

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hilltop Nurseries, LLC		10/30/2003	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	Hilltop Fruit Trees, LLC		
Street Address:	60395 C.R. 681		
City:	Hartford		
State/Country:	MICHIGAN		
Postal Code:	49057		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2066881	LUCKY JON	
Registration Number:	2182817	SUMMER SERENADE	
Registration Number:	2248253	MARQUIS	
Registration Number:	2286735	TWIN BEE	
Registration Number:	2427350	EARLIMAGIC	
CORRESPONDENCE DATA			
Fax Number:	(269)381-5465		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	269/381-1156		
Email:	docket@flynnthiel.com		
Correspondent Name:	Flynn, Thiel, Boutell & Tanis, P.C.		
Address Line 1:	2026 Rambling Road		
Address Line 4:	Kalamazoo, MICHIGAN 49008-1631		
ATTORNEY DOCKET NUMBER:	4352.T001US		

CH \$140.00 2066881

NAME OF SUBMITTER:	Sidney B. Williams, Jr.
Signature:	/Sidney B. Williams, Jr. /
Date:	11/08/2005
Total Attachments: 9 source=Affidavit of Assignment#page1.tif source=Affidavit of Assignment#page2.tif source=Affidavit of Assignment#page3.tif source=Affidavit of Assignment#page4.tif source=Affidavit of Assignment#page5.tif source=Affidavit of Assignment#page6.tif source=Affidavit of Assignment#page7.tif source=Affidavit of Assignment#page8.tif source=Affidavit of Assignment#page9.tif	

AFFIDAVIT OF ASSIGNMENT OF TRADEMARKS

Re: Trademark - LUCKY JOHN
U.S. TM Registration 2 066 881

Trademark - SUMMER SERENADE
U.S. TM Registration 2 182 817

Trademark - MARQUIS
U.S. TM Registration 2 248 253

Trademark - TWIN BEE
U.S. TM Registration 2 286 735

Trademark - EARLIMAGIC
U.S. TM Registration 2 427 350

STATE OF MICHIGAN)
) SS.:
COUNTY OF VAN BUREN)

Hilltop Nurseries, L.L.C., a Michigan Liability Company, through its Manager, Steven M. Flamm, first duly sworn, deposes and says that:

1. This affidavit is given to confirm that on October 30, 2003 the undersigned transferred, assigned and delivered all of the right, title and interest in and to the following trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LUCKY JON	2 066 881	6/3/1997
SUMMER SERENADE	2 182 817	8/18/1998
MARQUIS	2 248 253	5/25/1999
TWIN BEE	2 286 735	10/12/1999
EARLIMAGIC	2 427 350	2/6/2001

to KeyBank National Association, which in turn on the same date transferred, assigned and delivered all of said interest to BBF Ventures, LLC (n/k/a Hilltop Fruit Trees, a Michigan Limited Liability Company).

2. The undersigned further certifies that as of October 30, 2003 it no longer has any right, title and interest in and to the trademark:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LUCKY JON	2 066 881	6/3/1997
SUMMER SERENADE	2 182 817	8/18/1998
MARQUIS	2 248 253	5/25/1999
TWIN BEE	2 286 735	10/12/1999
EARLIMAGIC	2 427 350	2/6/2001

and that all right, title and interest has been assigned to BBF Ventures, LLC (n/k/a Hilltop Fruit Trees, LLC).

3. The transfer, assignment and delivery referred to in paragraph 1 above and the facts certified in paragraph 2 above are evidenced by Exhibits A and B, which are attached to and incorporated herein by reference.

4) The name change of BBF Ventures, LLC to Hilltop Fruit Trees, LLC is evidenced by Exhibit C, which is attached to and incorporated herein by reference.


Dated: 10/25, 2005

HILLTOP NURSERIES, LLC

BY: 

Steven M. Flamm, Manager

Subscribed and sworn to before me, a Notary Public, this 25 day of October, 2005.


