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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

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MPO 4/16/99

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): Interlochen Corporation  
State of Missouri Corporation

2. Name and address of receiving party(ies):  
Name: Waupaca Northwoods, LLC  
Address: E3439 Hwy. 22 & 54

3. Nature of Conveyance: Assignment  
Execution Date: February 16, 1999

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 \_\_\_

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,197,352

Additional numbers attached? Yes  No

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

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00  
 Enclosed  
 Deficiencies in fee charged to deposit account

04/20/1999 JSHBAZZ 00000063 2197352  
01 FC:461 40.00 BP

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  
  
Timothy M. Kelley Signature  
April 5, 1999 Date  
  
Total number of pages including cover sheet, attachments, and document: 3

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

Attorney File 93402/9001

United States Postal Service Express Mail Mailing Label No. EM091733895US

cc: Docketing

**TRADEMARK**  
**REEL: 1889 FRAME: 0463**

**EXHIBIT A**

**U.S. Trademarks**

**Registered Marks**

Mark

Reg. No.

Reg. Date

Country Garden and Design (2,197,352)

10/20/98

**Applications**

Mark

Serial. No.

Filing. Date

None.

**State Trademarks**

Mark

Reg. No.

Reg. Date

None.

**Common Law Trademarks**

Mark

Rock Basics

Gold Medal

## ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY ("Assignment") is made this 16th day of February, 1999, by and among WAUPACA NORTHWOODS, LLC, a Wisconsin limited liability company ("Buyer") and INTERLOCHEN CORPORATION, a Missouri corporation ("Seller").

### RECITALS

The Buyer is purchasing the business (the "Business") and certain of the non-cash assets of the Landscape and Lawn & Garden Business Division of Seller (the "Division") pursuant to that certain Asset Purchase Agreement, dated as of February 8, 1999, by and among Buyer, Seller and BSC Holding, Inc., the sole voting shareholder 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:

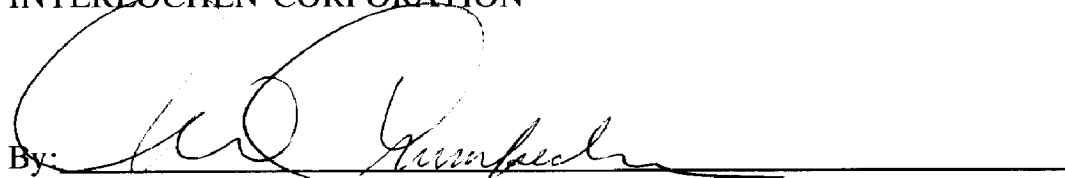
### ASSIGNMENT

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.

**SELLER:**

INTERLOCHEN CORPORATION

By:   
C.W. Crumpecker, President