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05-23-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings



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

102449494

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

1. Name of conveying party(ies):
Nancy A. Ross, not individually but solely as assignee for the benefit of creditors of Water Creations, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other See attached
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: 1/3/03

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

2. Name and address of receiving party(ies)
Name: Nursery Pro, Inc.
Internal Address:
Street Address: 1200 Nagel Blvd.
City: Batavia State: IL Zip: 60510
 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

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Janet A. Stiven
Internal Address: Rooks Pitts
Street Address: 10 S. Wacker Dr., Suite 2300
City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: *Yew OK*
(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.
Janet A. Stiven *Janet A Stiven* 5/21/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ATTACHMENT TO RECORDATION FORM COVER SHEET -
TRADEMARKS ONLY
(Revised 5/21/03)

1. Name of Conveying Party: NANCY A. ROSS, NOT INDIVIDUALLY BUT SOLELY AS
ASSIGNEE FOR THE BENEFIT OF CREDITORS OF WATER CREATIONS, INC.

4. APPLICATION NUMBER(S) OR REGISTRATION NUMBER(S):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

78066404

78048618

76329699

2649074

76329666

2649073

74735811

2020513

01-15-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

102338602

ET 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):

NANCY A. ROSS *1-10-03*

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: *1/3/03*

2. Name and address of receiving party(ies)

Name: NURSERY PRO, INC.

Internal Address: _____

Street Address: 1200 NAGEL BLVD.

City: BATAVIA State: IL Zip: 60511

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

OFFICE OF PUBLIC RECORDS
2003 JAN 10 PM 4: 07
FINANCE SECTION

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

A. Trademark Application No.(s) _____
SEE ATTACHMENT

B. Trademark Registration No.(s) _____
SEE ATTACHMENT

Additional number(s) attached Yes No

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

Name: JANET A. STIVEN, ESQ.

Internal Address: ROOKS PITTS

Street Address: 10 SOUTH WACKER DR.
SUITE 2300

City: CHICAGO State: IL Zip: 60606

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

JANET A. STIVEN, ESQ. *Janet A Stiven* *1/10/03*
 Name of Person Signing Signature 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

01/14/2003 TDIAZ1 00000117 78066404

01 FC:8521 40.00 OP
02 FC:8522 100.00 OP

TRADEMARK REEL: 002655 FRAME: 0121

ASSIGNMENT OF TRADEMARKS

3rd This Assignment of Trademarks (this "Assignment") is dated and effective as of the 3rd day of January, 2003, by and among NANCY ROSS, not individually but solely as assignee for the benefit of creditors of Water Creations, Inc. ("Assignee"), and Water Creations, Inc., a Delaware corporation ("Water Creations," Assignee, and Water Creations are together the "Grantor"), in favor of NURSERY PRO, INC., an Illinois corporation ("Grantee"), having a principal place of business at 1200 Nagel Boulevard, Batavia, Illinois 60510.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantor hereby grants, sells, assigns, transfers and conveys to Grantee, Grantor's entire right, title and interest in and to all of its registered and unregistered trademarks, trade names, corporate names, company names, business names, fictitious business names, domain names, trade styles, service marks, logos, designs and other source or business identities, all registrations and recordings thereof, and applications connected therewith in the United States and throughout the world, including, without limitation, the following: (a) those marks listed on Exhibit A, attached hereto and made a part hereof, (b) those marks containing the names listed on Exhibit A attached hereto and (c) those marks used by Water Creations, Inc., or any of their affiliates or related entities on or before the date of this Assignment, in connection with the business of Water Creations, Inc.; and (1) all renewals of any of the foregoing, all income, royalties and payments now or hereafter due and/or payable under the foregoing or with respect to any of the foregoing, including but not limited to, all rights to enforce or obtain injunctive relief for past, present or future infringements, and to damages or payments for any infringements of any of the foregoing occurring after the date of this Assignment, all rights corresponding to any of the foregoing throughout the work (all of the foregoing, collectively, the "Trademarks"), and (2) the goodwill of Grantor's business in connection with which the Trademarks are used and which are symbolized by the Trademarks.

