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

TRADEMARKS ONLY

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):

Harris Trust and Savings Bank

- 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: Stark Brothers Nurseries and Internal Orchards Company

Address:

Street Address: Highway 54 West

City: Louisiana State: MO Zip: 63353

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Illinois, 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 Release of Security Interest in

Execution Date: Trademarks - Oct. 25, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Peter M. Spingola, Esq.

Internal Address: Kirkland & Ellis

Street Address: 200 E. Randolph Drive

Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41): \$415.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

22-0440

(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.

Peter M. Spingola, Esq.

Name of Person Signing

Signature

October 31, 2001

Date

5

Total number of pages including cover sheet, attachments, and document:

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

12/05/2001 LNUJELLER 00000168 1987499

01 FC:481 02 FC:482

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**EXHIBIT A
UNITED STATES TRADEMARKS**

MARK	REG. NO.	REG. DATE
SPIRE	1,987,499	07/16/1996
REGAL GALA*	1,644,564	05/14/1991
IMPERIAL GALA*	1,613,159	09/11/1990
STARK GALA	1,445,462	06/30/1987
ROYAL GALA	1,442,356	06/09/1987
DIXIERED	1,299,790	10/09/1984
ULTRASTRIPE	1,299,789	10/09/1984
STARK BRO'S STARK TREES BEAR FRUIT. SINCE 1816 & DESIGN	1,057,871	02/01/1977
STARK BRO'S & Design	1,045,011	07/27/1976
STARKSPUR	741,434	12/04/1962
STARKKRIMSON	732,289	06/05/1962
STARK	663,618	07/01/1958
STARKING (Stylized)	573,835	04/28/1953
LUTHER BURBANK & DESIGN	318,659	10/30/1934
JON-A-RED (Stylized)	319,519	11/27/1934
STARK TREES BEAR FRUIT & DESIGN	115,549	02/20/1917

CANADIAN TRADEMARKS

ROYAL GALA	TMA 381,954	3/22/1991
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "*Release*") is made as of October 25, 2001 (the "*Effective Date*") by and between Stark Brothers Nurseries and Orchards Company, an Illinois corporation ("*Grantor*") and Harris Trust and Savings Bank, as Collateral Agent ("*Grantee*").

WHEREAS, pursuant to the terms and conditions of that certain Security Interest re: Intellectual Property by and between Grantor and Grantee dated as of September 17, 1999 (the "*Agreement*"), Grantor granted to Grantee (among other things) a continuing security interest in and to Grantor's right, title and interest in and to all of Grantor's trademarks, and registrations of and applications to register such trademarks, and all of the trade names owned by Grantor and the goodwill of the business associated therewith (collectively, the "*Trademarks*"), including, without limitation, the United States and foreign trademark registrations set forth on *Exhibit A*, attached hereto and made a part hereof;

WHEREAS, the Agreement was recorded with the United States Patent and Trademark Office on October 25, 1999, at Reel 001981, Frame 0850; and

WHEREAS, Grantor intends to sell the Trademarks listed on *Exhibit A* hereto and has requested Grantee to release its security interest in the Trademarks listed on *Exhibit A* hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby releases its security interest in the Trademarks listed on *Exhibit A* hereto, without any representation, warranty, recourse or undertaking by Grantee whatsoever.

This Release is a release only with respect to the Trademarks listed on *Exhibit A* hereto and shall not operate to discharge the liens and security interests of the Agreement upon any other property described therein; and all other properties, rights, interests and privileges subject to the lien and security interest of the Agreement shall remain subject to the liens and security interests thereof for the purposes therein expressed, and all promises, covenants, conditions and obligations of Grantor contained therein shall continue in full force and effect and be binding upon Grantor, its successors and assigns. Except as to the collateral specifically released hereby, the Agreement continues in full force and effect and to the same extent as if this Release had not been executed.

* * *

IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized officer as of the Effective Date.

HARRIS TRUST AND SAVINGS BANK,
as Collateral Agent

Betzaida Erdelyi
Name: Betzaida Erdelyi
Title: Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 25th day of October, 2001 there appeared before me Betzaida Erdelyi, personally known to me, who acknowledged that she signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Harris Trust and Savings Bank.

[Signature]
Notary Public



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