

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
Springtime Acquisition Corporation		03/08/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	A2 Organic Corporation		
Street Address:	2377 Main Street		
City:	Glastonbury		
State/Country:	CONNECTICUT		
Postal Code:	06033		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1291568	GRO-WELL	
Registration Number:	1292498	GRO-WELL	
Registration Number:	1246821	GRO-WELL	
CORRESPONDENCE DATA			
Fax Number:	(212)735-8708		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-735-8674		
Email:	jsaviano@morrisoncohen.com		
Correspondent Name:	Joshua D. Saviano		
Address Line 1:	909 Third Avenue		
Address Line 2:	27th Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	17698-301		
NAME OF SUBMITTER:	Joshua D. Saviano		

CH \$90.00 1291568

Signature:

/Joshua D. Saviano/

Date:

03/09/2006

Total Attachments: 4

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment"), dated as of March 8, 2006, is made by SPRINGTIME ACQUISITION CORPORATION, a Delaware corporation ("Assignor") in favor of A² ORGANIC CORPORATION, a Delaware corporation ("Assignee").

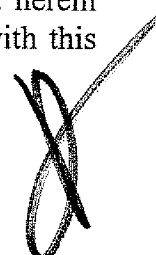
WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to those trademarks, service marks, slogans, trade names and the like and all goodwill associated with the foregoing as set forth on the attached Schedule A (collectively, the "Marks"); and

WHEREAS, pursuant to that certain Trademark Purchase Agreement, dated as of the date hereof, Assignor sold to Assignee its right, title and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration paid by Assignee, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably assigns to Assignee, its successors and assigns, all of its right, title and interest in and to the Marks together with the goodwill of the business in connection with which the Marks are used, and all registrations and trademark applications therefor, in the United States, its territories and possessions and throughout the world as well as renewals and extensions of the registrations that are or may be secured under the laws of the United States, its territories and possessions and throughout the world.

Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States of America, or with respect to any foreign trademarks or service marks or applications or registrations for such marks the foreign equivalent as the case may be, to record Assignee as owner of the Marks and to issue any and all registrations, including renewals thereof, to Assignee, its successors, assigns, nominees or other legal representatives. Assignor hereby represents and covenants that it has the full right to convey the entire interest herein assigned, and that it has not executed and will not execute any agreement in conflict with this Assignment.

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be duly executed as of the date first above written.

ASSIGNOR

SPRINGTIME ACQUISITION CORPORATION

By: Thomas Corell
Name: Thomas Corell
Title: V. Pres

ASSIGNEE

A² ORGANIC CORPORATION

By: _____
Name:
Title:

[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be duly executed as of the date first above written.

ASSIGNOR

SPRINGTIME ACQUISITION CORPORATION

By: _____
Name:
Title:

ASSIGNEE

A² ORGANIC CORPORATION

By:  _____
Name:
Title:

[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

Schedule A

Trademarks

<u>Registration or Serial Number</u>	<u>Mark</u>
1291568	GRO-WELL
1292498	GRO-WELL
1246821	GRO-WELL

