No. 7800005

THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

W. Atlee Burpee Company

Whereas, THERE HAS BEEN PRESENTED TO THE

Secretary of Agriculture

AN APPLICATION REQUESTING A CERTIFICATE OF PROTECTION FOR AN ALLEGED NOVEL VARIETY OF SEXUALLY REPRODUCED PLANT, THE NAME AND DESCRIPTION OF WHICH ARE CONTAINED IN THE APPLICATION AND EXHIBITS, A COPY OF WHICH IS HEREUNTO ANNEXED AND MADE A PART HEREOF, AND THE VARIOUS REQUIREMENTS OF LAW IN SUCH CASES MADE AND PROVIDED HAVE BEEN COMPLIED WITH, AND THE TITLE THERETO IS, FROM THE RECORDS OF THE PLANT VARIETY PROTECTION OFFICE, IN THE APPLICANT(S) INDICATED IN THE SAID COPY, AND WHEREAS, UPON DUE EXAMINATION MADE, THE SAID APPLICANT(S) IS (ARE) ADJUDGED TO BE ENTITLED TO A CERTIFICATE OF PLANT VARIETY PROTECTION UNDER THE LAW.

NOW, THEREFORE, THIS CERTIFICATE OF PLANT VARIETY PROTECTION IS TO GRANT UNTO THE SAID APPLICANT(S) AND THE SUCCESSORS, HEIRS OR ASSIGNS OF THE SAID APPLICANT(S) FOR THE TERM OF seventeen YEARS FROM THE DATE OF THIS GRANT, SUBJECT TO THE PAYMENT OF THE REQUIRED FEES AND PERIODIC REPLENISHMENT OF VIABLE BASIC SEED OF THE VARIETY IN A PUBLIC REPOSITORY AS PROVIDED BY LAW, THE RIGHT TO EXCLUDE OTHERS FROM SELLING THE VARIETY, OR OFFERING IT FOR SALE, OR REPRODUCING IT, IMPORTING IT, OR EXPORTING IT, OR USING IT IN PRODUCING A HYBRID OR DIFFERENT ETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT T. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

ZINNIA

'Rose Starlet'

In Testimony Whereof, I have hereunto set my hand and caused the seal of the Plant Variety Protection Office *to be affixed at the City of* Washington *this* 2nd *day of* February *in the year of our Lord one thousand nine hundred and* seventy-eight

Attest:

Acting
Commissioner
Plant Variety Protection Office
Grain Division
Agricultural Marketing Service

Secretary of Agriculture

FORM APPROVED. OMB NO. 40-R3712

FORM GR-470-21
(3-15-73)

UNITED STATES DEPARTMENT OF AGRICULTURE
AGRICULTURAL MARKETING SERVICE
GRAIN DIVISION
HYATTSVILLE, MARYLAND 20782

EXHIBIT C
(Zinnia)

OBJECTIVE DESCRIPTION OF VARIETY
ZINNIA *(ZINNIA SPP.)*

INSTRUCTIONS: *See Reverse.*

NAME OF APPLICANT(S)
W. Atlee Burpee Co.

ADDRESS *(Street and No. or R.F.D. No., City, State, and ZIP Code)*
300 Park Avenue
Warminster, PA 18974

FOR OFFICIAL USE ONLY
PVPO NUMBER 7800005
VARIETY NAME OR TEMPORARY DESIGNATION
Semi-Dwarf Border Rose Starlet

Place the appropriate number that describes the varietal character of this variety in the boxes below.
Place a zero in first box (e.g. [0][8][9] or [0][9]) when number is either 99 or less or 9 or less.

1. SPECIES:

[1] 1 = ELEGANS 2 = LINEARIS 3 = HAGGEANA *(angustifolia)* 4 = SPECIES CROSS _____

2. PLOIDY:

[1] 1 = DIPLOID (24) 2 = TETRAPLOID (48) 3 = OTHER *(Specify)* _____

3. FLOWER TYPE:

[3] 1 = BUTTON *(Cherry Buttons, Thumbelina)* 2 = POMPON *(Scarlet Gem, White Gem)* 3 = DAHLIA *(Dream, Exquisite)* Nearest to
4 = CRESTED, SCABIOSA *(Wind Witch)* 5 = CACTUS *(Blaze, Sunny Boy)* 6 = MEXICAN *(Old Mexico)*

4. PLANT:

[4][2] DAYS FROM EMERGENCE TO FIRST FLOWER [2] Season: 1 = SHORT, CONCENTRATED FLOWERING 2 = LONG, CONTINUOUS FLOWERING

[0][1] NO. OF PRIMARY BRANCHES [0][3] NO. OF SECONDARY BRANCHES [0][8] NO. OF TERTIARY BRANCHES

Main Stalk:

