

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Company Trademark Security Interests

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Catalyst Equity Fund, L.P.		06/16/2005	LIMITED PARTNERSHIP: DELAWARE
KZC Structured Equity LLC		06/16/2005	limited liability company: DELAWARE

RECEIVING PARTY DATA

Name:	Color Spot Nurseries, Inc.
Street Address:	2575 Olive Hill Road
City:	Fallbrook
State/Country:	CALIFORNIA
Postal Code:	92028
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	78190870	COLOR SPOT
Serial Number:	78172316	GARDEN ACCENTS
Registration Number:	2364959	SPOTLIGHT
Registration Number:	2347525	BONITA
Registration Number:	2300545	FIRST LADY
Registration Number:	2267711	NEON HEAT
Registration Number:	2411189	COLOR WONDERS
Serial Number:	75829850	COLOR WONDER SYSTEMS
Serial Number:	78185535	SERVING OUR COUNTRY'S GARDENING NEEDS - ONE PLANT AT A TIME

CORRESPONDENCE DATA

OP \$240.00 78190870

Fax Number: (312)863-7865
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-201-3865
Email: sharon.patterson@goldbergkohn.com
Correspondent Name: Sharon Patterson
Address Line 1: 55 E. Monroe St., Ste. 3700
Address Line 4: Chicago, ILLINOIS 60603

NAME OF SUBMITTER:	Sharon Patterson
Signature:	/sharon patterson/
Date:	06/23/2005

Total Attachments: 3
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**TERMINATION AND RELEASE OF
COMPANY TRADEMARK SECURITY INTERESTS**

June 16, 2005

COLOR SPOT NURSERIES, INC., a Delaware corporation (the "Company") and CATALYST EQUITY FUND, L.P., a Delaware limited partnership and KZC STRUCTURED EQUITY LLC, a Delaware limited liability company, each in their capacity as Co-Agents for the Purchasers, (each, a "Secured Party," and collectively, the "Secured Parties") entered into that certain Amended and Restated Company Trademark Security Agreement, dated November 10, 2003 (the "Agreement"). The security interests in Trademarks were recorded in the Trademark Division of the United States Patent and Trademark Office on November 11, 2003 at Reel 2745, Frame 0408.

The Secured Parties hereby notify, acknowledge to and agree with the Company that all of the Secured Obligations (as defined in the Agreement) secured by the Agreement have been fully paid and performed. Accordingly: (i) the Agreement is hereby terminated; (ii) any appointment of the Secured Parties as attorney-in-fact for the Company or any generating of powers of attorney to the Secured Parties by the Company are irrevocably revoked, (iii) the security interests granted by the Company to the Secured Parties pursuant to the terms of the Agreement in the trademarks identified in Schedule 1 hereto are terminated and released as of the date hereof; and (iv) the Secured Parties hereby release and forever discharge all of their right, title or interest of any kind or nature granted, assigned or conveyed pursuant to the Agreement in the trademarks identified in Schedule 1 hereto.

The Secured Parties hereby authorize the Commissioner of Patents and Trademarks of the United States to record this document as requested by the Secured Parties, their successors, legal representatives, and assigns.

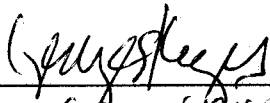
The Secured Parties hereby agree, at the sole expense of the Company, to execute, acknowledge, procure, and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the security interests contemplated hereby.

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IN WITNESS WHEREOF, each of the undersigned has executed this Termination and Release by its duly authorized officer as of the date first indicated above.

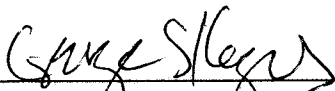
CATALYST EQUITY FUND, L.P.,
a Delaware limited partnership

By: CATALYST EQUITY FUND PARTNERS,
L.L.C.,
a Delaware limited liability company

By: 
Name: GEORGE SLEGGS
Title: MANAGING MEMBER

KZC STRUCTURED EQUITY LLC,
a Delaware limited liability company

By: KROLL ZOLFO COOPER, LLC,
its sole member

By: 
Name: GEORGE SLEGGS
Title: MANAGING DIRECTOR

SCHEDULE 1

Released Trademarks

<u>Trademark/Service Mark</u>	<u>Registration No.</u>	<u>Serial No.</u>	<u>Registration Date</u>
Color Spot	None	78190870	Pending
Garden Accents	None	78172316	Pending
Spotlight	2364959	75376133	07/04/2000
Bonita	2347525	75376131	05/02/2000
First Lady	2300545	75376420	12/14/1999
Neon Heat	2267711	75376421	08/03/1999
Color Wonders	2411189	75551331	12/05/2000
Color Wonder Systems	None	75829850	N/A
Serving Our Country's Gardening Needs	None	78185535	N/A