

02-25-1999



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment **License**

Security Agreement **Nunc Pro Tunc Assignment**

Merger **Effective Date**
Month Day Year

Change of Name

Other **Power of Attorney (Trademark Assets)**

Conveying Party

Mark if additional names of conveying parties attached

Name **Execution Date**
Month Day Year

Formerly

Individual **General Partnership** **Limited Partnership** **Corporation** **Association**

Other

Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **Jackson National Life Insurance Company**

DBA/AKA/TA

Composed of

Address (line 1) **c/o PPM America, Inc.**

Address (line 2) **225 West Wacker Drive**

Address (line 3) **Chicago** **IL** **60606**
City State/Country Zip Code

Individual **General Partnership** **Limited Partnership** **Corporation** **Association**

Other **Insurance Company**

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/25/1999 JSHABAZZ 00000056 75330124
01 FC:481 40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 1860 FRAME: 0916

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75330124"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Michael Rothstein

2/19/99

Name of Person Signing

Signature

Date Signed

POWER OF ATTORNEY

Trademark Assets

Pursuant and subject to the terms of that certain Credit Agreement dated as of December 11, 1997 and amended and restated as of January 29, 1999 and that certain Intellectual Property Security Agreement dated as of January 29, 1999, as each may be amended, restated, modified or supplemented and in effect from time to time, CPPI Acquisition Corp., a Delaware corporation, (the "Company"), hereby grants to Jackson National Life Insurance Company, a Michigan insurance company (together with its successors and assigns, "JNL"), a power of attorney:

1. to offer to sell, to sell, to assign, to license, or to otherwise transfer (collectively, "transfer") any or all of the Company's right, title and interest around the world in and to the trademarks listed on **Schedule A** attached hereto, including the registrations and applications to register such trademarks and all goodwill associated with such trademarks;
2. to execute all documents on its behalf and do all acts necessary or desirable to effect the above stated transfers of right, as if JNL were the Company at all appropriate times; and
3. to receive and retain consideration, including money, in connection with and in payment for any such transfer.

All transfers and such acts as described above are hereby ratified and confirmed by the Company.

This Power of Attorney is coupled with an interest and is irrevocable except with the consent of JNL.

Dated as of February 5, 1999

CPPI ACQUISITION CORP., a Delaware corporation

By: MLJ
Title: CEO, Vice President + Assistant Secretary

STATE OF COLORADO)
) SS
COUNTY OF ARAPAHOE)

I, RONALD H. OKANE, a Notary Public in and for said County, in the State aforesaid, HEREBY CERTIFY that Michael Hurtt, the CEO, VP + ASS'T Sec of **CPPI ACQUISITION CORP.**, a Delaware corporation (the "*Corporation*"), personally known to me to be the same person whose name is subscribed to the foregoing Power of Attorney as such _____, appeared before me this day in person and acknowledged that he signed and delivered such instrument as his own free and voluntary act and as the free and voluntary act of the Corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 5th day of February 1999.

Ronald H. Okane

Notary Public

My Commission Expires:

JAN 6, 2001

Schedule A

Mark

Date Filed/Issued

Registration/Application
Number

The Original Gardener's Choice
Since 1961

07/24/97

App. No. 75/330124