[0][3] NO. OF INTERNODES [1.25] CM. LENGTH OF INTERNODE BETWEEN FIRST & SECOND NODES [1][1] MM. DIAMETER BETWEEN FIRST & SECOND NODE

[1] Habit: 1 = COMPACT 2 = SPREADING [3][8] Habit: CM. WIDE [3][5] Habit: CM. HIGH

[2] 1 = GLABROUS 2 = SPARSELY PUBESCENT 3 = PUBESCENT

5. LEAF:

[2] Shape: 1 = LANCEOLATE 2 = OVATE 3 = ELLIPTIC [4][5] MM. WIDE [7][0] MM. LONG

[2] Dorsal Surface: 1 = GLABROUS 2 = PUBESCENT sparsely [2] Ventral Surface: 1 = GLABROUS 2 = PUBESCENT sparsely

6. FLOWERS:

[2][1] CM. LENGTH OF CUT FLOWER *(from head to first branch)* [0][8] AVERAGE NO. PER PLANT plus smaller flowers [8.5] CM. DIAMETER OF HEAD

[1] Stems: 1 = RIGID 2 = FLEXIBLE [1] Stems: 1 = BRITTLE 2 = WIREY

[3] Doubleness: 1 = SINGLE *(one row of rays)* 2 = SEMI-SINGLE *(several rows of rays)*
3 = SEMI-DOUBLE *(many rows of rays)* 4 = DOUBLE *(all rays)*

7. RAY PETALS:

[1] 1 = FLAT 2 = TWISTED 3 = CURLED 4 = SHAGGY 5 = QUILLED
6 = COMBINATION OR OTHER *(Specify)* _____

[2] Dorsal Surface: [2] Ventral Surface: } 1 = GLABROUS 2 = PUBESCENT mildly

[1] Dorsal Surface: [2] Ventral Surface: } 1 = DULL 2 = SHINY

APICES:

[2] 1 = ACUTE 2 = OBTUSE [2] 1 = ENTIRE 2 = NOTCHED 3 = SPINED

FORM GR-470-21 (REVERSE) 7800005

8. COLOR OF RAYS: (Colors listed below apply to Monocolor and Color Patterns.)

[1 4] MONOCOLOR Mature florets Red group 52A in R.H.S. 1966 Color Chart.

Color Patterns for Bicolor or Multicolor:

Dorsal Side: [ ] Ventral Side: [ ] APEX HALF [ ] BASE HALF [ ] BACK-GROUND COLOR [ ] STREAKS [ ] STRIPES

Dorsal Side: [ ] Ventral Side: [ ] SPOTS [ ] BLOTCHES [ ] OTHER (Specify) _____

01 = WHITE 02 = CREAM 03 = PINK 04 = ROSE 05 = RED 06 = ORANGE 07 = GOLD 08 = BRONZE
09 = YELLOW 10 = GREEN 11 = LAVENDER 12 = SCARLET 13 = SALMON 14 = OTHER (Specify) Salmon-rose.

9. DISK FLORETS:

[2] 1 = ABSENT 2 = PRESENT, partially covered 3 = PRESENT, CONSPICUOUS [2] 1 = NOT QUILLED 2 = QUILLED

[0 7] Color: (Choose from colors in No. 9 above)

10. ANTHOCYANIN: (1 = Absent, 2 = Present)

[2] SEEDLINGS [2] STEMS [2] LEAVES [2] FLOWERS

11. SEEDS:

[2] Yield: 1 = NONE 2 = POOR 3 = FAIR 4 = GOOD [0 9] MM. LONG [0 3] MM. WIDE

[3] Color: 1 = TAN 2 = LIGHT BROWN 3 = DARK BROWN [5 5 7] MG. PER 100 SEEDS

12. DRIED RECEPTACLE (After seed removal):

[4] Shape: 1 = FLAT 2 = DOME 3 = GLOBE 4 = CONE [2.2] CM. LENGTH [1.1] CM. DIAMETER AT BASE

13. DISEASE: (0 = Not Tested, 1 = Susceptible, 2 = Resistant)

[0] POWDERY MILDEW [0] MOSAIC [0] FUSARIUM WILT [0] ALTERNARIA LEAF SPOT

14. INDICATE VARIETIES MOST CLOSELY RESEMBLING THAT SUBMITTED:

CHARACTER	NAME OF VARIETY	CHARACTER	NAME OF VARIETY
Flower size	Peter Pan Hybrid Pink	Plant size	Peter Pan Hybrid Pink
Flower type	Unique	Foliage size	Peter Pan Hybrid Pink
Flower color	Unique	Maturity	Peter Pan Hybrid Pink
Plant Habit	Peter Pan Hybrid Pink		

REFERENCES:

1. Bodger Seed Company , LTD. The Zinnia and Its Uses. Bul. No. 1 19 pp. 1935.
2. Honeywell, E. R., 1970. The Zinnia. Purdue University Ext Service HO-104.
3. Metcalf, H. N. and J. N. Sharma. Germplasm Resources of the Genus Zinnia L. Econ. Bot. 25:169-181. 1971.
4. Weddle, Charles. The Elegant Zinnia. Nat. Hort. Mag. 24(2): 83-91. 1945.
5. Nickerson's or any recognized color fan should be used to determine the plant colors of the described variety.