Kellie Wilson, Notary Public
Van Buren County, Michigan
Acting in Van Buren County, Michigan
My Commission Expires: 7-28-06

KELLIE WILSON
Notary Public, Van Buren Co., MI
My Commission Expires 7/28/2006

EXHIBIT A**ASSIGNMENT OF LICENSES**

This Assignment is made as of October 30, 2003, between **Hilltop Nurseries, L.L.C.**, a Michigan limited liability company, 60395 CR 681, Hartford, MI 49057 ("Hilltop"), **KeyBank National Association**, a national banking association, 100 South Main Street, Ann Arbor, MI ("KeyBank") and **BBF Ventures, LLC**, a Michigan limited liability company, 7950 Moorsbridge Road, Portage, MI 49024 ("BBF").

Hilltop owns the right, title and interest in and to the licenses to produce, market and sell certain fruit tree varieties (the "Licenses") pursuant to the license agreements more fully described in the attached Schedule (the "License Agreements"). Hilltop wishes to surrender and assign the entire right, title and interest in and to Hilltop's interest in the Licenses and the License Agreements to KeyBank as secured party pursuant to a Second Amendment to Forbearance Agreement and Release (the "Surrender Agreement") between KeyBank and Hilltop dated as of even date herewith and KeyBank desires to assign and sell all such right, title and interest to BBF pursuant to the terms of that certain Agreement for Disposition of Property Under UCC between KeyBank and BBF dated as of even date herewith (the "Disposition Agreement").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

1. **Assignment to KeyBank.** Pursuant to the provisions of the Surrender Agreement, Hilltop hereby surrenders, assigns and transfers to KeyBank, its successors and assigns, Hilltop's entire right, title and interest in and to the Licenses and the License Agreements and any improvements, enhancements, renewals, extensions and modifications thereof, the same to be held and enjoyed by KeyBank, as fully and entirely as the same would have been held by Hilltop had this Assignment not been made.
2. **Assignment from KeyBank to BBF.** KeyBank hereby assigns, sells and transfers to BBF, its successors and assigns, KeyBank's entire right, title and interest in and to the Licenses and the License Agreements and any improvements, enhancements, renewals, extensions and modifications thereof, the same to be held and enjoyed by BBF, as fully and entirely as the same would have been held by KeyBank had this Assignment and sale not been made. Notwithstanding anything to the contrary set forth above, consistent with the provisions of the Disposition Agreement, the parties expressly agree and acknowledge that the Licenses will be conveyed from the Bank to BBF "as is" and "where is", without any warranties or representations of any kind or nature, express or implied, including without limitation any warranty of title, merchantability or fitness for any particular purposes, rights to possession or quiet enjoyment or the like, all of which are expressly disclaimed by the Bank and excluded from this transaction.
3. **Assumption.** BBF hereby agrees to assume, pay and discharge all duties and obligations that arise under the License Agreements after the date of this Assignment.
4. **Further Assurance.** Hilltop and KeyBank agree that upon the request of BBF, to execute and deliver any instruments or documents and take any actions that may be reasonably necessary or desirable to secure BBF's rights assigned hereunder.

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HILLTOP NURSERIES LLC

Variety	PP#	Licenser	Amount to pay
arrow Sweet™	9,863	Mori Nurseries	10%
agina	PPAF	Northwest Nursery Improvement I	0.75
Min Bee™ Gala *	PPAF	Paul Blattner/Anna Flory	70/05
Lucky 13	PPAF	Paul Friday	1.50
Lucky 21	PPAF	Paul Friday	1.50
Lucky 24B	PPAF	Paul Friday	1.50
Lucky 24C	PPAF	Paul Friday	1.50
-1	9,129	Paul Friday	1.00
-15A	8,978	Paul Friday	1.00
-17	8,169	Paul Friday	1.00
-20-007	12,331	Paul Friday	1.50
-23	8,164	Paul Friday	1.00
-24-007	9,895	Paul Friday	1.50
-25	9,940	Paul Friday	1.00
-27A	9,939	Paul Friday	1.00
-28-007	PPAF	Paul Friday	1.50
-30-007		Paul Friday	1.50
-35-007	PPAF	Paul Friday	1.50
-5B	9,850	Paul Friday	1.00
-7	10,490	Paul Friday	1.00
adchief® 2000		Phil Prillwitz	0.50
old Rush®	9,392	Purdue Research Found.	0.75
inafree	4,633	Purdue Research Found.	0.50
istine®	9,881	Purdue Research Found.	0.75
adfree	4,322	Purdue Research Found.	0.50
immer Serenade® *	11,462	Randy Willmeng	1.00
avalier®	5,096	Rynbrandt	0.15
icky Jon® ✓ *	8,701	Thome Farms	0.25
arquis® Idared ✓ *		Thome Farms	0.25
ome Empire®	8,010	Thome Farms	0.25
oneycrisp™	7,197	University of Minnesota	1.00
estar!®	11,367	University of Minnesota	1.00

