

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|---|
| Howard Korenthal | | 02/22/2006 | Assignee for the Benefit of Creditors of Henri Studio, Inc.: ILLINOIS |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | HSI Distributors, LLC |
| Street Address: | One Sprinkler Lane |
| City: | Peoria |
| State/Country: | ILLINOIS |
| Postal Code: | 61615 |
| Entity Type: | LIMITED LIABILITY COMPANY: ILLINOIS |

PROPERTY NUMBERS Total: 21

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 2533839 | BRONZE ELITE ELEGANT GARDEN SCULPTURE HENRI STUDIO |
| Registration Number: | 1766724 | CREATE-A-POND |
| Registration Number: | 1638415 | FARMER'S PETS |
| Registration Number: | 2579359 | GARDEN GIFT INTERNATIONAL |
| Registration Number: | 2029561 | HENRI |
| Registration Number: | 2048620 | HENRI |
| Registration Number: | 2166708 | HENRI STUDIO |
| Registration Number: | 1979235 | HENRI STUDIO |
| Registration Number: | 2036430 | HENRI WATER GARDENING |
| Registration Number: | 2038686 | HENRI WATER GARDENING |
| Registration Number: | 1678097 | HIPPITY HOPS |
| Registration Number: | 2067204 | HSI SCULPTURE |

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|----------------------|---------|--|
| Registration Number: | 2529484 | HSI SCULPTURS FOUNTAIN ELEGANTS RESIN-LIGHT GARDEN FOUNTAINS |
| Registration Number: | 1919817 | INDESTRUCTA POND |
| Registration Number: | 1922120 | INDESTRUCTA POND WATER GARDEN |
| Registration Number: | 2002438 | LITTLE DREAMERS |
| Registration Number: | 2002445 | LITTLE DREAMERS |
| Registration Number: | 1535300 | NATURE'S PET |
| Registration Number: | 2344948 | PRIMA VASI COLLECTION PREMIUM POLY PLANTERS BY HENRI STUDIO INC. |
| Registration Number: | 2241184 | GEO JOTS |
| Registration Number: | 1896974 | SPROUTS |

CORRESPONDENCE DATA

Fax Number: (312)321-4299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-321-4200
Email: officeactions@brinkshofer.com
Correspondent Name: Joseph V. Norvell
Address Line 1: P.O. Box 10395
Address Line 4: Chicago, ILLINOIS 60610

| | |
|--------------------|-------------------|
| NAME OF SUBMITTER: | Joseph V. Norvell |
| Signature: | /JV NORVELL/ |
| Date: | 04/25/2006 |

Total Attachments: 10
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TRADEMARK ASSIGNMENT

This Assignment of trademark rights is effective as of the 22nd day of February, 2006, between Howard Korenthel, not as an individual, but as Assignee for the Benefit of Creditors of Henri Studio, Inc. and HSI Distributors, LLC.

WHEREAS, Howard Korenthel, as Assignee for the Benefit of Creditors of Henri Studio, Inc., hereinafter called the "Assignor", has adopted, owns and is using, itself or through a related company, the marks identified at Exhibit A-1 ("Assigned Marks").

WHEREAS, HSI Distributors, LLC, an Illinois limited liability corporation with its principal place of business at One Sprinkler Lane, Peoria, Illinois 61615, hereinafter called the "Assignee"), is the successor to Assignor's existing and ongoing business, including all portions of the business to which the Assigned Marks pertain, and is desirous of acquiring all right, title and interest in and to the Assignment Marks and all registrations thereof, or applications therefor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Assigned Marks, all registrations or applications for the Assigned Marks, including but not limited to the right to pursue legal actions for past infringement of the Assigned Marks and related damages, together with the goodwill of the Assignor's business and that portion of the assignor's business in connection with which the Assigned Marks has been used.

Assignor agrees to take any further action reasonably necessary to assist Assignee in recording the transfer of the Assigned Marks.

[SIGNATURE PAGE FOLLOWS]

Assignor

Date: 2/22/06

By: 

Name: Howard Korenthal

Title: Assignee for the Benefit of Creditors of
Henri Studio, Inc.

STATE OF ILLINOIS
COUNTY OF COOK

) ss.

~~JEANNETTE SCHNEIDER~~ I, ~~JEANNETTE SCHNEIDER~~ Notary Public in and for the County and State aforesaid, do hereby certify that HOWARD KORENTHAL, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that (s)he signed, sealed and delivered the instrument as his/her free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 22 day of FEB. 20 06



(SEAL)

My Commission Expires:


Notary Public

Assignee HSD Distriguadas, LLC

Date: FEB 22, 2006

By: 

Name: Gary Bartholomew

Title: PRESIDENT

STATE OF ILLINOIS
COUNTY OF COOK

) ss.