COMMENTS:

ZINNIA SEMI-DWARF BORDER ROSE STARLET

13B Exhibit ~~B~~ D rfs

Annual. No special characteristics of seed, seedling or fruiting stage (that is, seed head), just typical of Zinnia elegans. Leaves opposite and entire sessile stem clasping ovate heart-shaped. Involucral bracts ovate, peduncles round and ribbed, solitary. Flower heads 8.5cm in diameter. Flower type has a very vague resemblance to the Giant Dahlia-flowered class but is quite distinct - flowers having a flatter profile and the ray florets, whilst being broad, are gently corrugated. Apices of the ray florets are deeply notched. True disc florets are quilled. Modified ray florets inserted on the disc are tubular when they first appear but rapidly open out flat. Height is 35cm. Variety is completely unique.

ZINNIA SEMI-DWARF BORDER ROSE STARLET

13D Exhibit B

Came completely true in our Santa Paula, California, trials in 1973, 1974, 1975, 1976 and 1977. Came completely true in All-America 1975 trials and was awarded a Silver Medal. We also grew a ½ acre crop in 1975, a 15 acres crop in 1976 and a 12 acres crop in 1977 that came completely true.

In flower type it bears a very vague resemblance to the Giant Dahlia-flowered class but it is quite distinct - the flowers of Semi-Dwarf Border Rose Starlet having a flatter profile. The ray florets, whilst being broad, are gently corrugated. The tips of the ray florets are deeply notched. Color of the mature ray florets is salmon-rose with a cerise tint. Young ray florets towards the center of the flower are a shade deeper and more reddish salmon in color.

Flowers are not fully double but almost appear so as whilst the true disc florets are tubular, and do not contribute to the attractiveness of the variety, modified ray florets are randomly inserted on the disc. When they first appear these modified ray florets, on the disc, are tubular but rapidly open out flat. Being numerous, and of the same color as the regular ray florets, these modified ray florets give an impression of doubleness.

In habit Semi-Dwarf Border Rose Starlet most closely resembles the Peter Pan Hybrid class, but it is slightly taller. The flower type is absolutely distinct from the Peter Pan Hybrid class.

Comparison	Semi-Dwarf Border Rose Starlet	Peter Pan Hybrid Pink
Height	35cm	30cm
Spread	38cm	38cm
Flower diameter	8.5cm	8.5cm
Flower type	Broad corrugated petal, flat profile flower, semi-double	Semi-ruffled petal, semi-globular flower, double
Stem	Rounded and ribbed	Rounded

ZINNIA SEMI-DWARF BORDER ROSE STARLET

13A Exhibit A

The development history of this zinnia is extremely complex. Development started in 1955 with crosses between large cactus-flowered types and Navajo - the latter variety being a rather small-flowered bicolor. Continuous selection from these crosses led to the purification of a Burpee Dwarf Inbred class, in several colors, that was never introduced.

In 1962 several colors in this Burpee Dwarf Inbred class were crossed with Giant Dahlia-flowered varieties, and Semi-Dwarf Border Rose Starlet came out of crosses with Giant Dahlia-flowered Salmon King.

Semi-Dwarf Border Rose Starlet came completely true in our Santa Paula, California, trials in 1973, 1974, 1975, 1976 and 1977. We also grew a ½ acre crop of Semi-Dwarf Border Rose Starlet in 1975, a 15 acres crop in 1976 and a 12 acres crop in 1977 which all came completely true.

Semi-Dwarf Border Rose Starlet was entered in the 1975 All-America Trials, trial number 75F46, and won an All-America Trials Silver Medal - proof we think that the variety is both distinct and very regular.

