



Kolisch Hartwell

A Professional Corporation

INTELLECTUAL PROPERTY
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M.H. Hartwell 1927-2000

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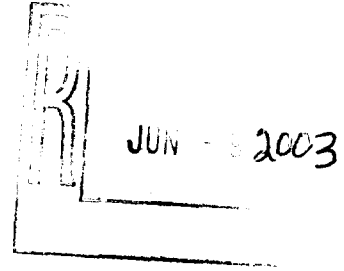
07-10-2003



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6-9-03

June 3, 2003



Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, Virginia 22313-1450

Sir:

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY; Our File – CLP 402

Enclosed for recordation in the records of the U.S. Patent and Trademark Office is a copy of a document with particulars as follows:

(1) Name of conveying party:

Gordon Bailey Revocable Trust, a Minnesota trust

(2) Name and address of receiving party:

Jonathan Bartch, a citizen of the United States of America
P.O. Box 398
Dayton, Oregon 97114

(3) The nature of the conveyance is a Trademark Assignment, which was executed January 10, 1997.

(4) Registration No. Registration Date

2,096,206 (SN 74/334,334) September 16, 1997
2,066,076 (SN 74/334,485) June 3, 1997

07/09/2003 JFALLONE 0000011 111540 2096206
01 FC:6521 15.00 DA 25.00 DP
02 FC:6522 25.00 DA

TRADEMARK
REEL: 002774 FRAME: 0939

June 3, 2003

Our File – CLP 402

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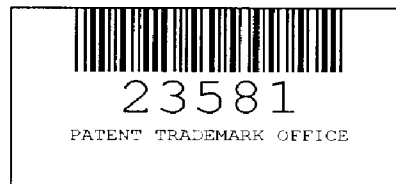
- (5) Any and all correspondence concerning this document should be addressed and mailed to the following:

John M. McCormack
Kolisch Hartwell, P.C.
520 S.W. Yamhill Street, Suite 200
Portland, Oregon 97204

- (6) The total number of trademark registrations involved in this conveyance is 2.
- (7) Our check in the amount of \$65 to cover the recordation fee is enclosed, in accordance with 37 C.F.R. § 3.41.
- (8) Please charge our Deposit Account No. 11-1540 for any additional fees which may be required. A duplicate copy of this form is attached.
- (9) 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.

Respectfully submitted,

KOLISCH HARTWELL, P.C.



A handwritten signature in black ink, appearing to read 'John M. McCormack', written over a horizontal line.

John M. McCormack

Reg. No. 26,948

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of Attorneys for Registrant

TOTAL NUMBER OF PAGES

COMPRISING COVER SHEET: 2

TRADEMARK ASSIGNMENT

WHEREAS, the Gordon Bailey Revocable Trust, a Minnesota trust, U/T/D November 9, 1989 is the owner of record of the following trademarks, registrations and applications for registration of said trademarks:

1. U.S. Trademark Registration Application Serial No. 74/334,334, filed November 24, 1992, for the trademark CARLTON PLANTS; and
 2. U.S. Trademark Registration Application Serial No. 74/334,485, filed November 24, 1992, for the trademark CARLTON;
- (collectively, the "Trademarks").

WHEREAS, Jonathan Barch, a citizen of the United States of America whose address is P.O. Box 398, Dayton, Oregon, 97114, U.S.A., is desirous of acquiring all of the right, title and interest in and to the Trademarks, together with the goodwill of the business with which said Trademarks are used and which is symbolized by said Trademarks, and any and all registrations and applications for registration of said Trademarks;

NOW, THEREFORE, for and in consideration of the sum of One (\$1.00) Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, said Gordon Bailey Revocable Trust has sold, assigned, transferred and set over and does hereby sell, assign, transfer and set over to the said Jonathan Barch the entire right, title and interest in and to said Trademarks, all registrations and applications for registration of said Trademarks, including those listed above, the right to recover for past infringement of said Trademarks and the goodwill of the business in connection with which said trademarks are used and which is symbolized by said Trademarks, and further including the right to apply for registration of such Trademarks in foreign countries in said assignee's own name and to claim any priority rights for such foreign applications to which said applications are entitled under International conventions, treaties or otherwise, for said assignee's own use and enjoyment, and for the use and enjoyment of said assignee's successors, assigns or other legal representatives.

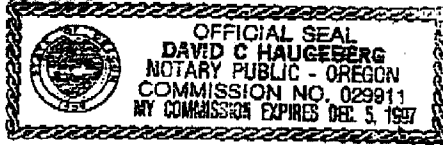
Effective January 10, 1997.

GORDON BAILEY REVOCABLE TRUST

by: Margaret M. Bailey
Margaret Bailey,
Trustee of the Gordon
Bailey Revocable Trust
U/T/D November 9, 1989

STATE OF OREGON)
County of Wash) ss.

This instrument was acknowledged before me on
March 14, 1997 by Margaret Bailey, Trustee, Gordon Bailey
Revocable Trust.



David C. Haugeberg
Notary Public for Oregon
My Commission Expires: 12-5-97.

The foregoing Assignment is hereby acknowledged and
accepted.

Jonathan Bartch
Jonathan Bartch