

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |  |
|-----------------------|--|
| SUBMISSION TYPE:      | NEW ASSIGNMENT                               |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

**CONVEYING PARTY DATA**

| Name                | Formerly | Execution Date | Entity Type           |
|---------------------|----------|----------------|-----------------------|
| Dutch Gardens, Inc. |          | 12/14/2009     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                 |                                |
|-----------------|--------------------------------|
| Name:           | Burgess Seed and Plant Company |
| Street Address: | 905 Four Seasons Road          |
| City:           | Bloomington                    |
| State/Country:  | ILLINOIS                       |
| Postal Code:    | 61701                          |
| Entity Type:    | CORPORATION: MICHIGAN          |

**PROPERTY NUMBERS Total: 1**

| Property Type        | Number  | Word Mark     |
|----------------------|---------|---------------|
| Registration Number: | 3282873 | DUTCH GARDENS |

**CORRESPONDENCE DATA**

Fax Number: (312)332-6376  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 3123323033  
 Email: kthompson@davismcgrath.com  
 Correspondent Name: Kevin A. Thompson and Marsha K. Hoover  
 Address Line 1: 125 S WACKER DR  
 Address Line 4: Chicago, ILLINOIS 60606

|                    |                     |
|--------------------|---------------------|
| NAME OF SUBMITTER: | Kevin A. Thompson   |
| Signature:         | /Kevin A. Thompson/ |
| Date:              | 03/24/2010          |

Total Attachments: 3  
 source=Assignment of Trademark#page1.tif

**900157990**

**TRADEMARK  
 REEL: 004173 FRAME: 0543**

**OP \$40.00 3282873**

source=Assignment of Trademark#page2.tif

source=Assignment of Trademark#page3.tif

**ASSIGNMENT OF TRADEMARK**

This Assignment of Trademark (the "Assignment") is made by **DUTCH GARDENS, INC.**, a Vermont corporation (the "Assignor") to **BURGESS SEED AND PLANT COMPANY**, a Michigan corporation (the "Assignee").

Background

Pursuant to that certain Asset Purchase Agreement by and between Assignor and Assignee dated August \_\_, 2009 (the "Agreement"), Assignor has agreed to transfer and assign to Assignee, and Assignee has agreed to accept from Assignor the transfer and assignment of, Assignor's worldwide right, title and interest in, to and under the trademarks, registered and unregistered, listed on Exhibit "A" attached hereto and incorporated herein by reference, together with all of the goodwill associated therewith (collectively, the "Marks").

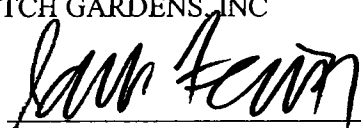
**N O W , T H E R E F O R E ,**

Assignor does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of all of Assignor's right, title and interest in and to the Marks, together with all Assignor's Warranties in Section 3.8 of the Agreement and all rights to sue for infringement of the Marks, whether arising prior to or subsequent to the date of this Assignment, and any and all renewals and extensions thereof that may hereafter be secured, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment not been made.

This Assignment shall be governed by and construed in accordance with the laws of the State of Vermont without giving effect to the principles of conflicts of laws thereof.

IN WITNESS WHEREOF, Assignor has caused its duly authorized officer to execute this Assignment of Trademark as of the 14 day of DECEMBER, 2009.

DUTCH GARDENS, INC

By:   
Duly Authorized Agent

BURGESS PLANT AND SEED COMPANY, INC.

By: \_\_\_\_\_  
Duly Authorized Agent

## ASSIGNMENT OF TRADEMARK

This Assignment of Trademark (the "Assignment") is made by **DUTCH GARDENS, INC.**, a Vermont corporation (the "Assignor") to **BURGESS SEED AND PLANT COMPANY**, a Michigan corporation (the "Assignee").

### Background

Pursuant to that certain Asset Purchase Agreement by and between Assignor and Assignee dated August \_\_, 2009 (the "Agreement"), Assignor has agreed to transfer and assign to Assignee, and Assignee has agreed to accept from Assignor the transfer and assignment of, Assignor's worldwide right, title and interest in, to and under the trademarks, registered and unregistered, listed on Exhibit "A" attached hereto and incorporated herein by reference, together with all of the goodwill associated therewith (collectively, the "Marks").

NOW, THEREFORE,

Assignor does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of all of Assignor's right, title and interest in and to the Marks, together with all Assignor's Warranties in Section 3.8 of the Agreement and all rights to sue for infringement of the Marks, whether arising prior to or subsequent to the date of this Assignment, and any and all renewals and extensions thereof that may hereafter be secured, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment not been made.

This Assignment shall be governed by and construed in accordance with the laws of the State of Vermont without giving effect to the principles of conflicts of laws thereof.

IN WITNESS WHEREOF, Assignor has caused its duly authorized officer to execute this Assignment of Trademark as of the \_\_ day of \_\_\_\_\_, 2009.

DUTCH GARDENS, INC

By: \_\_\_\_\_  
Duly Authorized Agent

BURGESS PLANT AND SEED COMPANY, INC.

By:   
Duly Authorized Agent

TRADEMARK

REEL: 004173 FRAME: 0546

Exhibit "A"

Marks

| Marks         | Registration/Serial Number | Registration Date | Status |
|---------------|----------------------------|-------------------|--------|
| Dutch Gardens | 3282873                    | 08/21/07          | Live   |

Design/logo including the words "Dutch Gardens" with tulip, which has not been registered with the United States Patent and Trademark Office

**DUTCH  GARDENS**

<359728/7pkg021.DOC/WAN>