

**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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hines Horticulture, Inc.		01/09/2009	CORPORATION: DELAWARE
Hines Nurseries, Inc.		01/09/2009	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	Hines Nurseries LLC
<b>Street Address:</b>	12621 Jeffrey Road
<b>City:</b>	Irvine
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92620
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 41**

Property Type	Number	Word Mark
Registration Number:	2710658	AFRICAN SUN
Registration Number:	3230733	BAMBINO
Registration Number:	1800226	BAY BREEZE
Registration Number:	3081992	BRINGING THE BEST OF THE WORLD'S GARDENS TO YOU
Registration Number:	3246571	BURGUNDY BOWS
Registration Number:	1865914	CAMEO
Registration Number:	3352054	CHERRY BON BON
Registration Number:	2936595	COLOR PARADE
Serial Number:	77317418	CURB APPEAL
Registration Number:	2602180	ESTATE COLLECTION
Registration Number:	2780338	FERN CREEK
Registration Number:	1943943	FESTIVAL POT
Registration Number:	2451683	GARDEN PARTY

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Registration Number:	2765982	GARDEN TO VASE
Registration Number:	1705287	GULF GREEN
Registration Number:	1714001	H
Registration Number:	2987725	HALO HYDRANGEAS
Registration Number:	1601244	HINES H
Registration Number:	2622986	HINES COLOR
Registration Number:	1551517	HINES GOLD
Registration Number:	2256601	HINES HORTICULTURE
Registration Number:	2747765	HINES PERENNIALS
Registration Number:	2373658	HONEYDEW
Registration Number:	3042157	HOT TROPICS
Registration Number:	1948705	IVORY CARPET
Registration Number:	1764767	LITTLE NICKY
Registration Number:	2650124	MARDI GRAS
Registration Number:	2077119	MARIAN RED ROBIN
Registration Number:	1944103	PATIO TROPICS
Registration Number:	2803139	PETITE DELIGHT
Serial Number:	78930262	PIAZZA
Registration Number:	1775403	PINK LEMONADE
Registration Number:	2103789	PLUM DELIGHT
Registration Number:	2780337	PREMIER HYDRANGEAS
Registration Number:	2970625	PRO-18
Registration Number:	2970518	RED, WHITE AND BLOOMS
Registration Number:	3246570	SALSA
Registration Number:	1575370	SIGNATURE SERIES
Registration Number:	2530126	SUMMER GOLD
Registration Number:	2806888	VEGGIE-TROPICS
Registration Number:	1615964	WINTER PRIDE

**CORRESPONDENCE DATA**

Fax Number: (212)735-2000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 735-2517  
Email: Faith.Robinson@skadden.com  
Correspondent Name: M. Oren Epstein  
Address Line 1: Skadden, Arps, Slate, Meagher & Flom LLP  
Address Line 2: Four Times Square

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

077370/20

NAME OF SUBMITTER:

M. Oren Epstein

Signature:

/oe/

Date:

01/13/2009

**Total Attachments: 11**

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**TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT (this "Assignment") is made as of January 9, 2009, by and among Hines Horticulture, Inc., a Delaware corporation, and Hines Nurseries, Inc., a California corporation (collectively, "Assignors"), and Hines Nurseries LLC, a Delaware limited liability company ("Assignee").

**WHEREAS**, Assignors and Assignee have entered into an Amended and Restated Asset Purchase Agreement dated as of December 15, 2008 (as the same may be amended, modified or supplemented from time to time, the "Asset Purchase Agreement");

**WHEREAS**, capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Asset Purchase Agreement;

**WHEREAS**, pursuant to the Asset Purchase Agreement, Assignors have agreed to sell, transfer, assign, convey, and deliver the Acquired Assets to Buyer, and Buyer has agreed to purchase and acquire, free and clear of all Encumbrances (other than Permitted Encumbrances), all right, title and interest of Sellers in, to or under the Acquired Assets upon the terms and subject to the conditions of the Asset Purchase Agreement;

