08-26-2003

on the site of

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	U.S. Department of Commerce
	U.S. Department of Commerce Patent and Trademark Office
To the Honorable Commissioner of Parants and Fluid data tasks: Pigase 1001 (1) attached on	33680 \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
	2. Name and address of receiving party(ies):
1. Name of conveying party(ies) Iseli Nursery, Inc. 203 AUG 2 AM 9: 07	Name: Tennenbaum Capital Partners, LLC Internal Address:
FINANCE SECTION Individual(s) General Partnership FINANCE SECTION Association Limited Partnership	Street Address: 11100 Santa Monica Boluevard, Suite 210 City: Los Angeles State: CA Zip: 90025
X Corporation - State Oregon Other	Individual(s) citizenship Association
Additional name(s) of conveying Party(ies) attached? Yes X No	General Partnership: Limited Partnership: Corporation - State:
Nature of conveyance: Assignment Merger	X Other Delaware limited liability company If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
X Security Agreement Change of Name Other	(Designation must be a separate document from Assignment) Additional Name(s) & address(es) attached:
Execution Date: June 30, 2003	Yes
Application number(s) or registration number(s): Trademark Application No.(s):	B. Trademark Registration No.(s): See attached
Additional numbers attached?	$\frac{x}{\sqrt{Yes}}$ — No $\sqrt{\sqrt{16}}$
Name and address of party to whom correspondence concerning documents should be mailed: Name: Mandy Robertson-Bora	6. Total number of applications and registrations involved: 11
Internal Address: Gibson, Dunn & Crutcher LLP Suite 4000	7. Total fee (37 CFR 3.41): \$ 290.00 X Enclosed
Street Address: 2029 Century Park East	Authorized to be charged to deposit account 8. Deposit account number:
City Los Angeles State CA Zip 90067	(Attach duplicate copy of this page if paying be deposit account)
DO NO	T 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.
Mandy Robertson-Bora Mand X	My August 21, 2003
Name of Person Signing Total number of pages in	Signature Date ncluding cover sheet, attachments and document: 6
/25/2003 DRYRNE 00000160 76232247	
OMB No. 0651-0011 40.00 DD	
FC:8522 250.00 OP Do not Mail documents to be recorded with required cover sheet information to:	t detach this portion
·	ark Office, Assignment Division
Box Assignments	- -
Washington, D.C. 20231	
	utes per document to be recorded, including time for reviewing this document and gathering the data g this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-
1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwo	

4. Trademark Registration Numbers Iseli Nursery, Inc.

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U.S. Federal Trademarks

	Serial	Reg.	Mark	Status
1	76232247	2581697	FANCIFUL GARDENS	Registered
2	76244549	2510466	COLORFUL CONIFERS	Registered
3	75593130	2693614	RHODODENDRON ASCENSION	Registered
4	75001962	2021925	(ISELI) 'JEAN'S DILLY'	Registered
5	75409075	2265701	TRUDWARF	Registered
6	75196107	2170318	MATSUNAMI-EN BONSAI	Registered
7	75033228	2092035	12 MONTHS OF COLOR	Registered
8	74093414	1705937	WHERE THE BEAUTY OF NATURE MEETS THE ARTISTRY OF MAN	Registered
9	73681532		ISELI NURSERY	Registered
10	74694211	2096144	COLORFUL CONIFERS	Registered
11	73797575	1572269	RAINBOW'S END	Registered

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NOTICE OF SECURITY INTEREST IN PATENTS AND TRADEMARKS

NOTICE IS HEREBY GIVEN that ISELI NURSERY, INC., an Oregon corporation (the "Grantor"), with an office located at 30590 SE Kelso Road, Boring, Oregon 97009 and TENNENBAUM CAPITAL PARTNERS, LLC, a Delaware limited liability company (the "Collateral Agent"), with an office located at 11100 Santa Monica Boulevard, Suite 210, Los Angeles, California 90025, on behalf of itself and certain other creditors of International Garden Products, Inc. (collectively, the "Secured Parties"), have entered into a Security Agreement dated as of June 30, 2003 (the "Security Agreement"; terms defined in the Security Agreement and not otherwise defined herein are used herein as therein defined).

Pursuant to the Security Agreement, the Grantor has conveyed, pledged, assigned and transferred to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, and has granted to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, a security interest in, (a) the Patents and Patent Licenses listed in Schedule A hereto and (b) the Trademarks and Trademark Licenses listed in Schedule B hereto, together with the goodwill of the business symbolized thereby, in each case to secure the prompt payment, performance and observance of the Obligations of such Grantor.

Dated: June 30, 2003

ISELI NURSERY, INC., an Oregon corporation

By: Name: James H. Hulbert

Title: Chief Executive Officer

Schedule A to Notice of Security Interest in Patents and Trademarks

Patents and Patent Licenses

Iseli Nursery, Inc. 30590 SE Kelso Road Boring, OR 97009

U.S. Patents

No.	Title	Patent No.	Patent Date	Expiration Date
1	Juniper Plant named 'Mother Lode'	PP 5,451	4/21/87	

Schedule B to Notice of Security Interest in Patents and Trademarks

Trademarks and Trademark Licenses

Iseli Nursery, Inc. 30590 SE Kelso Road Boring, OR 97009

U.S. Federal Trademarks

	Serial	Reg.	Mark	Status
1	76232247	2581697	FANCIFUL GARDENS	Registered
2	76244549	2510466	COLORFUL CONIFERS	Registered
3	75593130	2693614	RHODODENDRON ASCENSION	Registered
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6	75196107	2170318	MATSUNAMI-EN BONSAI	Registered
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10	74694211	2096144	COLORFUL CONIFERS	Registered
11	73797575	1572269	RAINBOW'S END	Registered

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TRADEMARK REEL: 002810 FRAME: 0452

RECORDED: 08/21/2003