HILLTOP NURSERIES LLC

Variety	PP#	Licenser	Amount to pay
Sweetheart™	PPAF	Advance Orchard Co LTD	0.55
Noble Russet Bosco®		Columbia Basin Nursery	0.50
Black Gold™	PPAF	Cornell Research Foundation	1.00
Black York™	PPAF	Cornell Research Foundation	1.00
Castleton™	9,638	Cornell Research Foundation	0.50
Hartland™	11,034	Cornell Research Foundation	0.50
Somerset™	11,118	Cornell Research Foundation	0.50
Golden Glory®	7,851	Dan Simmons	7% 1/2" 2500
* EarliMagic® *		Dan Tower	0.75
Eastern Glo	7,890	Dave Wilson Nursery	2.00
White Lady	5,821	Dave Wilson Nursery	2.00
Redmax®	7,167	David Starling	6.25% 1/2" 2500
Bellaire®		Freddie Blair	0.10
Jim Dandee™	5,223	Friday Trust	0.25
Allstar®	10,549	Internation Plant Management	1.00
Autumnstar®	PPAF	Internation Plant Management	1.00
Blazingstar™	10,555	Internation Plant Management	1.00
Blushing Gold™	PPAF	Internation Plant Management	1.00
Blushingstar®	10,554	Internation Plant Management	1.00
Buckeye®Gala	10,840	Internation Plant Management	1.00
Coralstar®	10,547	Internation Plant Management	1.00
Dandee Red™	PPAF	Internation Plant Management	1.00
Danube®		Internation Plant Management	1.00
Earlired Fuji™	PPAF	Internation Plant Management	1.00
Glowingstar®	10,556	Internation Plant Management	1.00
Jubileum®		Internation Plant Management	1.00
Linda Mac®	12,900	Internation Plant Management	1.00
NY 6®	13,881	Internation Plant Management	1.00
NY 9®	14,020	Internation Plant Management	1.00
Redstar®	10,546	Internation Plant Management	1.00
Risingstar®	10,545	Internation Plant Management	1.00
Ruby Jon®	10,115	Internation Plant Management	1.00
Starfire™	10,548	Internation Plant Management	1.00
White Gold®	PPAF	Internation Plant Management	1.00
Venture™		Inter-Plant Patent Marketing	1.00
Redcort®	5,095	John Nicklin/John Corrado	10/033
Morren's®Jonagored	5,937	Jomobel	0.50
American Spirit™		Lake County Nursery	0.85
Centurian®		Lake County Nursery	0.50
Guinevere®	7,773	Lake County Nursery	0.85
Madonna®	6,672	Lake County Nursery	0.50
Molten Lava®		Lake County Nursery	0.75
Scarlet Brandywine™		Lake County Nursery	0.85
Sugar Tyme®	7,062	Lake County Nursery	0.80
Weeping Candied Apple®	4,038	Lake County Nursery	0.50
Balaton®		Michigan State University	0.50
Sweet Sixteen		Minnesota Nursery Research Co	0.35

HILLTOP NURSERIES LLC

Variety	PP#	Licensor	Amount to pay
Attika®		Van Well Nursery	0.20
Sun Fuji™		Westland Fruit Tree Nursery	0.50
Golden Supreme™		Willow Drive Nursery	0.30
Jobum™	11,992	Willow Drive Nursery	1.10
Sweet Sue™	4,451	Wilson Hughes	0.30
Earlichief®	7,928	Winkle	7% 1/2" 2500

