

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EL MODENO GARDENS, INC.		01/31/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	55 South Lake Avenue, Suite 900
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	National Association:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1720565	COLOR YOUR WORLD
Registration Number:	1238673	ELMO ELITE
Registration Number:	1534542	JAUNTY
Registration Number:	3155484	GARDEN BY DESIGN
Registration Number:	3033767	SHADESCAPES
Registration Number:	2284119	PATIO BOUQUET
Registration Number:	1261861	GREEN GOLD
Registration Number:	1511176	FLAMINGO

CORRESPONDENCE DATA

Fax Number: (213)630-5728  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 213-891-5011  
 Email: jhawke@buchalter.com  
 Correspondent Name: Jody Hawke  
 Address Line 1: 1000 Wilshire Boulevard, Suite 1500

CH \$215.00 1720565

Address Line 4: Los Angeles, CALIFORNIA 90017-2457

ATTORNEY DOCKET NUMBER:

B0660-0067

NAME OF SUBMITTER:

Jody Hawke

Signature:

/Jody Hawke/

Date:

02/26/2007

**Total Attachments: 5**

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

EL MODENO GARDENS, INC., a California corporation, whose address is 11911 Jeffrey Rd., Irvine, CA 92602 ("Debtor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., whose address is 55 South Lake Avenue, Suite 900, Pasadena, California 91101 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), to which such Trademarks, Patents and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of January 31, 2007 (the "Agreement"), among the Debtor and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

31<sup>st</sup> IN WITNESS WHEREOF, the undersigned has duly executed this document as of the day of January, 2007.

EL MODENO GARDENS, INC.  
a California corporation

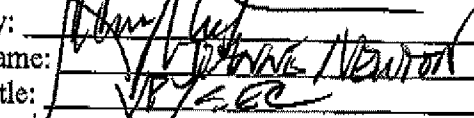
By:   
Name: John A. Newton  
Title: VP/Sec

EXHIBIT A  
TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
"Color Your World" <sup>®</sup>	El Modeno Gardens, Inc.	Renewed/Registered	1,720,565	9/29/1992
"Elmo Elite" <sup>®</sup>	El Modeno Gardens, Inc.	Renewed/Registered	1,238,673	5/17/1983
Gerbera "Jaunty" <sup>®</sup>	El Modeno Gardens, Inc.	Registered	1,534,542	4/11/1989
"Garden by Design" <sup>®</sup>	El Modeno Gardens, Inc.	Registered	3,155,484	10/17/2006
"Shadescapes" <sup>®</sup>	El Modeno Gardens, Inc.	Registered	3,033,767	12/27/2005
"Patio Bouquet" <sup>®</sup>	El Modeno Gardens, Inc.	Registered	2,284,119	10/05/1999
Euryops "Green Gold" <sup>®</sup>	El Modeno Gardens, Inc.	Registered	1,261,861	12/20/1983
Dianthus "Flamingo" <sup>®</sup>	El Modeno Gardens, Inc.	Registered	1,511,176	11/01/1988

Exhibit A

EXHIBIT B  
PATENTS

None reported by Borrower.

Exhibit B

EXHIBIT C  
COPYRIGHTS

None reported by Borrower

Exhibit C

BN 1116272v2

**RECORDED: 02/26/2007**

**TRADEMARK**  
**REEL: 003488 FRAME: 0414**