**WHEREAS**, pursuant to the Asset Purchase Agreement, Assignors wish to sell, transfer, assign, convey and deliver to Assignee, and Assignee wishes to purchase and acquire from Assignors, free and clear of all Encumbrances (other than Permitted Encumbrances), all of Assignors' right, title and interest in, to or under all United States, state and foreign trademarks, service marks, logos, slogans, trade dress and trade names (including all assumed or fictitious names under which the Business is conducted), and any other indicia of source of goods and services, designs and logotypes related to the above, in any and all forms, whether registered or unregistered, and registrations and pending applications to register the foregoing (including intent to use applications), and all goodwill related to or symbolized by the foregoing, owned, leased, licensed, used or held for use in or relating to the Business, including but not limited to the trademark registrations and applications set forth on Schedule A attached hereto, in each case, together with the goodwill of the business associated therewith, (collectively, the "Marks").

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Assignors hereby sell, transfer, assign, convey and deliver to Assignee, and its successors, assigns, and legal representatives their entire right, title and interest in and to the Marks, including, without limitation, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignors if this Assignment had not been made, together with all income, royalties, damages, claims, and payments with respect thereto due or payable as of the Closing Date or thereafter, and in and to all causes of action, including, without limitation, all causes of action (either in law or equity) and claims for damages by reason of past, present or future infringement, dilution or other unauthorized use of

the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Section 2.6 of the Asset Purchase Agreement is hereby incorporated herein by reference.

Assignors hereby authorize and request the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the entire right, title and interest in and to the Marks.

\* \* \* \* \*

IN WITNESS WHEREOF, Assignors and Assignee have caused this Assignment to be executed by their duly authorized representatives effective as of the Closing Date.

ASSIGNEE:

HINES NURSERIES LLC

By: Robert Sands

Name: Robert Sands

Title: President and Chief Executive Officer

ASSIGNORS:

HINES HORTICULTURE, INC.

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

AND

HINES NURSERIES, INC.

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

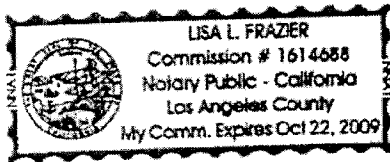
STATE OF CALIFORNIA     )  
  ) ss.  
COUNTY OF LOS ANGELES     )

On December 30, 2008, before me, Lisa L. Frazier  
a Notary Public, personally appeared Robert Allen Sands

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Lisa L. Frazier  
Signature of Notary Public

(SEAL)

IN WITNESS WHEREOF, Assignors and Assignee have caused this Assignment to be executed by their duly authorized representatives effective as of the Closing Date.

ASSIGNEE:

HINES NURSERIES LLC

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ASSIGNORS:

HINES HORTICULTURE, INC.

By: *Claudia Pieropan*

Name: CLAUDIA PIEROPAN

Title: C.F.O.

AND

HINES NURSERIES, INC.

By: *Claudia Pieropan*

Name: CLAUDIA PIEROPAN

Title: C.F.O.

[Signature Page to Trademark Assignment]

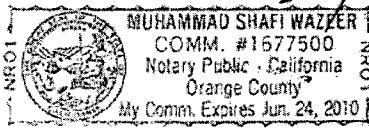


STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) SS.

On this 23 day of DEC <sup>2008</sup>, there appeared before me MUHAMMAD <sup>SHAFI WAZEER</sup>, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Assignors.

FOR, CLAUDIA PIEROPAN —

M. W.  
Notary Public

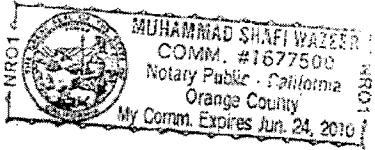


STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) SS.

On this 23 day of DEC <sup>2008</sup>, there appeared before me MUHAMMAD <sup>SHAFI WAZEER</sup>, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Assignee.