EXHIBIT B**BILL OF SALE AND ASSIGNMENT**

Pursuant to the provisions of that certain Agreement for Disposition of Property Under UCC dated as of October 30, 2003 (the "Disposition Agreement") and in consideration of the payment of **KeyBank National Association**, a national banking association, 100 South Main Street, Ann Arbor, Michigan 48104 (the "Bank"), has bargained and sold and does hereby grant, convey, transfer, assign and deliver unto **BBF Ventures, LLC**, ("Purchaser") all right, title and interest of the Bank and, to the extent provided under the Michigan Uniform Commercial Code, Hilltop Nurseries, LLC, in and to the property described in the attached Exhibit 1 (the "Property").

The Property sold pursuant to this Bill of Sale has been repossessed by the Bank as secured creditor from Hilltop Nurseries, L.L.C. ("Debtor") after Debtor's default in its obligations to the Bank and in accordance with that certain Second Amendment to Forbearance Agreement between the Bank and the Debtor dated as of October 30, 2003. As provided in the Disposition Agreement, the Property is being sold by the Bank "AS IS" and "WHERE IS" without any warranties or representations of any kind or nature, express or implied, including without limitation any warranty of title, merchantability or fitness for any particular purposes, rights to possession or quiet enjoyment or the like, all of which are expressly disclaimed by the Bank and excluded from this transaction.

Purchaser is assuming no liabilities of Debtor whether accrued, absolute, contingent, known or unknown or otherwise.

IN WITNESS WHEREOF, the Bank has executed and delivered this Bill of Sale and Assignment as of October 30, 2003.

KEYBANK NATIONAL ASSOCIATION

By: _____

W. Lee Bean

Its: _____

Vice President

SCHEDULE

Inventory. (Both in the field and in cold storage).

2004 Crop

2005 Crop (to the extent Hilltop has any interest).

2006 Crop (to the extent Hilltop has any interest).

Records. All business records, files, computer memory, sales orders, catalogs, customer lists, telephone and facsimile numbers, customer deposits.

Supplies. All office, shop, warehouse, field and farm supplies.

Patents. All patents, trademarks, copyrights, licenses, and royalty rights.

Office:

1	APM Personal Computer
1	Compac Personal Computer
11	Nobilis Personal Computers
1	Encore Software Package
3	Dot Matrix Printers
3	Laser Printers
2	Ink Jet Printers
1	Weber Tag Printer
1	UPS (Battery Backup)
2	Credit Card Terminals
3	Fax Machines
1	Copier
1	Paper Shredder
1	Telephone System
1	Conference Table
15	Desks
40	Office Chairs
20	Filing Cabinets
3	Bookshelves
5	Tables
3	Trade Show Booths
1	Automated Plate Reader
10	Calculators
	Miscellaneous Hand Tools and Equipment

Equipment. See list attached.

KZLIB:434120.1\106455-00002

BCSCD-119 (Rev. 07/03)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES
 (FOR BUREAU USE ONLY)

Date Received: _____

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name: Steven M. Stankewicz, Miller, Canfield, Peddock & Stone, PLC

Address: 444 West Michigan Avenue

City: Kalamazoo State: Michigan Zip Code: 49007

EFFECTIVE DATE: _____

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION
For use by Limited Liability Companies
 (Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Certificate of Amendment:

1. The present name of the limited liability company is: BBF Ventures, LLC

2. The identification number assigned by the Bureau is: B3616K

3. The date of filing of its original Articles of Organization was: June 6, 2003

4. Article 1 of the Articles of Organization is hereby amended to read as follows:
 The name of the LLC is Hilltop Fruit Trees, LLC.

5. The amendment was approved by a majority in interest if an operating agreement authorizes amendment of the articles of organization by majority vote.
 The amendment was approved by unanimous vote of all of the members entitled to vote.

This Certificate is hereby signed as required by Section 103 of the Act.

Signed this 19th day of November, 2003
 By [Signature]
 (Signature of Member, Manager or authorized agent)
Steven Flamm, Manager
 (Type or Print Name and capacity)