

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | TRADEMARK ASSIGNMENT |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-------------------------------------|
| Hines Growers LLC | | 10/30/2012 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------|
| Name: | Hines Growers, Inc. |
| Street Address: | 2575 Olive Hill Road |
| City: | Fallbrook |
| State/Country: | CALIFORNIA |
| Postal Code: | 92028 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 37

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------------|
| Registration Number: | 4210213 | BLOOMTASTIC! |
| Registration Number: | 4209891 | FANTASTIC BLOOMS...EVERY TIME |
| Registration Number: | 4209889 | BLOOMTASTIC! |
| Serial Number: | 85539836 | WATER RELIEF |
| Serial Number: | 85688507 | PURPLEISCIOUS |
| Serial Number: | 85539624 | EVERGREEN BEAUTY |
| Serial Number: | 85539620 | SUMMER SKY |
| Serial Number: | 85539615 | CALIFORNIA TREASURES |
| Serial Number: | 85672901 | ANGEL WHITE |
| Serial Number: | 85664010 | MUNCHKIN |
| Registration Number: | 2987725 | HALO HYDRANGEAS |
| Registration Number: | 2530126 | SUMMER GOLD |
| Registration Number: | 1705287 | GULF GREEN |
| Registration Number: | 1714001 | H |

CH \$940.00 4210213

TRADEMARK

| | | |
|----------------------|---------|---|
| Registration Number: | 3246571 | BURGUNDY BOWS |
| Registration Number: | 3352054 | CHERRY BON BON |
| Registration Number: | 3081992 | BRINGING THE BEST OF THE WORLD'S GARDENS TO YOU |
| Registration Number: | 3230733 | BAMBINO |
| Registration Number: | 3562670 | PIAZZA |
| Registration Number: | 2780338 | FERN CREEK |
| Registration Number: | 2803139 | PETITE DELIGHT |
| Registration Number: | 2710658 | AFRICAN SUN |
| Registration Number: | 2602180 | ESTATE COLLECTION |
| Registration Number: | 2622986 | HINES COLOR |
| Registration Number: | 2451683 | GARDEN PARTY |
| Registration Number: | 2077119 | MARIAN RED ROBIN |
| Registration Number: | 1575370 | SIGNATURE SERIES |
| Registration Number: | 1944103 | PATIO TROPICS |
| Registration Number: | 1948705 | IVORY CARPET |
| Registration Number: | 1943943 | FESTIVAL POT |
| Registration Number: | 1865914 | CAMEO |
| Registration Number: | 1775403 | PINK LEMONADE |
| Registration Number: | 1764767 | LITTLE NICKY |
| Registration Number: | 1800226 | BAY BREEZE |
| Registration Number: | 1615964 | WINTER PRIDE |
| Registration Number: | 1601244 | HINES H |
| Registration Number: | 2103789 | PLUM DELIGHT |

CORRESPONDENCE DATA

Fax Number: 2125935955
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-756-2336
Email: melissa.karp@srz.com
Correspondent Name: M. Karp c/o Schulte Roth & Zabel LLP
Address Line 1: 919 Third Avenue
Address Line 2: 22nd Floor
Address Line 4: New York, NEW YORK 10022

| | |
|-------------------------|----------------------------|
| ATTORNEY DOCKET NUMBER: | 009552-0025 |
| NAME OF SUBMITTER: | Melissa Karp (009552-0025) |

Signature:

TRADEMARK
REEL: 004892 FRAME: 0755

/kc for mk/

Date:

11/01/2012

Total Attachments: 7

source=Trademark Assignment for Hines Growers, Inc#page1.tif

source=Trademark Assignment for Hines Growers, Inc#page2.tif

source=Trademark Assignment for Hines Growers, Inc#page3.tif

source=Trademark Assignment for Hines Growers, Inc#page4.tif

source=Trademark Assignment for Hines Growers, Inc#page5.tif

source=Trademark Assignment for Hines Growers, Inc#page6.tif

source=Trademark Assignment for Hines Growers, Inc#page7.tif

ASSIGNMENT

THIS ASSIGNMENT is being made by and between Hines Growers LLC, a Delaware limited liability company, with its principal address located at 22941 Mill Creek Drive, Laguna Hills, CA 92653 (hereinafter "Assignor"), and Hines Growers, Inc., a Delaware Corporation, with its principal address located at 2575 Olive Hill Road, Fallbrook, CA 92028 (hereinafter "Assignee").