FOR, CLAUDIA PIEROPAN —

M. W.  
Notary Public



SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	CPH Docket Your Reference	Mark Type Class	Serial No. Reg. No.	Filing Date Reg. Date	Owner/ Registrant	Status	Scheduled Actions
AFRICAN SUN	45195-USA UNITED STATES	TM 31	76/277613 2710658	06/27/2001 04/29/2003	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 04/29/2009 RENEWAL DUE 04/29/2013
BAMBINO	53633-USA UNITED STATES	TM 31	78/500806 3230733	10/15/2004 04/17/2007	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 04/17/2013 RENEWAL DUE 04/17/2017
BAY BREEZE	25665-USA UNITED STATES	TM 31	74/263126 1800226	04/06/1992 10/19/1993	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 10/19/2013
BRINGING THE BEST OF THE WORLD'S GARDENS TO YOU	53574-USA UNITED STATES	SM 44	78/509125 3081992	11/01/2004 04/18/2006	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 04/18/2012 RENEWAL DUE 04/18/2016
BURGUNDY BOWS	56738-USA UNITED STATES	TM 31	78/777915 3246571	12/21/2005 05/29/2007	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 05/29/2013 RENEWAL DUE 05/29/2017
CAMEO	26035-USA UNITED STATES	TM 31	74/456688 1865914	11/10/1993 12/06/1994	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 12/06/2014
CHERRY BON BON	56218-USA UNITED STATES	TM 31	78/754631 3352054	11/15/2005 12/11/2007	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 12/11/2013 RENEWAL DUE 12/11/2017
COLOR PARADE	45152-USA UNITED STATES	TM 31	76/257573 2936595	05/14/2001 03/29/2005	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 03/29/2011 RENEWAL DUE 03/29/2015

Mark	CPH Docket Your Reference	Mark Type Class	Serial No. Reg. No.	Filing Date Reg. Date	Owner/ Registrant	Status	Scheduled Actions
CURB APPEAL*	59741-USA UNITED STATES	TM 31	77/317418	10/30/2007	Hines Nurseries, Inc.	PENDING Intent-to-Use	RESPONSE TO OFFICE ACTION DUE 2/19/2009
ESTATE COLLECTION	39495-USA UNITED STATES	TM 31	76/068855 2602180	06/12/2000 07/30/2002	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 07/30/2012
PERN CREEK	47593-USA UNITED STATES	TM 31	76/359916 2780338	01/16/2002 11/04/2003	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 11/04/2009 RENEWAL DUE 11/04/2013
FESTIVAL POT	27526-CAN CANADA	TM	779268 TMAA456700	03/31/1995 04/19/1996	Hines Horticulture, Inc.	REGISTERED	RENEWAL DUE 04/19/2011
FESTIVAL POT	27526-USA UNITED STATES	TM 31	74/610488 1943943	12/13/1994 12/26/1995	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 12/26/2015
GARDEN PARTY	34112-USA UNITED STATES	TM 31	75/643367 2451683	02/17/1999 05/15/2001	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 05/15/2011
GARDEN TO VASE	32749-USA UNITED STATES	TM 31	73/546940 2765982	09/01/1998 09/23/2003	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 09/23/2009 RENEWAL DUE 09/23/2013
GULF GREEN	25064-USA UNITED STATES	TM 31	74/204022 1705287	09/16/1991 08/04/1992	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 08/04/2012
H and design	25061-USA UNITED STATES	TM 31	74/180941 1714001	06/28/1991 09/08/1992	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 09/08/2012

Mark	CPH Docket Year Reference	Mark Type Class	Serial No. Reg. No.	Filing Date Reg. Date	Owner/ Registrant	Status	Scheduled Actions
HALO HYDRANGEAS	47591-USA UNITED STATES	TM 31	76359915 2987725	01/16/2002 08/23/2005	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 08/23/2011 RENEWAL DUE 08/23/2015
HINES and design (leaf)	25068-USA UNITED STATES	TM 31	73/829990 1601244	10/10/1989 06/12/1990	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 06/12/2010
HINES COLOR	37508-USA UNITED STATES	TM 31	76/048315 2622986	05/15/2000 09/24/2002	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 09/24/2012
HINES GOLD	25062-USA UNITED STATES	TM 31	73/736445 1551517	06/27/1988 08/08/1989	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 08/08/2009
HINES HORTICULTURE	29367-USA UNITED STATES	SM 42	75/378068 2256601	10/23/1997 06/29/1999	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 06/29/2009
HINES PERENNIALS	37509-USA UNITED STATES	TM 31	76/050279 2747765	05/17/2000 08/05/2003	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 08/05/2009 RENEWAL DUE 08/05/2013
HONEYDEW	32791-USA UNITED STATES	TM 31	73/508293 2373658	06/25/1998 08/01/2000	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 08/01/2010
HOT TROPICS	48161-USA UNITED STATES	TM 31	76/394158 3042157	04/10/2002 01/10/2006	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 01/10/2012 RENEWAL DUE 01/10/2016
IVORY CARPET	27568-USA UNITED STATES	TM 31	74/618501 1948705	01/06/1995 01/16/1996	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 01/16/2016

