

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Tropics North, Inc.		09/01/2007	CORPORATION: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ValleyCrest Companies LLC		
<b>Street Address:</b>	24151 Ventura Boulevard		
<b>City:</b>	Calabasas		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91302		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2551753	TROPICS NORTH LANDSCAPING & NURSERY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)201-2306		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(310) 553-3610		
<b>Email:</b>	ipmail@ggfirm.com		
<b>Correspondent Name:</b>	Rami S. Yanni, Esq.		
<b>Address Line 1:</b>	1900 Avenue of the Stars, 21st Floor		
<b>Address Line 2:</b>	Greenberg Glusker		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90067		
<b>ATTORNEY DOCKET NUMBER:</b>	24074-00442		
<b>NAME OF SUBMITTER:</b>	Rami Yanni		
<b>Signature:</b>	/Rami Yanni/		
<b>Date:</b>	11/19/2007		

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Total Attachments: 3  
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## SERVICE MARK ASSIGNMENT

This Assignment of Service Mark ("Assignment") is effective as of September 1, 2007 ("Effective Date"). WHEREAS, Tropics North, Inc., a Florida corporation, having a principal place of business at 4155 Mowry Drive, Homestead, FL 33033 ("Assignor"), is the owner of U.S. Service Mark Registration Number 2,551,753 for TROPICS NORTH LANDSCAPING & NURSERY and Design in International Class 42 ("Mark"); and

WHEREAS, ValleyCrest Companies LLC, a California limited liability company, having its principal place of business at 24151 Ventura Boulevard, Calabasas, CA 91302 ("Assignee"), is desirous of acquiring the Mark together with the goodwill symbolized by the Mark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, its successors and assigns, all right, title and interest in and to the Mark (as well as any applications and/or registrations for the Mark owned by Assignor and/or Assignor's subsidiaries or principals) including, but not limited to, the registration indicated above, together with the goodwill symbolized by said Mark and all of Assignor's rights to sue and recover for profits or damages, due or accrued, arising out of or in connection with any and all past, present or future infringements or dilution of or damage to such Mark or the associated goodwill.

Assignor further agrees that, without further consideration, it will cause to be performed such other lawful acts, and to be executed such further assignments and other lawful documents, as Assignee and its successors and assigns may, from time to time, reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the Mark in the United States, provided that all costs associated with the performance of such action and preparation, review and execution of such documentation shall be borne entirely by Assignee.

*[SIGNATURES ON FOLLOWING PAGE]*

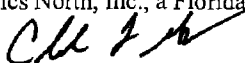
MIAMI 1399656.1 7681225197

**TRADEMARK**  
**REEL: 003667 FRAME: 0733**

This Assignment shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns.

**ASSIGNOR:**

Tropics North, Inc., a Florida corporation

By: 

Name: Charles Gonzalez

Title: President

**ASSIGNEE:**

ValleyCrest Companies LLC,  
a California limited liability company

By: \_\_\_\_\_

Name: Andrew J. Mandell

Title: Chief Financial Officer

*[Signature page to Tropics North/ValleyCrest Service Mark Assignment]*

This Assignment shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns.

**ASSIGNOR:**

Tropics North, Inc., a Florida corporation

By: \_\_\_\_\_

Name: Charles Gonzalez

Title: President

**ASSIGNEE:**

ValleyCrest Companies LLC,  
a California limited liability company

By:  \_\_\_\_\_

Name: Andrew J. Mandell

Title: Chief Financial Officer

*[Signature page to Tropics North/ValleyCrest Service Mark Assignment]*