~~JEANNETTE SCHNEIDER~~ I, ~~JEANNETTE SCHNEIDER~~ Notary Public in and for the County and State aforesaid, do hereby certify that GARY BARTHOLOMEW, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that (s)he signed, sealed and delivered the instrument as his/her free and voluntary act for the uses and purposes therein set forth.

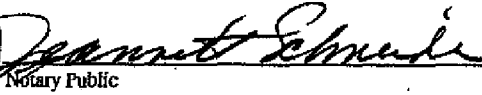
IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 22 day of FEB. 20 06.



(SEAL)

My Commission Expires:

806-0192


Notary Public

TRADEMARK ASSIGNMENT

EXHIBIT A-1

**REGISTERED TRADEMARKS,
STATE TRADEMARKS,
COMMON LAW TRADEMARKS,
AND
INTERNATIONAL TRADEMARKS**

REGISTERED TRADEMARKS
UNITED STATES – U.S. PTO – OWNER: HENRI STUDIO

| Mark | Reg. No. | Reg. Date | Class | Status |
|--|-----------|-----------|-------------------|------------|
| BRONZE ELITE ELEGANT GARDEN SCULPURE HENRI STUDIO (Stylized) | 2,533,839 | 1/29/2002 | 11 | Registered |
| CREATE-A-POND | 1,766,724 | 4/20/1993 | 19 | Registered |
| FARMER'S PETS | 1,638,415 | 3/19/1991 | 19 | Registered |
| GARDEN GIFT INTERNATIONAL | 2,579,359 | 6/11/2002 | 11, 19 | Registered |
| HENRI (STYLIZED) | 2,029,561 | 1/14/1997 | 11, 22 | Registered |
| HENRI | 2,048,620 | 4/1/1997 | 11, 22 | Registered |
| HENRI STUDIO (Stylized) | 2,166,708 | 6/23/1998 | 11, 19, 20, 21 | Registered |
| HENRI STUDIO | 1,979,235 | 6/11/1996 | 11, 19, 20, 21 | Registered |
| HENRI WATER GARDENING | 2,036,430 | 2/11/1997 | 7, 11, 20 | Registered |
| HENRI WATER GARDENING & Design | 2,038,686 | 2/18/1997 | 11, 20, 21 | Registered |
| HIPPITY HOPS | 1,678,097 | 3/3/1992 | 19 | Registered |
| HSI SCULPTURE | 2,067,204 | 6/3/1997 | 19 | Registered |
| HSI SCULPTURES – FOUNTAIN ELEGANTS- RESIN-LIGHT GARDEN FOUNTAINS (Stylized) | 2,529,484 | 1/15/2002 | 11 | Registered |

| Mark | Reg. No. | Reg. Date | Class | Status |
|---|-----------|-----------|-------|---|
| INDESTRUCTA POND | 1,919,817 | 9/19/1995 | 22 | Registered Renewal due: September 19, 2005; Final grace deadline: March 19, 2006. |
| INDESTRUCTA POND WATER GARDEN (and Design) | 1,922,120 | 9/26/1995 | 22 | Registered Renewal due: September 26, 2005; Final grace deadline: March 26, 2006. |
| LITTLE DREAMERS (and Design) | 2,002,438 | 9/24/1996 | 19 | Registered |
| LITTLE DREAMERS | 2,002,445 | 9/24/1996 | 19 | Registered |
| NATURE'S PET | 1,535,300 | 4/18/1989 | 19 | Registered |
| PRIMA VASI COLLECTION PREMIUM POLY PLANTERS BY HENRI STUDIO INC. (Stylized) | 2,344,948 | 4/25/2000 | 21 | Registered |
| GEO JOTS | 2,241,184 | 4/20/1999 | 19 | Registered WARNING: Declaration of use was due 4/20/05; grace period deadline 10/20/05. USPTO does not indicate filing within grace period; registration may be cancelled for failure to file. |

| Mark | Reg. No. | Reg. Date | Class | Status |
|---------|-----------|-----------|-------|--|
| SPROUTS | 1,896,974 | 5/30/1995 | 21 | Registered WARNING: Renewal was due: 5/30/05; Final grace deadline 11/30/05. USPTO does not indicate filing within grace period; registration may be cancelled for failure to file. |

STATE TRADEMARKS
ILLINOIS - OWNER: HENRI STUDIO

| Mark | Reg. No. | Class | Status |
|---------------|----------|-------|---|
| BACKYARD BUDS | IL 84687 | 19 | Registered WARNING: Registration may be cancelled for failure to file renewal. Registered: February 1, 2000 Expires: February 1, 2005. No evidence renewal was filed |
| NATURE'S PET | IL 62949 | 20 | Registered |

COMMON LAW TRADEMARKS

OWNER: HENRI STUDIO, INC.

