

03-31-2003

Form PTO-1594 (Rev. 10/02) **3-13-03**
 OMB No. 0651-0027 (exp. 6/30/2005)
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102404859

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):
Scarlet Tanager Holdings I LLC

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **March 18, 2002**

2. Name and address of receiving party(ies)
 Name: **SPRING HILL NURSERIES LLC**
 Internal
 Address: _____

Street Address: **7602 Hyland Lane**
 City: **Guilford** State: **IN** Zip: **47022**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____

Other Limited Liability Company
 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)

B. Trademark Registration No.(s) **2138450; 2209529; 2041410; 1772348; 1755882; 2043668; 2017185; 1837250; 2383980; 2170696; 2170697.**

Additional number(s) attached Yes No

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

Name: **Candace Lynn Bell, Esq.**

Internal Address: **cbell@kavinokycook.com**

03/28/2003 EC00PER 00000125 2138450

40.00 GP
 250.00 DP

Street Address: **Kavinoky & Cook, LLP**

120 Delaware Avenue, Suite 600

City: **Buffalo** State: **NY** Zip: **14202**

6. Total number of applications and registrations involved: **11**

7. Total fee (37 CFR 3.41).....\$ **290.00**

Enclosed
 Authorized to be charged to deposit account

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

Name of Person Signing

Candace Lynn Bell
 Signature

March 11, 2003
 Date

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

DD

CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF FORMATION
OF
SCARLET Tanager HOLDINGS I LLC

It is hereby certified that:

1. The name of the limited liability company is Scarlet Tanager Holdings I LLC (hereinafter referred to as the "Company").
2. The Certificate of Formation of the Company was filed on October 5, 2001.
3. The Certificate of Formation of the Company is hereby amended by striking out Article "1." thereof and by substituting in lieu of said Article "1." the following new Article:

"1. The name of the limited liability company is: Spring Hill Nurseries LLC."

IN WITNESS WHEREOF, the undersigned manager and chief executive officer of the Company has executed this Certificate of Amendment of the Certificate of Formation of Scarlet Tanager Holdings I LLC this 29th day of February, 2002.



Niles Kinerk, Authorized Person

Delaware

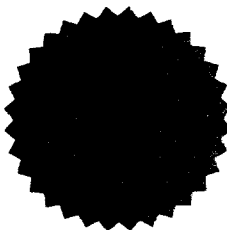
The First State

Certificate of Mailing
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to Box: Assignments, Commissioner for Trademarks, United States Patent & Trademark Office, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on the date shown below:
Laura Manch
(Type or Printed Name of Person Signing Certificate)
Laura Manch
March 11, 2003
(Date)

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SCARLET TANAGER HOLDINGS I LLC", CHANGING ITS NAME FROM "SCARLET TANAGER HOLDINGS I LLC" TO "SPRING HILL NURSERIES LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

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020179621



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1674313

DATE: 03-19-02

RECORDED: 03/31/2003

TRADEMARK
REEL: 002702 FRAME: 0118