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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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12-05-2001



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of

101908073

original documents or copy thereof.

1. Name of conveying party(ies):
Gurney's Seed & Nursery Co.

- Individual(s)
- General Partnership
- Corporation-State South Dakota
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 26, 2001

2. Name and address of receiving party(ies)
Name: Scarlet Tanager Holdings I LLC

Internal
Address: c/o Niles Kinerk

Street Address: 7602 Hyland Lane

City: Guilford State: Indiana Zip: 47022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State

Other Limited Liability Company-Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2055313

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Candace Lynn Bell, Esq.

Internal Address: Kavinoky & Cook, LLP

Street Address: 120 Delaware Avenue

City: Buffalo State: New York Zip: 14202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account for underpayment

8. Deposit account number:
50-1024

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Candace Lynn Bell, Esq.

Name of Person Signing

Signature

November 1, 2001

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
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GURNEY'S SEED & NURSERY CO.

a/k/a Gurney Seed & Nursery Corp.

(LOT D)

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

Whereas Gurney's Seed & Nursery Co., a South Dakota Corporation, a/k/a Gurney Seed & Nursery Corp., with offices at 1950 Waldorf N.W., Grand Rapids, Michigan 49950, Attention: Lawrence M. Adelman, has adopted and used the trademarks and/or service marks described as the "Marks" on Schedule A attached hereto; some of which Marks may be the subject of pending applications with the United States Patent and Trademark Office, some of which Marks may be the subject of registrations with the United States Patent and Trademark Office, some of which Marks may be the subject of pending applications with foreign trademark offices and some of which Marks may be the subject of registrations with foreign trademark offices, as more specifically described on Schedule A, and

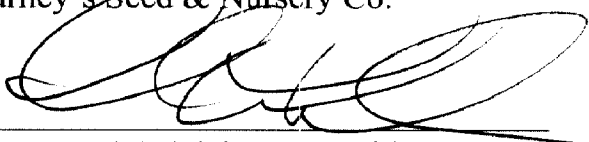
Whereas Scarlet Tanager Holdings I LLC, a Delaware Limited Liability Company with a mailing address of 7602 Hyland Lane, Guilford, Indiana 47022, c/o Mr. Niles Kinerk, is desirous of acquiring said Marks and the goodwill associated therewith.

Now, therefore, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Gurney's Seed & Nursery Co. does hereby fully assign, transfer, and release unto Scarlet Tanager Holdings I LLC all of its right, title, and interest in and to the said Marks, including, but not limited to, all of its right, title, and interest in and to any pending applications and registrations for such Marks, together with the goodwill of the business symbolized by the Marks.

Gurney's Seed & Nursery Co. further assigns, transfers, and releases to Scarlet Tanager Holdings I LLC any and all claims for damages by reason of past, present, or future continuing infringement of said Marks, and the right to sue for and collect the same for its own use and benefit and that of its successors, assigns, or other legal representatives.

As of:
Date: October 26, 2001

Gurney's Seed & Nursery Co.

By: 
Lawrence M. Adelman, President

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STATE OF NEW YORK)
)SS.:
COUNTY OF NEW YORK)

On the 25 day of October, 2001 before me the undersigned, personally appeared Lawrence M. Adelman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity as President Gurney's Seed & Nursery Co., and that by his signature on the instrument Gurney's Seed & Nursery Co. executed the instrument, and that Lawrence M. Adelman made such appearance before the undersigned in the City of NE w York and State of NEW YORK

Marilyn Cohen
Notary Public

MARILYN COHEN
Notary Public, State of New York
No. 01005026205
Qualified in Queens County
Commission Expires April 11, 2002

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SCHEDULE A

(LOT D)

OWNER: Gurney's Seed & Nursery Co. in Asset Purchase Agreement listed as:
Gurney Seed & Nursery Corp.
South Dakota Corporation

MARK	STATUS	REG NUMBER	REG DATE	SERIAL NUMBER	FILE DATE	COUNTRY
TRIANGLE AND ROOT design only	REG	2055313	04/22/1997	75/116352	06/10/1996	USA

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