WHEREAS, Assignor is the Applicant of the United States and foreign trademark applications listed in Schedule A, and is the Registrant of the registered United States and foreign trademarks listed in Schedule B.

WHEREAS, Assignee, is a successor to the existing and ongoing business of Assignee to which the trademark applications listed in Schedule A pertain, and is desirous of obtaining said applications; and

WHEREAS, Assignee is desirous of acquiring the entire right, title and interest in and to the registered trademarks listed in Schedule B, the registrations therefor and the goodwill of the business symbolized thereby;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration the sufficiency and receipt of which is hereby acknowledged, Assignor, with respect to the applications, does hereby sell, assign and transfer unto Assignee the entire right, title and interest in and to the trademark applications listed in Schedule A and the associated marks, together with the goodwill of the existing and ongoing business of Assignor; and, with respect to the registrations, does hereby sell, assign and transfer to Assignee the entire right, title and interest in and to the trademarks listed in Schedule B and registration therefor, together with the goodwill associated therewith, and the right to sue and collect for past infringement of same.

Hines Growers, LLC, Assignor

By: [Signature]
Name: STEPHEN P. THIGPEN
Title: CEO

STATE OF California)

) ss.

County of Orange)

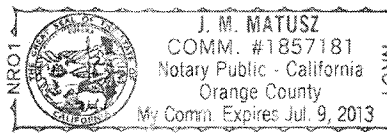
On this 29th day of October, 2012, before me, a notary public in and for said county, appeared Stephen P. Thigpen, the

CEO of Hines Growers, LLC, a _____ limited

liability company, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, and he/she acknowledged that he/she signed, sealed, and delivered the said instrument as his/her free and voluntary act for the uses and purposes therein set forth.

(Seal)

[Signature]



Notary Public

My commission expires: July 9, 2013

[ITU and Registered Trademark Assignment Agreement]

Hines Growers, Inc., Assignee

By: Rodney Omps
Name: Rodney Omps
Title: VP-CFO

STATE OF _____)

) ss.

County of _____)

On this _____ day of _____, 2012, before me, a notary public in and for said county, appeared _____, the

_____ of Hines Growers, Inc., a _____ corporation,

who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, and he/she acknowledged that he/she signed, sealed, and delivered the said instrument as his/her free and voluntary act for the uses and purposes therein set forth.

(Seal)

Notary Public

My commission expires:

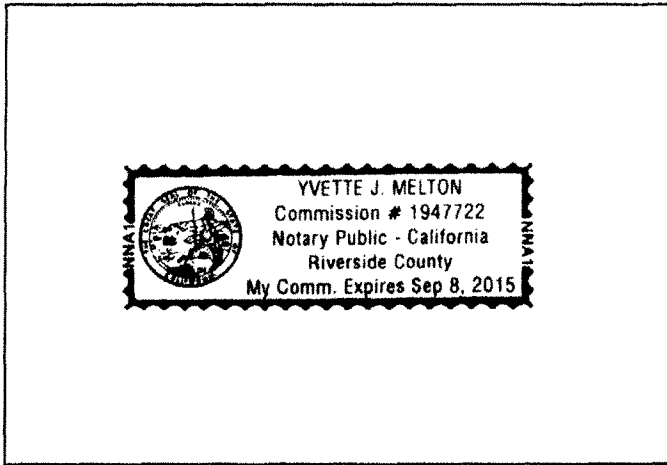
[ITU and Registered Trademark Assignment Agreement]

TRADEMARK
REEL: 004892 FRAME: 0759

California All-Purpose Acknowledgement

State of California }
County of San Diego

On October 29, 2012 before me, Yvette J. Melton, a Notary Public
personally appeared Rodney Omgs



Notary Public Seal

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.

