

10-03-2002

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To the Honorable Commissioner

102240102

and original documents or copy thereof.

1. Name of conveying party(ies):

HELLER FINANCIAL, INC., as Agent

10-3-02

- Individual(s)
- General Partnership
- Corporation-State - DE
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release and Reassignment
- Merger
- Change of Name

Execution Date: 09/30/2002

2. Name and address of receiving party(ies)

Name: FLORAL PLANT GROWERS, L.L.C.

Internal Address: Attn: Chief Financial Officer

Street Address: North 781 Curran Road

City: Denmark State: WI Zip: 54208

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other limited liability company - DE

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

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

A. Trademark Application No.(s) 75/126,629

B. Trademark Registration No.(s) 1,830,867

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

**RETURN TO:
FEDERAL RESEARCH CORP
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004**

Street Address: _____
City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Penelope Johnson
Name of Person Signing

Penelope Johnson
Signature

October 1, 2002
Date

Total number of pages including cover sheet, attachments, and document: 6

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

10/04/2002 6TON11 00000032 75126629

01 FC:481 40.00 OP
02 FC:482 125.00 OP

TRADEMARK
REEL: 002592 FRAME: 0544

4B Trademark Registration Nos. (Continued)

1,266,519

1,832,373

1,349,846

1,899,888

TRADEMARK RELEASE AND REASSIGNMENT

THIS TRADEMARK RELEASE AND REASSIGNMENT is made as of September ~~30~~, 2002, by HELLER FINANCIAL, INC., a Delaware corporation, as Agent (“Agent”).

WITNESSETH:

WHEREAS, Agent and Floral Plant Growers, L.L.C., a Delaware limited liability company (“FPG”), are parties to a certain Trademark Mortgage dated as of August 7, 1998 (the “Mortgage”; capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed thereto in the Mortgage), pursuant to which FPG granted a security interest to Agent in, among other things, the Trademarks (as defined below) as security for certain obligations owing by FPG to the financial institutions (collectively, the “Lenders”) from time to time party to that certain Amended and Restated Credit Agreement dated as of August 7, 1998, as amended, by and among FPG, Agent and such Lenders, including the Trademarks set forth on Exhibit A hereto; and

WHEREAS, the Mortgage was recorded in the Trademark Division of the United States Patent and Trademark Office on August 24, 1998, at Reel 1868, Frame 0944; and

WHEREAS, FPG has requested that Agent release its security interest in the Trademarks and reassign the same to FPG;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Agent hereby releases its security interest in all of FPG’s right, title and interest in and to all of the following:

(a) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations (together with any reissues, continuations or extensions thereof) and Trademark applications referred to in Exhibit A annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application;

(b) each Trademark license and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark license; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by FPG against third parties for past, present or future (a) infringement or dilution of any Trademark or Trademark registration including,


without limitation, the Trademarks and Trademark registrations referred to in Exhibit A annexed hereto, the Trademark registrations issued with respect to the Trademark applications referred in Exhibit A and the Trademarks licensed under any Trademark license or (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark licensed under any Trademark license..

2. Agent hereby reassigns, grants and conveys to FPG, without any representation, recourse or undertaking by Agent, all of Agent's right, title and interest in and to the Trademarks, and the goodwill of FPG's business connected with the use of and symbolized by the Trademarks.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Agent has caused this Release and Reassignment to be duly executed by its duly authorized officer as of the day and year first above written.

HELLER FINANCIAL, INC., a Delaware corporation, as Agent

By:  _____

Name: Luis Acosta

Title: Senior Vice President

EXHIBIT A

TRADEMARK REGISTRATIONS

<u>Trademark Description</u>	<u>U.S. Serial/Registration No.</u>	<u>Date Registered</u>
Eliminator--For live plants	Reg. No. 1,830,867 Sn. 74/318,599	April 12, 1994 1
Expeditors & Design--For fully rooted seedling of flowers, vegetables, foliage for transplantation	Reg. No. 1,266,519 Sn. 73/393,971	February 7, 1984 2
Innovator--For live plants	Reg. No. 1,832,373 Sn. 74/310,845	April 19, 1994 3
Natural Beauty--Grown bedding plants such as flowers and vegetables for replanting in gardens	Reg. No. 1,349,846 Sn. 73/393,970	July 16, 1985 4
Ventilator--Pots or trays for plants	Reg. No. 1,899,888 Sn. 74/310,846	June 13, 1995 5
Plant Tray	Reg. No. 4,854,075	February 9, 1991

TRADEMARK APPLICATIONS

<u>Trademark Application Description</u>	<u>U.S. Application No.</u>	<u>Date Applied</u>
Living Pleasures--Live plants	Sn. 75/126,629	June 27, 1996 6