

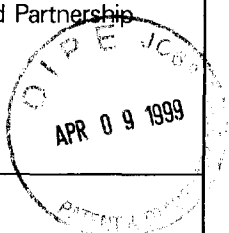


101016446

To the Honorable Commissioner of Patents and Trademarks. Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
YOUNGS' AMERICAN ROSE NURSERY
Individual(s) Association
 General Partnership - California Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? NO

*WLD
4-9-99*



2. Name and address of receiving party(ies):
Name: **Poulsen Roser ApS**
Internal Address:
Street Address: **Hillerodvej 49**
City: **DK-3480 Fredensborg**, State: **DENMARK** ZIP:
Individual(s) citizenship
Association
General Partnership
Limited Partnership
 Corporation-State **Denmark**
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: YES
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? NO

3. Nature of conveyance:
 Assignment Merger
Security Agreement Change of Name
Other
Execution Date: **February 18, 1999**

4. Application number(s):
A. Trademark Application No.(s)
75/148,790
Additional numbers attached? NO

B. Trademark Registration No.(s)
UOE

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Foley & Lardner, Attention: Richard C. Peet**
Internal Address: **Suite 500**
Street Address: **3000 K Street, N.W.**
City: **Washington**, State: **D.C.** ZIP: **20007**

6. Total number of applications involved:
1
7. Total fee (37 C.F.R. § 3.41). **\$40.00**
 Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

04/21/1999 JSH/BAZZ 00000160 75148790
FC:481 40.00 DP

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.
Richard C. Peet *Richard C. Peet* **April 9, 1999**
Name of Person Signing Signature Date

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 & Trademarks, Box Assignments
Washington, D.C. 20231

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the application of Poulsen Roser Aps

MARK: TOWNE & COUNTRY ROSES

FILED: August 12, 1996

SERIAL NO.: 75/148,790

POWER OF ATTORNEY

The undersigned Applicant hereby appoints Arthur Schwartz, Richard L. Schwaab, Peter G. Mack, David A. Blumenthal, John J. Feldhaus, Stephen A. Bent, Bernhard D. Saxe, Sybil Meloy, Brian J. McNamara, Richard Linn, Charles F. Schill, Colin Sandercock, Eugene M. Lee, Patricia D. Granados, John P. Isaacson, Richard C. Peet, Harold C. Wagner, and Janice W. Housey, of FOLEY & LARDNER, 3000 K Street, N.W., Suite 500, P.O. Box 25696, Washington, D.C. 20007-8696, as Applicant's attorneys with full power of association, substitution and revocation, to prosecute said application, receive any Registration Certificate and to take any and all other actions with regard to this mark and any registration thereof. Every member of the firm of Foley & Lardner and every attorney at law associated with that firm is hereby authorized to sign any paper and to conduct any business on behalf of the applicant in this case.

Please direct all future correspondence to:

Richard Peet, Esquire
FOLEY & LARDNER
3000 K Street, N.W., Suite 500
P.O. Box 25696
Washington, D.C. 20007-8696
Telephone: (202) 672-5300

APPOINTMENT OF DOMESTIC REPRESENTATIVE

FOLEY & LARDNER, whose postal address is 3000 K Street, N.W., Suite 500, P.O. Box 25696, Washington, D.C. 20007-8696, is hereby designated Applicant's representative upon whom notices of process in proceedings affecting the mark may be served.

Respectfully submitted,
Poulsen Roser Aps

Name: Mogens N. Olsen
Title: Managing Director

Date: 10 March 1998

TOTAL P.06

TRADEMARK ASSIGNMENT

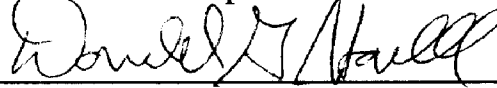
WHEREAS, Youngs' American Rose Nursery, a general partnership and Chapter 11 debtor in possession, with a principal business address of 242 Corralitos Road, Watsonville, CA 95076 (hereinafter collectively "Assignor"), has used, is using and claims certain rights and interests in the trademark TOWNE & COUNTRY ROSES in the United States in connection with live plants and is the owner of an application for the mark filed under U.S. Ser. No. 75/148,790;

WHEREAS, Poulsen Roser ApS, a Danish corporation, with a principal place of business at Hillerødvej 49, DK-3480 Fredensborg, DENMARK (hereinafter "Assignee"), is desirous of acquiring U.S. Ser. No. 75/148,790 and any right, title and interest to the said mark including the common law rights therefor which Assignor may have acquired;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor individually and collectively does hereby assign unto the aforesaid Assignee, any and all of its United States right, title and interest in and to the aforementioned mark together with the goodwill of the business symbolized by the mark.

YOUNGS' AMERICAN ROSE
NURSERY, a general partnership
and Chapter 11 debtor in possession

By: Its Managing General Partner,
DEVOR NURSERIES, INC., a
corporation and Chapter 11 debtor

By: 
Donald G. Howell, its court-
appointed Chapter 11 Trustee

Date: February 18, 1999

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