

06-27-2002

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



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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): Velvet Ridge Greenhouses, Inc. 06/24/02
Individual(s) Association General Partnership Limited Partnership Corporation-State North Carolina Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Costa Carolina, Inc. Internal Address: Street Address: 22290 S.W. 162nd Avenue City: Goulds State: Florida Zip: 33170
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State North Carolina 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
Execution Date: April 24, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/173355 76/173356 76/224188 B. Trademark Registration No.(s) 2351696
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Stephen P. Demm Internal Address: Hunton & Williams Riverfront Plaza, East Tower Street Address: 951 East Byrd Street City: Richmond State: VA Zip: 23219-4074

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 only for any shortfall in enclosed fee
8. Deposit account number: 08-3436 (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. Stephen P. Demm June 18, 2002 Signature Date

Total number of pages including cover sheet, attachments, and document: 5

06/26/2002 J MUELLER 00000095 76173355

01 FC:481 02 FC:482

40.00 OP 75.00 OP

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

TRADEMARK REEL: 2532 FRAME: 0701

TRADEMARK ASSIGNMENT

This **TRADEMARK ASSIGNMENT** is made as of April 24, 2002 by and between Velvet Ridge Greenhouses, Inc., a North Carolina corporation ("*Assignor*"), and Costa Carolina, Inc., a North Carolina corporation ("*Assignee*").

RECITALS

WHEREAS, Assignor, having a place of business at 1468 Bear Creek Road, Leicester, North Carolina 28748, is using or has used and is the record owner of certain trademarks, service marks, trade names, trademark registrations and trademark applications listed on Schedule A attached hereto (collectively referred to as the "*Marks*"); and

WHEREAS, Assignee, having a place of business at 22290 S.W. 162nd Ave., Goulds, Florida 33170, desires to acquire the Marks.

AGREEMENTS

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and pursuant to the authority contained in that certain *Order Approving Of Sale Of Real And Personal Property To Costa Carolina, Inc.*, entered by the U.S. Bankruptcy Court for the Western District of North Carolina on April 8, 2002 in case no. 02-10250, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, its entire right, title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by them throughout the world and such other trademarks, service marks, trade names and trade dress as may be owned by Assignor and used in connection with the Marks, and all registrations and pending applications therefor, in all countries throughout the world (collectively, "*All Marks*"), together with all causes of action for any and all previously occurring infringement of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute further papers and to do such other acts as may be necessary and proper to vest its title in and to All Marks in Assignee or which may be necessary to obtain, renew, issue or enforce its interest in All Marks, so long as the execution of further papers and the doing of other acts does not result in further expense to Assignor.

This Trademark Assignment may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, each party has caused this Trademark Assignment to be executed by its duly authorized representative as of the date first above written.

VELVET RIDGE GREENHOUSES, INC.

By: *[Signature]*
Name: *Geff Gilliam*
Title: *Executive VP and Chief Operating Officer*

COSTA CAROLINA, INC.

By: _____
Name:
Title:

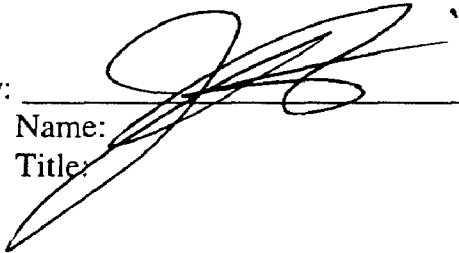
IN WITNESS WHEREOF, each party has caused this Trademark Assignment to be executed by its duly authorized representative as of the date first above written.

VELVET RIDGE GREENHOUSES, INC.

By: _____
Name:
Title:

COSTA CAROLINA, INC.

By: _____
Name:
Title:

A handwritten signature in black ink is written over the signature line and extends into the Name and Title fields.

TRADEMARKS

U.S. Registered Trademarks:

| <i>Registration No.:</i> | <i>Registration Date:</i> | <i>Mark:</i> |
|--------------------------|---------------------------|-----------------|
| 2,351,696 | May 23, 2000 | Signs of Spring |

U.S. Trademarks Applications:

| <i>Serial No.:</i> | <i>Filing Date:</i> | <i>Mark:</i> |
|--------------------|---------------------|------------------|
| 76,173,355 | November 30, 2000 | Creative Gardens |
| 76,173,356 | November 30, 2000 | Creative Gardens |
| 76,224,188 | March 14, 2001 | Gardens to Go |