Mark	CPH Docket Your Reference	Mark Type Class	Serial No. Reg. No.	Filing Date Reg. Date	Owner/ Registrant	Status	Scheduled Actions
LITTLE NICKY	25066-USA UNITED STATES	TM 31	74/306109 1764767	08/07/1992 04/13/1993	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 04/13/2013
MARDI GRAS	37623-USA UNITED STATES	TM 31	76/040971 2650124	05/01/2000 11/12/2002	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 11/12/2008 RENEWAL DUE 11/12/2012
MARIAN RED ROBIN	28114-USA UNITED STATES	TM 31	75/067356 2077119	03/04/1996 07/08/1997	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 07/08/2017
PATIO TROPICS	27008-CAN CANADA	TM	779269 TMAA456701	03/31/1995 04/19/1996	Hines Horticulture, Inc.	REGISTERED	RENEWAL DUE 04/19/2011
PATIO TROPICS	27008-USA UNITED STATES	TM 31	74/623486 1944103	01/20/1995 12/26/1995	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 12/26/2015
PETITE DELIGHT	47594-USA UNITED STATES	TM 31	76/335914 2803139	01/16/2002 01/06/2004	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 01/06/2010 RENEWAL DUE 01/06/2014
PIAZZA*	57155-USA UNITED STATES	TM 31	78/930262	07/14/2006	Hines Nurseries, Inc.	PENDING Intent-to-Use	STATEMENT OF USE FILED 4/7/2008
PINK LEMONADE	25067-USA UNITED STATES	TM 31	74/324338 1775403	10/20/1992 06/08/1993	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 06/08/2013
PLUM DELIGHT	27537-USA UNITED STATES	TM 31	74/612385 2103789	12/19/1994 10/07/1997	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 10/07/2017

Mark	CPH Docket Your Reference	Mark Type Class	Serial No. Reg. No.	Filing Date Reg. Date	Owner/ Registrant	Status	Scheduled Actions
PREMIER HYDRANGEAS	47592-USA UNITED STATES	TM 31	763359913 2780337	01/16/2002 11/04/2003	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 11/04/2009 RENEWAL DUE 11/04/2013
PRO-18	52679-USA UNITED STATES	TM 31	78435047 2970625	06/14/2004 07/19/2005	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 07/19/2011 RENEWAL DUE 07/19/2015
RED, WHITE, AND BLOOMS	52291-USA UNITED STATES	TM 31	78426121 2970518	05/27/2004 07/19/2005	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 07/19/2011 RENEWAL DUE 07/19/2015
SALSA	56737-USA UNITED STATES	TM 31	78777906 3246570	12/21/2005 05/29/2007	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 05/29/2013 RENEWAL DUE 05/29/2017
SIGNATURE SERIES		TM 31	73789010 1575370	3/27/1989 1/2/1990	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 1/2/2010
SUMMER GOLD	32099-USA UNITED STATES	TM 31	75436798 2530126	02/19/1998 01/15/2002	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 01/15/2012
VEGGIE-TROPICS	39666-USA UNITED STATES	TM 31	76073986 2806888	06/21/2000 01/20/2004	Hines Nurseries, Inc.	REGISTERED	SECTIONS 8&15 DUE 01/20/2010 RENEWAL DUE 01/20/2014
WINTER PRIDE	25063-USA UNITED STATES	TM 31	74018708 1615964	01/12/1990 10/02/1990	Hines Nurseries, Inc.	REGISTERED	RENEWAL DUE 10/02/2010

\* Sellers have instructed their trademark counsel to abandon these applications and, accordingly, certain filings and responses required with respect to these applications may not have been filed/made.