

4/7/00

05-02-2000

Form PTO-1594  
(Rev. 6-93)



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commission

101341214

the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**The Endeavour Capital Fund II Limited Partnership**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: \_\_\_\_\_  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
**Name: The Endeavour Capital Fund II Limited Partnership**  
**(as agent for itself and certain other lenders)**

Internal Address: \_\_\_\_\_  
**Street Address: 920 S.W. Sixth Avenue Suite 1400**  
**City: Portland    State: OR    ZIP: 97204**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 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 name(s) & address(es) attached?     Yes     No

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

Execution Date: **February 28, 2000**

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
**See attached**

Additional numbers attached?  Yes     No

B. Trademark Registration No.(s)  
**See attached**

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Name: Heidi L. Sachs**  
**Internal Address: Perkins Coie**

Street Address: **1201 Third Avenue, Suite 4800**

City: **Seattle**    State: **WA**    ZIP: **98101**


6. Total number of applications and registrations involved:    **32**

7. Total fee (37 CFR 3.41):.....\$ **815.00**  
 Enclosed  
 Authorized to be charged to deposit account  
 Charge any additional fees/credit any overpayment to  
 Deposit Account No. 50-0665

8. Deposit account number:  
 \_\_\_\_\_  
 (Attach duplicate copy of this page 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.*

**Heidi L. Sachs**                                            **April 7, 2000**

Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet, attachments and document:    **7**

04/28/2000 DNGUYEN 00000356 695150

01 FC:481 40.00 OP  
 02 FC:482 775.00 OP

DO NOT DETACH THIS PORTION

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

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, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Attachment to Recordation Form Cover Sheet  
 Re The Endeavour Capital Fund II Limited Partnership

Trademark Registrations (all U.S.)

<b>Trademark</b>	<b>Registration No.</b>	<b>Registration Date</b>
FISH-ILIZER and Design	695,150	3/29/60
ENVEE	781,582	12/15/64
BLACK MAGIC	1,025,987	12/2/75
GENIE Design	1,071,229	8/16/77
GREEN SCENE	1,241,715	6/14/83
HAPPY GARDENER and Design	1,091,235	5/16/78
LILLY MILLER and Design	1,116,781	4/24/79
LILLY MILLER	1,116,782	4/24/79
FOR ALL YOU NEED TO GROW! and Design	1,140,572	10/21/80
LILLY MILLER FALL & WINTER CARE and Design	1,146,979	2/17/81
LILLY MILLER PLANTING & GROWING FOOD and Design	1,146,980	2/17/81
HIGH PERFORMANCE	1,181,701	12/15/81
LILLY RICH HIGH PERFORMANCE L and Design	1,187,250	1/26/82
LILLY MILLER SUPER RICH L and Design	1,187,251	1/26/82
VITA-START	1,222,242	1/4/83
WHACK	1,244,123	7/5/83
NOXALL	1,258,193	11/22/83
MICROCOP	1,347,153	7/9/85

<b>Trademark</b>	<b>Registration No.</b>	<b>Registration Date</b>
HOSE 'N GO	1,455,970	9/8/87
ULTRAGREEN	1,509,736	10/25/88
COOKE	1,613,429	9/18/90
COVENTRY GARDENS	1,696,736	6/23/92
PENATURF	1,792,246	9/14/93
GROW SMART	1,843,999	7/12/94
ROSE SOCIETY	1,951,634	1/23/96
FEED & SHIELD	2,045,716	3/18/97
ULTRALIME	2,063,637	5/20/97

Pending "Use Based" Applications

<b>Trademark</b>	<b>Serial No.</b>	<b>Filing Date</b>
WHITNEY FARMS	75/355,797	9/10/97

Pending "Intent-to-Use" Applications

<b>Trademark</b>	<b>Serial No.</b>	<b>Filing Date</b>
CLAY BUSTER	75/355,752	9/10/97
MOSS STOP	75/356,406	9/10/97
PARA SU HUERTO FAMILIAR	75/111,407	5/29/96
PARA SU JARDIN and Design	75/111,479	5/29/96

## ASSIGNMENT OF INTEREST IN REGISTERED TRADEMARKS

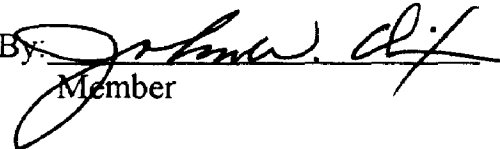
WHEREAS, The Garden Grow Company, an Oregon corporation having its principal offices at 26200 SW 95<sup>th</sup>, Suite 302, Wilsonville, OR 97070 ("Garden Grow"), has adopted, used, is using and is the owner of the trademarks now registered in the United States Patent and Trademark Office set forth on Exhibit A attached hereto (the "Trademarks");

WHEREAS, The Endeavour Capital Fund II Limited Partnership, an Oregon limited partnership ("Endeavour"), has an interest in all of the Trademarks pursuant to that certain Trademark Security Agreement recorded in the U.S. Patent and Trademark Office on June 29, 1998 at Reel/Frame: 1751/0883 ("Trademark Security Agreement");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Endeavour hereby assigns to The Endeavour Capital Fund II Limited Partnership, Agent (as agent for itself and certain other lenders) all of its right title and interest in and to the Trademarks and the Trademark Security Agreement, together with the good will of the business symbolized by said Trademarks and registrations thereof.

