

12-05-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Spring Hill Nurseries Co. Individual(s) Association General Partnership Limited Partnership Corporation-State Ohio Other

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: October 26, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2137460, 2257500

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41) \$ 65.00 Enclosed Authorized to be charged to deposit account for underpayment

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

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. Signature Date November 2, 2001

Total number of pages including cover sheet, attachments, and document: 6

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 REEL: 002402 FRAME: 0436

12/04/2001 09:00:07 137460 4200 4200 4200

SPRING HILL NURSERIES CO  
a/k/a Spring Hill Nurseries Company

(LOT H)

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

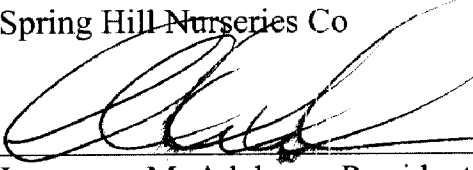
Whereas Spring Hill Nurseries Co, a/k/a Spring Hill Nurseries Company, an Ohio Corporation with offices at 1950 Waldorf N.W., Grand Rapids, Michigan 49950, Attention: Lawrence M. Adelman, has adopted and used the trademarks and/or service marks described as the "Marks" on Schedule A attached hereto; 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, Spring Hill Nurseries 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 the registrations for such Marks, together with the goodwill of the business symbolized by the Marks.

Spring Hill Nurseries Co further assigns, transfers, and releases to Scarlet Tanager I Holdings 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

Spring Hill Nurseries Co  
By:   
Lawrence M. Adelman, President

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REEL: 002402 FRAME: 0438**

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 Spring Hill Nurseries Co, and that by his signature on the instrument Spring Hill Nurseries Co executed the instrument, and that Lawrence M. Adelman made such appearance before the undersigned in the City of New York and State of New York.

Marilyn Cohen  
Notary Public

MARILYN COHEN  
Notary Public, State of New York  
No. 01CC6026205  
Qualified in Queens County  
Commission Expires April 11, 2002

SCHEDULE A

(LOT H)

OWNER: Spring Hill Nurseries Co in Asset Purchase Agreement listed as:  
Spring Hill Nurseries Company  
Ohio Corporation

MARK	STATUS	REG NUMBER	REG DATE	SERIAL NUMBER	FILE DATE	COUNTRY
GOLDEN EAGLE	REG	2137460	02/17/1998	75/273301	04/11/1997	USA
IT'S SHOWTIME	REG	2257500	06/29/1999	75/154922	08/23/1996	USA

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RECORDED: 11/01/2001

TRADEMARK  
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