s) Association
 General Partnership Limited Partnership
 Corporation (State) California
 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 Names(s) and Address(es) Attached [] Yes [X] No

4. Application Number(s) or Trademark Number(s)
If this document is being filed together with a new application, the execution date of the application is:
 A. Trademark Application No(s). 2224367
 B. Trademark Registration No(s). 2,226,367
 Additional Numbers Attached? [] Yes [X] No

5. Name and address of party to whom correspondence should be mailed:
James N. Dawe, Esq.
CROSBY, HEAFEY, ROACH & MAY
P.O. Box 7936
San Francisco, California 94120-7936
(415) 543-8700 (telephone) (415) 391-8269 (fax)
DIRECT DIAL: (415) 659-5915

6. Total number of Applications and Trademarks involved 1

7. Total Fee (37 CFR § 3.41) \$ 40.00
 Enclosed [] Previously Paid
 Authorized to be charged to Deposit Account

8. Deposit Account No. 03-3821. Please reference Attorney Docket No. 20665.37001
(Attached duplicate copy 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.

James N. Dawe
Name of Person Signing

Signature

March 22, 1999
Dated

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, DC 20231

03/29/1999 TSHABAZZ 00000177 033821 2226367
 01 FC: 41 40.00 CH

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, DC 20231, and to the Office of Management and Budget, Paperwork Reduction Products, (0651-0011), Washington, DC 20503.

pto-1594

12135777

TRADEMARK
REEL: 1875 FRAME: 0840

ASSIGNMENT

WHEREAS, MASTER NURSERYMEN'S ASSOCIATION, a California Mutual Benefit Corporation having its principal place of business at 2211 Olympic Boulevard, Walnut Creek, California 94595 (hereinafter referred to as "ASSOCIATION") is the owner of trade mark Registration No. 2,226,367 issued February 23, 1999, for the mark **Miscellaneous Design** for Chemicals for Horticultural Use, namely, Chelated Iron Plant Food, Iron Sulfate Plant Food, and Sulfate of Ammonia Plant Food; Soil Conditioners for Horticultural Use; Fertilizers for Horticultural and Domestic Use in International Class 1.

WHEREAS, MASTER NURSERY GARDEN CENTERS, INC., a California Mutual Benefit Corporation, having its principal place of business at 2211 Olympic Boulevard, Walnut Creek, California 94595 (hereinafter referred to as "MASTER NURSERY") is desirous of acquiring all rights, title and interest in and to said mark and said registration;

NOW, THEREFORE, for good and valuable consideration received by ASSOCIATION from MASTER NURSERY, the receipt of which in full is hereby acknowledged by ASSOCIATION:

1. ASSOCIATION sells, assigns, transfers, quitclaims and sets over to MASTER NURSERY, effective as of February 23, 1999, any and all rights, title and interest ASSOCIATION may have in and to United States trade mark Registration No. 2,226,367 issued February 23, 1999, for the mark **Miscellaneous Design** for Chemicals for Horticultural Use, namely, Chelated Iron Plant Food, Iron Sulfate Plant Food, and Sulfate of Ammonia Plant Food; Soil Conditioners for Horticultural Use; Fertilizers for Horticultural and Domestic Use in International Class 1, together with the goodwill of the business symbolized by said trade mark. Without limiting the generality of the foregoing:

A. ASSOCIATION assigns to MASTER NURSERY, effective as of February 23, 1999, all right, title and interest in and to any and all causes of action and rights of recovery for past infringement of the trade mark herein assigned.

B. ASSOCIATION sells, assigns, transfers and quitclaims to MASTER NURSERY, effective as of February 23, 1999, all rights and interest acquired by ASSOCIATION pursuant to the terms and provisions of any contract, written or oral, license, deed, assignment or other document by which ASSOCIATION became vested with the ownership of or acquired or retained any other interest in the trade mark herein assigned.

2. ASSOCIATION hereby covenants and agrees to cooperate with MASTER NURSERY, whereby the latter may enjoy to the fullest extent the rights, title and interest herein conveyed.

3. ASSOCIATION hereby represents that it has no knowledge of any assignment, contract or understanding entered into with third parties that appear to be in conflict herewith.

4. The terms, covenants and provisions of this Assignment shall inure to the benefit of MASTER NURSERY, its successors, assigns and other legal representatives, and shall be binding upon ASSOCIATION, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, said ASSOCIATION. has caused this Assignment to be executed and delivered by its duly authorized representative as of this 12th day of March, 1999.

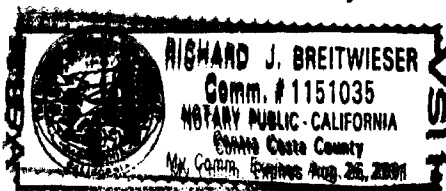
MASTER NURSERYMEN'S ASSOCIATION

By Mal Baeta
Mal Baeta
Executive Vice President/Chief Executive Officer

STATE OF CALIFORNIA)
)
COUNTY OF CONTRA COSTA) ss.

On March 12, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Mal Baeta, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

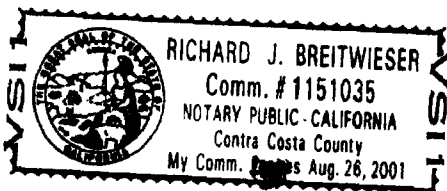
WITNESS my hand and official seal.



(This area for official notarial seal)

Richard J. Breitwieser
Signature of Notary

RICHARD J. BREITWIESER
Name (Typed or Printed)



12133876