

10-05-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101866179

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Gunther Mele Limited 09/28/01
Individual(s) Association General Partnership Limited Partnership
[X] Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Plantation Products Incorporated
Internal Address:
Street Address: 202 South Washington Street
City: Norton State: Mass. Zip: 02766
Individual(s) citizenship Association General Partnership Limited Partnership
[X] Corporation-State Massachusetts 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:
[X] Assignment Merger Security Agreement Change of Name Other
Execution Date: September 28, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/981180, 75/611248, 75/611452
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Candace Lynn Bell, Esq.
Internal Address: Suite 600
Kavinoky & Cook, LLP
Street Address: 120 Delaware Avenue
Buffalo, New York 14202
City: Buffalo State: New York Zip: 14202

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$ 90.00
[X] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 50-1024
(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.
Candace Lynn Bell, Esq.
Name of Person Signing
Signature
09/28/01
Date
Total number of pages including cover sheet, attachments, and document: 3

10/04/2001 101866179 00000049 75611248
01 FC:481 40.00 DP
02 FC:482 50.00 DP

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

EXPRESS MAIL LABEL #EL560509616US

TRADEMARK REEL: 002378 FRAME: 0604

ASSIGNMENT OF TRADEMARKS

Whereas Gunther Mele Limited, a Canadian (federal) Corporation, with offices at 30 Craig Street, Brantford, Ontario, Canada N3R 7J1 has adopted and used for itself and through its affiliate, Gardener's Delight Inc., the Mark "Gardener's Delight" word only, which is registered in the United States Patent and Trademark Office, Serial No. 75/611452, Registration Number 2,335,125 dated March 28, 2000, a copy of which registration is attached hereto; and

Whereas Gunther Mele Limited, a Canadian (federal) Corporation, with offices at 30 Craig Street, Brantford, Ontario, Canada N3R 7J1 has adopted and used for itself and through its affiliate, Gardener's Delight Inc., the Mark "Gardener's Delight" with design for goods in Classes 1 and 31. Such mark is the subject of a pending application with the United States Patent and Trademark Office, Serial No. 75/981180, filing date December 23, 1998, Statement of Use filed March 28, 2001; and

Whereas Gunther Mele Limited, a Canadian (federal) Corporation, with offices at 30 Craig Street, Brantford, Ontario, Canada N3R 7J1 has adopted and used for itself and through its affiliate, Gardener's Delight Inc., the Mark "Gardener's Delight" with design for goods in Classes 16, 20, 21 and 22. Such mark is the subject of a pending application with the United States Patent and Trademark Office, Serial No. 75611248, filing date December 23, 1998; and

Whereas Gunther Mele Limited, a Canadian (federal) Corporation, with offices at 30 Craig Street, Brantford, Ontario, Canada N3R 7J1 and its affiliate, Gardener's Delight Inc., a Canadian (federal) Corporation, with offices at 30 Craig Street, Brantford, Ontario, Canada N3R 7J1, sold the entire business operated by the entity Gardener's Delight Inc, including but not limited to the entire seed and seed starting business, the inventory, the trademarks, the trade names, the brand names, the goodwill, the open purchase orders, the know how, the customer lists, the supplier lists and all the fixed assets of the business to Plantation Products Inc. as a going business concern; and

Whereas Plantation Products Inc, a Massachusetts Corporation, with offices at 202 South Washington Street, Norton, Massachusetts 02766 has purchased said "Gardener's Delight" word only, Serial No. 75/611452, "Gardener's Delight" with design for goods in Classes 1 and 31, Serial No. 75611248 and "Gardener's Delight" with design for goods in Classes 16, 20, 21 and 22, Serial No. 75611248 (the "Marks"), the goodwill associated therewith and all the other business assets associated therewith, with a purchase closing date of May 11, 2001.

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Now, therefore, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Gunther Mele Limited, does hereby fully assign, transfer, and release unto Plantation Products Inc. all right, title, and interest in and to the said Marks, together with the goodwill of the business symbolized by the Marks.

Gunther Mele Limited further assigns, transfers, and releases to Plantation Products Inc. any and all claims for damages by reason of past, present, or future continuing infringement of said Marks, and the right to sue for and collect the same for its own use and benefit and that of its successors, assigns, or other legal representatives.

Date: September 28, 2001

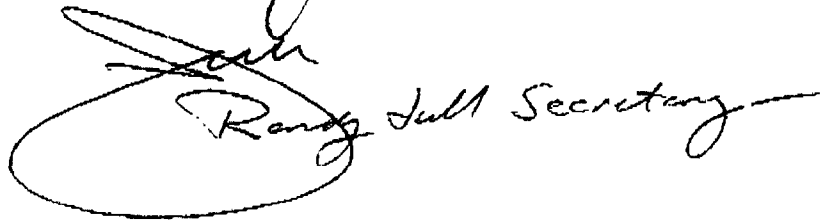
GUNTHER MELE LIMITED

By:



Douglas King, President

168982


Randy Jull Secretary

#168982 v1 - Gardener's Delight Assignment

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The United States of America



CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.

The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office; that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks; and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.

A copy of the Mark and pertinent data from the application are part of this certificate.

This registration shall remain in force for TEN (10) years, unless terminated earlier as provided by law, and subject to compliance with the provisions of Section 8 of the Trademark Act of 1946, as Amended.



A handwritten signature in black ink, reading "J. Todd Johnson".

Commissioner of Patents and Trademarks

**Requirements for Maintaining a
Federal Trademark Registration**

SECTION 8: AFFIDAVIT OF CONTINUED USE

The registration shall remain in force for 10 years, except that the registration shall be canceled for failure to file an Affidavit of Continued Use under Section 8 of the Trademark Act, 15 U.S.C. §1058, upon the expiration of the following time periods:

- i) At the end of 6 years following the date of registration.
- ii) At the end of each successive 10-year period following the date of registration.

Failure to file a proper Section 8 Affidavit at the appropriate time will result in the cancellation of the registration.

SECTION 9: APPLICATION FOR RENEWAL

The registration shall remain in force for 10 years, subject to the provisions of Section 8, except that the registration shall expire for failure to file an Application for Renewal under Section 9 of the Trademark Act, 15 U.S.C. §1059, at the end of each successive 10-year period following the date of registration.

Failure to file a proper Application for Renewal at the appropriate time will result in the expiration of the registration.

No further notice or reminder of these requirements will be sent to the Registrant by the Patent and Trademark Office. It is recommended that the Registrant contact the Patent and Trademark Office approximately one year before the expiration of the time periods shown above to determine the requirements and fees for the filings required to maintain the registration.

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TRADEMARK