

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zelenka Nursery, L.L.C.		11/18/2005	LIMITED LIABILITY COMPANY: OKLAHOMA

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Agent
Street Address:	231 South LaSalle Street
Internal Address:	IL1-231-08-30
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2214997	NATURAL LIFE
Registration Number:	2160863	NATURAL LIFE
Registration Number:	2092873	SELECTED FOR SUMMER PLANTING
Registration Number:	1883820	NATURE'S PROMISE
Serial Number:	78617137	SUPER SWEET FRUIT TREES
Serial Number:	78617133	HYDRANGEA FOREVER AND EVER
Serial Number:	78617131	PLATINUM PERENNIALS

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Email: PTO_TMconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC

OP \$190.00 2214997

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Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 017625.3313NTZELENKACLE

NAME OF SUBMITTER: Charles L. Evans

Signature: /Charles L. Evans/

Date: 01/10/2006

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of November 18, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as administrative agent (the "Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

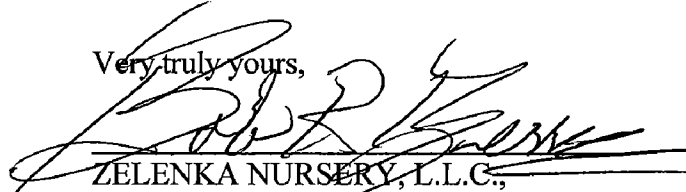
Trademark No.	Description of Trademark Item	Date of Trademark
2214997	NATURAL LIFE	12/29/98
2160863	NATURAL LIFE and Design	5/26/98
2092873	SELECTED FOR SUMMER PLANTING and Design	9/2/97
1883820	NATURE'S PROMISE	3/14/95

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications
78617137	SUPER SWEET FRUIT TREES	4/26/05
78617133	HYDRANGEA FOREVER AND EVER	4/26/05
78617131	PLATINUM PERENNIALS	4/26/05

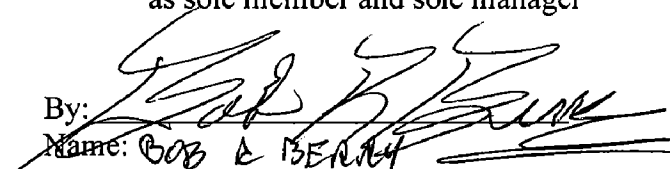
The Obligors and the Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,


ZELENKA NURSERY, L.L.C.,
an Oklahoma limited liability company

By: JUDKINS NURSERY, INC.,
a Tennessee corporation,
as sole member and sole manager

By:


Name: BOB E BENTLEY

Title: CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

By: Paul Folino
Name: **Paul Folino**
Title: **Assistant Vice President**

JUDKINS NURSERY, INC. AND ZELENKA NURSERY, L.L.C.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS