

05-05-2003

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

4-30-03 REC



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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):

Master Nurserymen's Association

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: April 16, 2003

2. Name and address of receiving party(ies)

Name: Master Nursery Garden Centers, Inc.

Internal

Address:

Street Address: 2211 Olympic Boulevard

City: Walnut Creek State: CA Zip: 94595

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,153,646

Additional number(s) attached Yes No

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

Name: James N. Dawe, Esq.

Internal Address:

Greene Radovsky Maloney and Share LLP

Street Address:

Four Embarcadero Center, Suite 4000

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

2003

DO NOT USE THIS SPACE

9. Signature.

James N. Dawe

Name of Person Signing

00000161 2153646

Signature

April 29, 2003

Date

3

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

05/02/2003 DBYRNE

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40.00

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

TRADEMARK REEL: 002723 FRAME: 0860

ASSIGNMENT

WHEREAS, MASTER NURSERYMEN'S ASSOCIATION, a California Mutual Benefit Corporation, having its principal place of business at 2211 Olympic Boulevard, Walnut Creek, California 94595 (hereinafter referred to as "Association"), is the owner of trade mark Registration No. 2,153,646, issued April 28, 1998, for the mark "**Gold Rush**" for mulch for horticultural use; and

WHEREAS, MASTER NURSERY GARDEN CENTERS, INC., a California Mutual Benefit Corporation, having its principal place of business at 2211 Olympic Boulevard, Walnut Creek, California 94595 (hereinafter referred to as "Master Nursery"), is desirous of acquiring all rights, title and interest in and to said mark and said registration;

NOW, THEREFORE, for good and valuable consideration received by Association from Master Nursery, the receipt of which in full is hereby acknowledged by Association:

1. Association sells, assigns, transfers, quitclaims and sets over to Master Nursery, effective as of April 16, 2003, any and all rights, title and interest Association may have in and to United States trademark Registration No. 2,153,646, issued April 28, 1998, for the mark "**Gold Rush**" for mulch for horticultural use, together with the goodwill of the business symbolized by said trademark. Without limiting the generality of the foregoing:

A. Association assigns to Master Nursery, effective as of April 16, 2003, all right, title and interest in and to any and all causes of action and rights of recovery for past infringement of the trademark herein assigned.

B. Association sells, assigns, transfers and quitclaims to Master Nursery, effective as of April 16, 2003, all rights and interest acquired by Association pursuant to the terms and provisions of any contract, written or oral, license, deed, assignment or other document by which Association became vested with the ownership of or acquired or retained any other interest in the trademark herein assigned.

2. Association hereby covenants and agrees to cooperate with Master Nursery, whereby the latter may enjoy to the fullest extent the rights, title and interest herein conveyed.

3. Association hereby represents that it has no knowledge of any assignment, contract or understanding entered into with third parties that appear to be in conflict herewith.

4. The terms, covenants and provisions of this Assignment shall inure to the benefit of Master Nursery, its successors, assigns and other legal representatives, and shall be binding upon Association, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, said Association has caused this Assignment to be executed and delivered by its duly authorized representative as of this 16th day of April, 2003.

MASTER NURSERYMEN'S ASSOCIATION,
a California Mutual Benefit Corporation

By: Mal Baeta
Mal Baeta
Executive Vice President/Chief Executive
Officer

STATE OF CALIFORNIA)
)
COUNTY OF CONTRA COSTA)

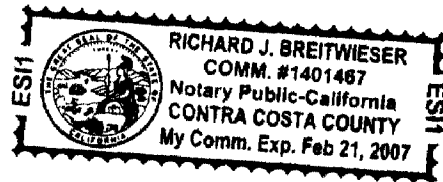
ss.

On April 24, 2003, before me, RICHARD J. BREITWIESER, a Notary Public for the State of California, personally appeared Mal Baeta, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal:

(SEAL)

Richard J. Breitwieser
(Signature)



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **California**
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Additional name(s) of conveying party(ies) attached? Yes No

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Internal Address: _____
Address: _____
Street Address: 2211 Olympic Boulevard
City: Walnut Creek State: CA Zip: 94595

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 James N. Dawe _____
 Name of Person Signing Signature April 29, 2003 Date

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