

MRD 6-4-99

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06-07-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RE MRD
6-4-99 2-24-99
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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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02/25/1999 JSHBAZZ 00000055 75330124
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TRADEMARK
REEL: 001907 FRAME: 0550

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

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Correspondent Name and Address

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Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
|---------------------------------------|----------------------|----------------------|
| <input type="text" value="75330124"/> | <input type="text"/> | <input type="text"/> |
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Michael Rothstein

2/19/99

Name of Person Signing

Signature

Date Signed

COLLATERAL ASSIGNMENT OF TRADEMARKS

This 5th day of February, 1999, CPPI Acquisition Corp., a Delaware corporation ("*Assignor*"), with its principal place of business and mailing address at 14792 Franklin Street, Tustin, California, in consideration for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, grants to Jackson National Life Insurance Company, a Michigan insurance company (together with its successors and assigns, "*Assignee*"), a continuing security interest in the following property:

(i) Each trademark, trademark registration, trademark application and trademark license listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, trademark application and trademark license (to the extent not effectively prohibited by the applicable license agreement); and

(ii) All proceeds of the foregoing, including without limitation any claim by Assignor against third parties for damages (to the extent not effectively prohibited by any applicable license agreement) by reason of past, present or future infringement of any trademark, trademark registration, trademark application or trademark license listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, trademark application or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Liabilities of Assignor as set out in that certain Intellectual Property Security Agreement dated as of January 29, 1999, by and between Assignor and Assignee (the "*Agreement*").

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in the trademarks, trademark registrations, trademark applications and trademark licenses made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

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

ASSIGNOR:

CPPI ACQUISITION CORP., a Delaware corporation

By: _____
Title: _____

ATTEST:

Its Secretary

ASSIGNEE:

JACKSON NATIONAL LIFE INSURANCE COMPANY, a Michigan insurance company

By: **PPM AMERICA, INC.**, a Delaware corporation

By: *[Signature]*
Title: *Managing Director*

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

ASSIGNOR:

CPPI ACQUISITION CORP., a Delaware corporation

By: M. W. Smith
Title: CEO, VP & Assistant Sec

ATTEST:

Its Secretary

ASSIGNEE:

JACKSON NATIONAL LIFE INSURANCE COMPANY, a Michigan insurance company

By: **PPM AMERICA, INC.**, a Delaware corporation

By: _____
Title: _____

STATE OF COLORADO)
) SS
COUNTY OF ARAPAHOE)

I, RONALD H O'KANE, a Notary Public in and for said County, in the State aforesaid, HEREBY CERTIFY that N.H. Haeit, the CEO, VP + ASS'T Sec of **CPPI ACQUISITION CORP.**, a Delaware corporation (the "Corporation"), personally known to me to be the same person whose name is subscribed to the foregoing Collateral Assignment of Trademarks as such _____, appeared before me this day in person and acknowledged that he signed and delivered such instrument as his own free and voluntary act and as the free and voluntary act of the Corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 5th day of February 1999.

Ronald H. O'Kane

Notary Public

My Commission Expires:

JAN 6, 2006

TRADEMARK

REEL: 001907 FRAME: 0555

Schedule A

Mark

Date Filed/Issued

Registration/Application
Number

The Original Gardener's Choice
Since 1961

07/24/97

App. No. 75/330124