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

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

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

1. Name of conveying party(ies):
Geo. W. Park Seed Co., Inc.

17.9.03

Individual Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

2. Name and address of receiving party(ies):
Name: W. Atlee Burpee Company
Internal Address: _____
Street Address: 300 Park Avenue
City: Warminster State: PA ZIP: 18974

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporate-State Pennsylvania
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 14, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/453,605; 76/461,679

B. Trademark registration No.(s): 1,858,773

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kevin M. Masucci, Esquire
Internal Address: Stradley, Ronon, Stevens & Young, LLP

Street Address: 2600 One Commerce Square

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):..... \$ 90
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
NOT APPLICABLE
(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.

Kevin M. Masucci, Esquire December 4, 2003
Person Signing Signature Date

Total number of pages comprising cover sheet: 1

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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01 FC:0521 40.00 OP
02 FC:0522 50.00 OP

TRADEMARK
REEL: 002881 FRAME: 0844

TRADEMARK ASSIGNMENT

WHEREAS, Geo. W. Park Seed Co., Inc., a South Carolina corporation, also known as Geo. W. Park Seed Company, Inc. ("GWPC"), is the owner of the trademark and trademark applications set forth on Exhibit A attached hereto (the "Trademark Rights").

WHEREAS, W. Atlee Burpee Company, a Pennsylvania corporation (together with its successors and assigns, "Burpee"), having an office at 300 Park Avenue, Warminster, PA 18974, is desirous of acquiring from GWPC the entire right, title and interest in, to and under the Trademark Rights.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GWPC hereby sells, assigns, transfers and sets over to Burpee GWPC's entire right, title and interest for the territory of the United States of America and all foreign countries in and to the Trademark Rights, together with the goodwill of the business symbolized by the Trademark Rights, together with all claims for damage by reason of past infringement of said Trademark Rights, including the right to sue for and collect the same for its own use and on behalf of and for its successors and assigns;

AND FURTHER, GWPC does hereby represent and warrant to Burpee that it has the full power to make this assignment and that the rights assigned are not encumbered by any grant, license or right heretofore given, and that GWPC, its successors and assigns, shall and will, without demanding any further consideration therefor, at the request of Burpee, do all lawful and just acts and things and procure or make, execute and deliver any and all other instruments in writing, including, without limitation, any and all application papers, affidavits, assignments or other documents, that may be or become necessary or appropriate in this or in any foreign country for obtaining, sustaining, or renewing said Trademark Rights, for maintaining and perfecting Burpee's right to the Trademark Rights and to vest in Burpee the whole right, title and interest in and to the Trademark Rights and the other rights assigned hereunder.

IN WITNESS WHEREOF, the undersigned intending to be legally bound has executed this Trademark Assignment on the date first written below.

GEO. W. PARK SEED CO., INC.

By: Karen W. Jenks
Name: KAREN W. JENKS
Title: PRESIDENT

Attest

Karen W. Jenks

Date: November 14, 2003

State/~~Commonwealth~~ of SOUTH CAROLINA

County of GREENVILLE

Then personally appeared before me the above-named Karen W. Jenks and acknowledged that he is an officer of said corporation, that he executed the foregoing instrument on behalf of Geo. W. Park Seed Co., Inc. with authority to do so, and that signing of the instrument is the free act and deed of the corporation and that said person acknowledged that he executed the same for the purposes therein contained.

Dated this 14th day of November, 20 .

(SEAL)

Melissa Carper Bailey Notary Public

Melissa Carper Bailey Print Name

My commission expires 4-22-2008

EXHIBIT A

<u>Country</u>	<u>Trademark</u>	<u>Application No.</u>	<u>Registration No.</u>	<u>Status</u>	<u>Registration Date</u>
USA	THE COOK'S GARDEN	76/453,605	Not yet registered	Published for opposition, 11/14/2003	N/A
USA	THE COOK'S GARDEN	76/461,679	Not yet registered	Published for opposition, 10/07/2003	N/A
USA	THE COOK'S GARDEN	74/423,101	1,858,773	Issued	October 18, 1994