

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM303376

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nurserymen's Exchange, Inc.		12/27/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Rocket Farms, Inc.
Street Address:	360 Espinosa Road
City:	Salinas
State/Country:	CALIFORNIA
Postal Code:	93907
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3309701	ALPINE SERIES CAMPANULA
Serial Number:	78803367	PURPLE INSPIRATION
Registration Number:	3968491	LOVE BUGS
Registration Number:	3448438	SPRING BRITE
Registration Number:	3466266	EUROPEAN TREE
Registration Number:	2891767	GET MEE
Registration Number:	2783391	PREMIUM BLOOMS
Serial Number:	75584596	ORANGE STAR
Registration Number:	1831770	CHILDREN'S DAY
Registration Number:	1833043	KID'S DAY
Registration Number:	1816068	KID'S DAY
Registration Number:	1737746	CHILDREN'S DAY
Registration Number:	1308252	BLOOM-RITE
Serial Number:	73359977	MISCELLANEOUS
Registration Number:	0900511	BLOOM RITE
Registration Number:	0756596	RED WING

CORRESPONDENCE DATA

Fax Number:

TRADEMARK

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 949-224-6282
Email: trademark@buchalter.com
Correspondent Name: Sandra P. Thompson, PhD
Address Line 1: 18400 Von Karman Avenue
Address Line 2: Suite 800
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	R5061-0002
NAME OF SUBMITTER:	Sandra P. Thompson
SIGNATURE:	/Sandra P. Thompson, PhD/
DATE SIGNED:	05/02/2014

Total Attachments: 5

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FILED *w/peer*Secretary of State
State of CaliforniaDEC 31 2012
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AGREEMENT OF MERGER
OF
ROCKET FARMS, INC.
AND
NURSERYMEN'S EXCHANGE, INC.

This Agreement of Merger ("Agreement") is entered into on this 27th day of December, 2012, by and among Rocket Farms, Inc., a California corporation ("Rocket"), and Nurserymen's Exchange, Inc., a California corporation ("NEI").

1. (a) Rocket is a California corporation organized on December 7, 1998 and has 1,500 shares of its Common Stock outstanding, all of which are owned by Monterey Peninsula Horticulture, Inc., a California corporation ("Parent").

(b) NEI is a California corporation organized on December 7, 1998 and has 1,500 shares of its Common Stock outstanding, all of which are owned by Parent.

2.— NEI shall be merged into Rocket.

3. Upon such merger:

(a) each outstanding share of Common Stock of Rocket shall remain outstanding;

and

(b) each outstanding share of Common Stock of NEI shall be cancelled and extinguished without consideration.

4. The articles of incorporation of Rocket are not amended by such merger.

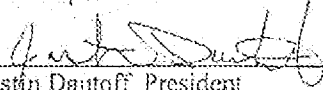
5. Upon such merger, the separate existence of NEI ceases and Rocket shall succeed, without other transfer, to all the rights and property of NEI and shall be subject to all the debts and liabilities thereof in the same manner as if Rocket had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of NEI shall be limited to the property affected thereby immediately prior to the time the merger is effective.

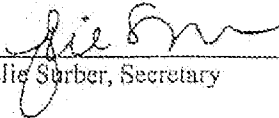
6. After such merger becomes effective, NEI, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in Rocket.

7. The effective date of such merger is the date upon which a copy of this Agreement is filed with the Secretary of State of California.

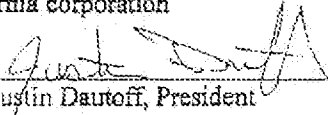
IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

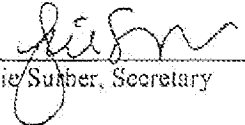
NURSERYMEN'S EXCHANGE, INC.,
a California corporation

By: 
Justin Dautoff, President

By: 
Leslie Surber, Secretary

ROCKET FARMS, INC.,
a California corporation

By: 
Justin Dautoff, President


By: 
Leslie Surber, Secretary

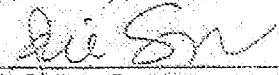
OFFICERS' CERTIFICATE

Justin Dautoff and Leslie Surber certify that:

1. They are the President and the Secretary, respectively, of Nurserymen's Exchange, Inc., a corporation organized under the laws of the State of California.
2. The corporation has only one class of shares and the total number of outstanding shares is 1,500.
3. The agreement in the form attached was approved by the corporation by the vote of a number of shares of the only class of stock of the corporation, which equaled or exceeded the vote required.
4. The percentage vote required of each class is 100%

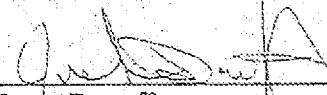
Signed on December 27, 2012


Justin Dautoff, President


Leslie Surber, Secretary

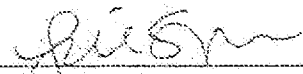
VERIFICATION BY WRITTEN DECLARATION

The undersigned, Justin Dautoff, declares this 27 day of December, 2012 at 360 Espinosa Road, Salinas, California, under penalty of perjury under the laws of the State of California that he has read the foregoing certificate and knows the contents thereof and that the same is true of his own knowledge.


Justin Dautoff

VERIFICATION BY WRITTEN DECLARATION

The undersigned, Leslie Surber, declares this 27 day of December, 2012 at 360 Espinosa Road, Salinas, California, under penalty of perjury under the laws of the State of California that she has read the foregoing certificate and knows the contents thereof and that the same is true of her own knowledge.



Leslie Surber

OFFICERS' CERTIFICATE

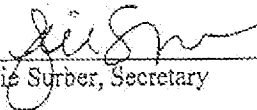
Justin Dautoff and Leslie Surber certify that:

1. They are the President and the Secretary, respectively, of Rocket Farms, Inc., a corporation organized under the laws of the State of California.
2. The corporation has only one class of shares and the total number of outstanding shares is 1,500.
3. The agreement in the form attached was approved by the corporation by the vote of a number of shares of the only class of stock of the corporation, which equaled or exceeded the vote required.
4. The percentage vote required of each class is more than 50%.

Signed on December 27, 2012



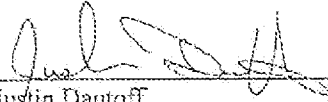
 Justin Dautoff, President



 Leslie Surber, Secretary

VERIFICATION BY WRITTEN DECLARATION

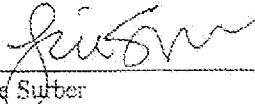
The undersigned, Justin Dautoff, declares this 27 day of December, 2012 at 360 Espinosa Road, Salinas, California, under penalty of perjury under the laws of the State of California that he has read the foregoing certificate and knows the contents thereof and that the same is true of his own knowledge.



 Justin Dautoff

VERIFICATION BY WRITTEN DECLARATION

The undersigned, Leslie Surber, declares this 27 day of December, 2012 at 360 Espinosa Road, Salinas, California, under penalty of perjury under the laws of the State of California that she has read the foregoing certificate and knows the contents thereof and that the same is true of her own knowledge.



 Leslie Surber



2028.1
#(15807 v.1)



I hereby certify that the foregoing
transcript of _____ (page(s))
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAR 04 2013

Date: _____

Handwritten signature of Debra Bowen in cursive script.

DEBRA BOWEN, Secretary of State

TRADEMARK