

MRD 1D/19/00

11-20-2000

U.S DEPARTMENT OF COMMERCE
Patent and Trademark Office

Form PTO-1595
1-31-92

SHEET



101521879

To the Honorable Commission

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Agro Pacific Industries Ltd.

- Individual(s) Association
- General Partnership Partnership
- Corporation-State
- Other --- A Canadian company

Additional name(s) of conveying party(ies) attached?

- yes no

2. Name and address of receiving party(ies)?

TerraLink Horticulture Inc.
464 Riverside Road South
Abbotsford, British Columbia, CANADA V2S 7M1

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other --- A Canadian company

Additional name(s) & address(es) attached?

- yes no

Appointment of Domestic Representative attached?

- yes no



3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Names
- Other

Execution Date: October 2, 2000

4. Application number(s) or registration 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)

75/606,741
75/538,541

B. Trademark Registration No.(s)

2,099,821

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Kevin G. Smith, Esq.
SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

6. Total number of applications and registration involved: 3

7. Total Fee (37 CFR 3.41): \$ 90.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880
(Attach dupl. copy of this page if paying by Deposit Account)

7/P000 NTHAI1 00000277 75606741

481 40.00 OP
482 50.00 OP

DO NOT WRITE IN 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.

Kevin G. Smith
Kevin G. Smith

October 19, 2000
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: 5

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

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

TRADEMARK
REEL: 002179 FRAME: 0455

**ACKNOWLEDGEMENT AND DECLARATION OF
DOMESTIC REPRESENTATIVE**

The Assignee, TERRALINK HORTICULTURE INC. the full post office address of whose principal office or place of business is 464 Riverside Road South, Abbotsford, British Columbia, Canada, V2S 7M1, hereby accepts the above assignment and designates Kevin Smith of Sughrue, Mion, Zinn, MacPeak & Seas, PLLC whose post office address is 2100 Pennsylvania Avenue, N.W., Washington D.C 20037-3213, as the Assignee's representative on whom notices or processes in proceedings affecting the Trade-marks may be served.

EXECUTED at Vancouver, British Columbia, this 2nd day of October, 2000.

TERRALINK HORTICULTURE INC.

By: _____



Name: Lorne Jacobson

Title: President

IN THE UNITED STATES TRADE-MARK OFFICE

ASSIGNMENT

WHEREAS **AGRO PACIFIC INDUSTRIES LTD.** (the "Assignor"), the full post office address of whose principal office or place of business is 46255 Chilliwack Central Road, Chilliwack, British Columbia, Canada, V2P 6J6, is the legal and beneficial owner of the registered trade-marks and trade-mark applications listed on the attached Schedule A (collectively, the "Trade-marks");

AND WHEREAS the Assignor was formed as a result of an amalgamation of Coast Agri Ltd. and several other corporations;

AND WHEREAS **TERRALINK HORTICULTURE INC.** (the "Assignee"), the full post office address of whose principal office or place of business is 464 Riverside Road South, Abbotsford, British Columbia, Canada, V2S 7M1, is desirous of acquiring all of the Assignor's right, title and interest in and to the Trade-marks, together with the goodwill associated therewith;

NOW THEREFORE, in consideration of the sum of two dollars (\$2.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby sells, assigns and transfers unto the Assignee, its successors and assigns, all of its right, title and interest in and to the Trade-marks including the right to file further applications in any country for said Trade-marks and to receive registrations therefor, together with the goodwill of the business symbolized by the Trade-marks in the United States or elsewhere and all causes of action for past infringement thereof.

EXECUTED at Vancouver, British Columbia this 2nd day of October, 2000.

AGRO PACIFIC INDUSTRIES LTD.

By: 

Name: Colin Rogers

Title: Chief Restructuring Officer

SCHEDULE A

<u>Trade-mark</u>	<u>Registration/Serial Number</u>	<u>Date of Registration</u>
RICHARDSON SEED	Serial Number 75606741	Filed 12/16/1998
GARDENER'S HELPER	2099821	09/23/1997
RICH GROW	Serial Number 75538541	Filed 08/18/1998