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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks
Send original documents or copy thereof.

1. Name of conveying party(ies):
Gurney Seed & Nursery Corp.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State South Dakota
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Scarlet Tanager Holdings I LLC
Internal Address: c/o Niles Kinerk
Street Address: 7602 Hyland Lane
City: Guilford State: Indiana Zip: 47022
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company-Delaware
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 _____
Execution Date: October 26, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1407214
1257259, 1079033, 2124884

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

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account for underpayment
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. [Signature] November 1, 2001
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 5

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

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TRADEMARK
REEL: 002404 FRAME: 0241

12/07/2001 LWEILER 0000013 1407214
01 FC:401
02 FC:402

GURNEY SEED & NURSERY CORP.

(LOTS D & E)

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

Whereas Gurney Seed & Nursery Corp., a South Dakota Corporation, with offices at 1950 Waldorf N.W., Grand Rapids, Michigan 49950, Attention: Lawrence M. Adelman, has adopted and used the trademarks and/or service marks described as the "Marks" on Schedule A attached hereto; some of which Marks may be the subject of pending applications with the United States Patent and Trademark Office, some of which Marks may be the subject of registrations with the United States Patent and Trademark Office, some of which Marks may be the subject of pending applications with foreign trademark offices and some of which Marks may be the subject of registrations with foreign trademark offices, as more specifically described on Schedule A, and

Whereas Scarlet Tanager Holdings I LLC, a Delaware Limited Liability Company with a mailing address of 7602 Hyland Lane, Guilford, Indiana 47022, c/o Mr. Niles Kinerk, is desirous of acquiring said Marks and the goodwill associated therewith.

Now, therefore, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Gurney Seed & Nursery Corp. does hereby fully assign, transfer, and release unto Scarlet Tanager Holdings I LLC all of its right, title, and interest in and to the said Marks, including, but not limited to, all of its right, title, and interest in and to any pending applications and registrations for such Marks, together with the goodwill of the business symbolized by the Marks.

Gurney Seed & Nursery Corp. further assigns, transfers, and releases to Scarlet Tanager Holdings I LLC 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.

As of:
Date: October 26, 2001

Gurney Seed & Nursery Corp.

By: _____

Lawrence M. Adelman, President

170376

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**TRADEMARK
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SCHEDULE A

(LOT D)

OWNER: Gurney Seed & Nursery Corp.
South Dakota Corporation

MARK	STATUS	REG NUMBER	REG DATE	SERIAL NUMBER	FILE DATE	COUNTRY
GURNEY'S and design	REG	1407214	09/02/1986	73/510897	11/28/1984	USA
GURNEY	REG	1257259	11/15/1983	73/411304	01/28/1983	USA
GREEN KING	REG	1079033	12/06/1977	73/111761	01/07/1977	USA

(LOT E)

OWNER: Gurney Seed & Nursery Corp.
South Dakota Corporation

MARK	STATUS	REG NUMBER	REG DATE	SERIAL NUMBER	FILE DATE	COUNTRY
HENRY FIELD	REG	2124884	12/30/1997	75/095530	04/29/1996	USA

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**TRADEMARK
REEL: 002404 FRAME: 0244**