Handwritten signature of Yvette J. Melton

Notary Public Signature

OPTIONAL

Description of Attached Document

Title or Type of Document: ITU and Registered Trademark Assignment Agreement

Document Date: October 29, 2012 Number of Pages:

Signer(s) Other than Named Above:

Capacity(ies) Claimed by Signer(s)

Thumbprint of Signer 1

- Individual
Corporate Officer:
Partner - Limited General
Attorney-in-Fact
Trustee
Guardian or Conservator
Other:

Signer is Representing:

Thumbprint of Signer 2

- Individual
Corporate Officer:
Partner - Limited General
Attorney-in-Fact
Trustee
Guardian or Conservator
Other:

Signer is Representing:

Schedule A

| Mark | Application Serial No. |
|----------------------|-------------------------------|
| WATER RELIEF | 85/539,836 |
| PURPLEISCIOUS | 85/688,507 |
| EVERGREEN BEAUTY | 85/539,624 |
| SUMMER SKY | 85/539,620 |
| CALIFORNIA TREASURES | 85/539,615 |
| ANGEL WHITE | 85/672,901 |
| MUNCHKIN | 85/664,010 |
| SUMMER SKY | 11002111 (CTM) |

[ITU and Registered Trademark Assignment Agreement]

TRADEMARK
REEL: 004892 FRAME: 0761

Schedule B

| Mark | Application Serial No. | Registration No. |
|---|------------------------|------------------|
| BLOOMASTIC! Stylized | 85/620,618 | 4,210,213 |
| FANTASTIC BLOOMS...EVERY TIME | 85/546,110 | 4,209,891 |
| BLOOMASTIC! | 85/546,107 | 4,208,889 |
| HALO HYDRANGEAS | 76/359,915 | 2,987,725 |
| SUMMER GOLD | 75/436,798 | 2,530,126 |
| GULF GREEN | 74/204,022 | 1,705,287 |
| H and Design | 74/180,941 | 1,714,001 |
| BURGUNDY BOWS | 78/777,915 | 3,246,571 |
| CHERRY BON BON | 78/754,631 | 3,352,054 |
| BRINGING THE BEST OF THE WORLD'S GARDENS TO YOU | 78/509,125 | 3,081,992 |
| BAMBINO | 78/500,806 | 3,230,733 |
| PIAZZA | 78/930,262 | 3,562,670 |
| FERN CREEK | 76/359,916 | 2,780,338 |
| PETITE DELIGHT | 76/359,914 | 2,803,139 |
| AFRICAN SUN | 76/277,613 | 2,710,658 |
| ESTATE COLLECTION | 76/068,855 | 2,602,180 |
| HINES COLOR | 76/048,315 | 2,622,986 |
| GARDEN PARTY | 75/643,367 | 2,451,683 |
| MARIAN RED ROBIN | 75/067,356 | 2,077,119 |
| SIGNATURE SERIES | 73/789,010 | 1,575,370 |

[ITU and Registered Trademark Assignment Agreement]

TRADEMARK
REEL: 004892 FRAME: 0762

| | | |
|----------------------|------------|----------------|
| PATIO TROPICS | 74/623,486 | 1,944,103 |
| IVORY CARPET | 74/618,501 | 1,948,705 |
| FESTIVAL POT | 74/610,488 | 1,943,943 |
| CAMEO | 74/456,688 | 1,865,914 |
| PINK LEMONADE | 74/324,338 | 1,775,403 |
| LITTLE NICKY | 74/306,109 | 1,764,767 |
| BAY BREEZE | 74/263,126 | 1,800,226 |
| WINTER PRIDE | 74/018,708 | 1,615,964 |
| HINES H (and design) | 73/829,990 | 1,601,244 |
| PLUM DELIGHT | 74/612,385 | 2,103,789 |
| PATIO TROPICS | 0779269 | TMA456701 (CA) |
| FESTIVAL POT | 0779268 | TMA456700 (CA) |
| BLOOMASTIC | 10909182 | 10909182 (CTM) |

[ITU and Registered Trademark Assignment Agreement]