The parties further agree to the following: The Grantor hereby represents and warrants to GRANTOR, that Grantor is the absolute owner of the said Trademarks, that said Trademarks are free and clear of all liens, charges and encumbrances of LaSalle Bank, N.A., and that Grantor has full right power and authority to grant, sell, assign, transfer and convey to Grantee Grantor's entire right, title and interest in the Trademarks.


IN WITNESS WHEREOF, this Assignment has been executed as of the date first above written.

NANCY A. ROSS, not individually, but solely
as assignee for the benefit of Creditors of
Water Creations, Inc.

By: 

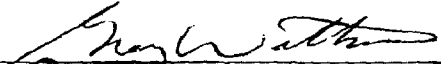
Its: Assignee

WATER CREATIONS, INC., a Delaware
corporation

By: 

Its: Secretary

NURSERY PRO, INC.,
an Illinois corporation

By: 

Its: President

ACKNOWLEDGMENT FOR NANCY A. ROSS

STATE OF ILLINOIS)
)
COUNTY OF Cook) ss.

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Nancy A. Ross, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed and delivered this said instrument as her free and voluntary act for the uses and purposes therein set forth.

Given under my hand and official seal, this 3rd day of January, 2003

Lorraine Torres
Notary Public



Commission Expires: 9/9/06

ACKNOWLEDGMENT FOR WATER CREATIONS, INC.

STATE OF Illinois)
)
COUNTY OF Cook) ss.

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Mary Atack, Secretary of Water Creations, Inc., a Delaware corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that as such Secretary, he signed and delivered this said instrument, pursuant to the authority, given by the Board of Directors of said Corporation as his free and voluntary act and deed of said Corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 3rd day of January, 2003

Lorraine Torres
Notary Public



Commission Expires: 9/9/06

ACKNOWLEDGMENT FOR NURSERY PRO, INC.

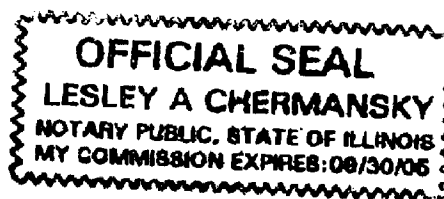
STATE OF ILLINOIS)
) ss.
COUNTY OF KANE)

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Jack Luedtke, Executive Vice-President of Nursery Pro, Inc., an Illinois corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that as such President, he signed and delivered this said instrument, pursuant to the authority, given by the Board of Directors of said Corporation as their free and voluntary act and deed of said Corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 3rd day of January, 2003

Lesley A. Chermansky
Notary Public

Commission Expires: 9/30/2005



**EXHIBIT A
ASSIGNMENT OF TRADEMARKS**

I. Registered Trademarks with the USPTO

MARK	REG. NO.	SERIAL NO.
GATOR POND		78066404
WETLANDS		78048618
WATER CREATIONS	2649074	76329699
WATER CREATIONS	2649073	76329666
NURSERY PRO	2020513	74735811

II. Foreign Trademarks

COUNTRY	MARK	REG. NO.

III. Other Trademarks/Trade Names

Nursery Pro	Pond Winterizer
Water Creations	Heron Scarem
Ultra Pond	L'il Squirts
Acme Works	Water Billys
Gator Pond	Pond Street
Wetlands	Pond Street Journal
Ultraklean	Ultra Pre-Formed Ponds
Clean Sweep	Ultra Water Courses
Ultraklear	Ultra Pumps
Pond Street	Ultra
Ultraslim	Oasis Collection
Ultrafalls	Maxi Waterbell
BioFalls	Maxi Waterlily
Quik-Seal/Quick-Seal	Maxi Foam Jet
Foam Seal	Maxi Daisy
Ultra koi-Nutri-1 Ultra koi	Econo Spot
Nutri-1 lo Temp	Hi-lighter

Nutri-1 koi Fish Food

Flow & Glow

Nutri-1 Original Fish Food

Nature Clear

Pond Flocc

Ammonia Out

New Pond

Pond Shade

Pond Air/Pond-Air

AquaNets

Wattwise Winterizer

ATTACHMENT TO RECORDATION FORM COVER SHEET -
TRADEMARKS ONLY

1. NANCY A. ROSS, NOT INDIVIDUALLY BUT SOLELY AS ASSIGNEE FOR THE
BENEFIT OF CREDITORS OF WATER CREATIONS, INC.

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A. Trademark Application No.(s)

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