Signed in Portland, Oregon as of February 28, 2000

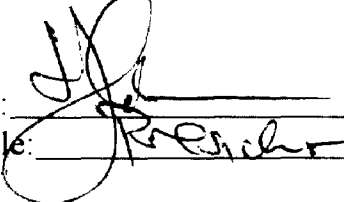
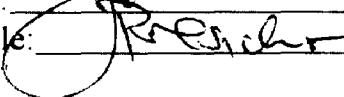
THE ENDEAVOUR CAPITAL FUND II  
LIMITED PARTNERSHIP, ASSIGNOR  
By: DVSM, LLC, its general partner

By:   
Member

### CONSENT

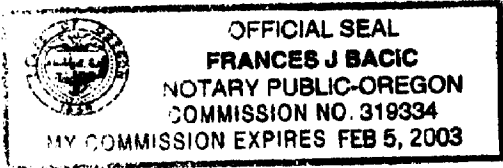
The Garden Grow Company hereby consents to the foregoing assignment.

THE GARDEN GROW COMPANY.

By:   
Title: 

STATE OF OREGON )  
 ) ss:  
County of MULTNOMAH )

This instrument was acknowledge before me on March \_\_, 2000 by \_\_\_\_\_, the member of DVSM, LLC, the general partner of The Endeavour Capital Fund II Limited Partnership and by \_\_\_\_\_ as \_\_\_\_\_ of the Garden Grow Company.



*Frances J Bacic*  
\_\_\_\_\_  
Notary Public for the State of Oregon  
My commission expires: 2/5/2003

**EXHIBIT A**Trademark Registrations (all U.S.)

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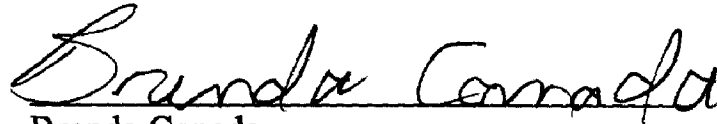
Unregistered Trademarks

UNCLE MALCOM'S  
 ELLIE'S  
 MAYBE YOU REALLY DO HAVE A GREEN THUMB

# CERTIFICATE OF MAILING

I CERTIFY that on April ~~7th~~ 2000, I mailed (via U.S. Express Mail # EL544877245US) the attached RECORDATION FORM COVER SHEET TRADEMARKS ONLY and ASSIGNMENT OF INTEREST IN REGISTERED TRADEMARKS regarding various marks and various Registration/Serial Nos. to:

U. S. Patent & Trademark Office  
BOX ASSIGNMENTS  
Crystal Gateway 4, 3<sup>rd</sup> Floor  
1214 Jefferson Davis Highway  
Arlington, VA 22202

  
Brenda Canada

[SL003699.458]

TRADEMARK  
REEL: 002063 FRAME: 0117





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TO ADDRESSEE**



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**Mailing Label**  
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Date In Mo. Day Year	<input type="checkbox"/> 12 Noon <input type="checkbox"/> 3 PM	Postage \$	Delivery Attempt	Time <input type="checkbox"/> AM <input type="checkbox"/> PM	Employee Signature
Time in <input type="checkbox"/> AM <input type="checkbox"/> PM	Military <input type="checkbox"/> 2nd Day <input type="checkbox"/> 3rd Day	Return Receipt Fee	Delivery Date	Time <input type="checkbox"/> AM <input type="checkbox"/> PM	Employee Signature
Weight lbs. ozs.	Int'l Alpha Country Code	COD Fee Insurance Fee	Signature of Addressee or Agent		
No Delivery <input type="checkbox"/> Weekend <input type="checkbox"/> Holiday	Acceptance Clerk Initials	Total Postage & Fees \$	Name - Please Print X		
<b>CUSTOMER USE ONLY</b>			<b>NO DELIVERY</b> <input type="checkbox"/> Weekend <input type="checkbox"/> Holiday		
METHOD OF PAYMENT: Express Mail Corporate Acct. No. Federal Agency Acct. No. or Postal Service Acct. No.			<input type="checkbox"/> <b>WAIVER OF SIGNATURE</b> (Domestic Only): Additional merchandise insurance is void if waiver of signature is requested. I wish delivery to be made without obtaining signature of addressee or addressee's agent (if delivery employee judges that article can be left in secure location) and I authorize that delivery employee's signature constitutes valid proof of delivery. Customer Signature		
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PERKINS COIE 1201 3RD AVE STE 4000 SEATTLE WA 98101-3000  Sachs/Schultz/18676-0013 Endeavour Capital Fund II			U.S. Patent & Trademark Office BOX ASSIGNMENTS Crystal Gateway 4, 3rd Floor 1214 Jefferson Davis Highway Arlington, VA 22202		
<b>PRESS HARD.</b> FOR PICKUP OR TRACKING CALL 1-800-222-1811 www.usps.gov					

RECEIPT IS HEREBY ACKNOWLEDGED OF:

Document Name: RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Mark: various marks

Registration/Serial No.: various apps and regs Class: \_\_\_\_\_

\_\_\_\_\_ Drawing Page XX Filing fee of \$815.00

\_\_\_\_\_ One original specimen

Client: Endeavour Capital Our Ref.: 18676-0013

*Sachs/ ~~Perkins~~ Schultz  
EL544877245US*