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| RESIN STONE |
| NEW GARDENS |
| EUROPA |
| COLD CAST BRONZE |

INTERNATIONAL TRADEMARKS

OWNER: HENRI STUDIO, INC.

| Country | Trademark | App. No. | Reg. No. | Status |
|----------------|-----------------------|-----------------|------------|------------|
| Argentina | HENRI STUDIO | 2168731 | 1761078 | Registered |
| Australia | HENRI LOGO | -- | 731896 | Registered |
| Canada | HENRI WATER GARDENING | CA08136370 0 | TMA0491228 | Registered |
| Canada | HSI SCULPTURE | CA08261650 0 | TMA0502407 | Registered |
| Canada | HENRI STUDIO | CA11585840 0 | TMA0606124 | Registered |
| Canada | CREATE-A-POND | CA06686130 0 | TMA0433828 | Registered |
| Canada | HIPPITY HOPS | CA06686140 0 | TMA0425956 | Registered |
| Canada | LITTLE PRINTS | CA06706970 0 | TMA0398952 | Registered |
| Canada | FARMER'S PETS | CA06706980 0 | TMA0394522 | Registered |
| Canada | NATURE'S PET | CA06767160 0 | TMA0396404 | Registered |
| Canada | HSI | CA06828960 0 | TMA0401729 | Registered |
| Canada | PONT'NETTES | CA07747730 0 | TMA0489377 | Registered |
| Chile | HENRI STUDIO | 436021 | 544784 | Registered |
| China | HENRI STUDIO | 970054593 | 1218082 | Registered |
| China | HENRI STUDIO | 970054594 | 1212815 | Registered |
| China | HENRI STUDIO | 970054592 | 1194567 | Registered |
| China | HENRI STUDIO | 970054595 | 1185276 | Registered |
| Czech Republic | HENRI STUDIO | 137083 | 225872 | Registered |
| Dominican Rep. | HENRI STUDIO | -- | 92302 | Registered |
| Dominican Rep. | HENRI STUDIO | -- | 92299 | Registered |
| Dominican Rep. | HENRI STUDIO | -- | 92303 | Registered |
| Estonia | HENRI STUDIO | 9602577 | 26129 | Registered |
| Germany | TURNING POINTS | H73427/19W Z | -- | Pending |
| India | HENRI STUDIO | 735101 | 735101 | Registered |
| India | HENRI STUDIO | 735103 | 735103 | Registered |
| India | HENRI STUDIO | 735102 | -- | Pending |
| Kuwait | HENRI STUDIO | 042169 | 35426 | Registered |
| Kuwait | HENRI STUDIO | 042170 | 35427 | Registered |

| Country | Mark | Applic No. | Reg No. | Status |
|--------------------|--|------------|-----------|------------|
| Mexico | HENRI STUDIO | -- | -- | Pending |
| New Zealand | HENRI STUDIO | 273376-79 | 273376-79 | Registered |
| Russian Federation | HENRI STUDIO | 97701837 | 168703 | Registered |
| Saudi Arabia | HENRI STUDIO | 73727 | 658/25 | Registered |
| Saudi Arabia | HENRI STUDIO | 73728 | 658/26 | Registered |
| Turkey | HENRI STUDIO | 3240 | 182826 | Registered |
| U.K. | BRONZE ELITE ELEGANT GARDEN SCULPTURE - HENRI STUDIO (Stylized) | 2268582 | 2268582 | Registered |
| U.K. | FOUNTAIN ELEGANTS RESIN- LIGHT GARDEN FOUNTAINS - HSI (Stylized) | 2260963 | 2260963 | Registered |
| U.K. | BRONZE ELITE ELEGANT GARDEN SCULPTURE HENRI STUDIO (Stylized) | 2260968 | 2260968 | Registered |
| U.K. | HSI SCULPTURE HSI S.C.U.L.P.T.U.R.E and Design | 2002123 | 2002123 | Registered |
| U.K. | NATURE'S PET | 1446105 | 1446105 | Registered |
| U.K. | HENRI STUDIO | B1271140 | B1271140 | Registered |