FORM GR-470
(1-76)

UNITED STATES DEPARTMENT OF AGRICULTURE
AGRICULTURAL MARKETING SERVICE
GRAIN DIVISION
PLANT VARIETY PROTECTION OFFICE
NATIONAL AGRICULTURAL LIBRARY
BELTSVILLE, MARYLAND 20705

FORM APPROVED
OMB NO. 40-R3712

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

INSTRUCTIONS: *See Reverse.*

1a. TEMPORARY DESIGNATION OF VARIETY Rose Starlet	1b. VARIETY NAME	FOR OFFICIAL USE ONLY PV NUMBER 7800005
2. KIND NAME Zinnia Semi-Dwarf Border	3. GENUS AND SPECIES NAME Zinnia elegans	FILING DATE 11-7-77 / TIME 8:30 A.M. P.M.
4. FAMILY NAME (BOTANICAL) Compositae	5. DATE OF DETERMINATION 1973	FEE RECEIVED $250.00 / DATE 11-7-77 $250.00 / 11-7-77 $
6. NAME OF APPLICANT(S) W. Atlee Burpee Co.	7. ADDRESS *(Street and No. or R.F.D. No., City, State, and ZIP Code)* 300 Park Avenue Warminster, PA 18974	8. TELEPHONE AREA CODE AND NUMBER 215-674-4900
9. IF THE NAMED APPLICANT IS NOT A PERSON, FORM OF ORGANIZATION: *(Corporation, partnership, association, etc.)* Corporation	10. IF INCORPORATED, GIVE STATE AND DATE OF INCORPORATION Pennsylvania	11. DATE OF INCORPORATION 1915

12. Name and mailing address of applicant representative(s), if any, to serve in this application and receive all papers:

Jerome H. Kantor (at above address)

13. CHECK BOX BELOW FOR EACH ATTACHMENT SUBMITTED:

- [X] 13A. Exhibit A, Origin and Breeding History of the Variety *(See Section 52 of the Plant Variety Protection Act.)*
- [X] 13B. Exhibit B, Novelty Statement.
- [X] 13C. Exhibit C, Objective Description of the Variety *(Request form from Plant Variety Protection Office.)*
- [X] 13D. Exhibit D, Additional Description of the Variety.

14A. Does the applicant(s) specify that seed of this variety be sold by variety name only as a class of certified seed? *(See Section 83(a). (If "Yes," answer 14B and 14C below.)* [ ] YES [X] NO

14B. Does the applicant(s) specify that this variety be limited as to number of generations? [ ] YES [X] NO

14C. If "Yes," to 14B, how many generations of production beyond breeder seed? [ ] FOUNDATION [ ] REGISTERED [ ] CERTIFIED

15. Does the applicant(s) agree to the publication of his/her (their) name(s) and address in the Official Journal? [X] YES [ ] NO

16. The applicant(s) declare(s) that a viable sample of basic seed of this variety will be deposited upon request before issuance of a certificate and will be replenished periodically in accordance with such regulations as may be applicable.

The undersigned applicant(s) is (are) the owner(s) of this sexually reproduced novel plant variety, and believe(s) that the variety is distinct, uniform, and stable as required in Section 41, and is entitled to protection under the provisions of Section 42 of the Plant Variety Act.

Applicant(s) is (are) informed that false representation herein can jeopardize protection and result in penalties.

September 29, 1977
(DATE)

Jerome H. Kantor
(SIGNATURE OF APPLICANT)

Jerome H. Kantor
Assistant to the President

(DATE)

(SIGNATURE OF APPLICANT)

1

EXECUTION COPY

GRANT OF SECURITY INTEREST

(PLANT VARIETY CERTIFICATES)

WHEREAS, W. ATLEE BURPEE COMPANY, a Pennsylvania corporation (herein referred to as "Grantor"), has been issued the Plant Variety Certificates listed on Schedule 1 annexed hereto;

WHEREAS, Grantor is a wholly owned Subsidiary of CDS Holding Corp.;

WHEREAS, Grantor has agreed to grant a first priority security interest in substantially all the assets of Grantor to secure the payment of all amounts owing under the Revolving Credit Agreement, dated as of December 30, 1986 (as amended, supplemented or modified from time to time, the "Credit Agreement"), among CDS Holding Corp., the O.M. Scott & Sons Company and Manufacturers Hanover Trust Company (the "Bank" and "Grantee"); and

WHEREAS, pursuant to the terms of a Subsidiary Security Agreement dated as of December 30, 1986 (the "Subsidiary Security Agreement") made by Grantor in favor of Grantee, its successors transferees and assigns Grantor has mortgaged, pledged and granted to Grantee a security interest in all right, title and interest of Grantor in, to and under all Certificates of Plant Variety Protection now or hereafter issued to the Grantee by the Plant Variety Protection Office of the United States Department of Agriculture (or any successor agency thereto) (all such Certificates being herein collectively referred to as "Plant Variety Certificates"), together with any reissues, extensions or renewals thereof whether presently existing or hereafter arising or acquired in connection with the tangible and intangible assets of the Grantor's business, including the goodwill of the business symbolized by the Plant Variety Certificates issued to and the applications therefor and the registrations thereof, and all products and proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement or dilution thereof or injury to the associated goodwill, to secure the payment of all amounts owing under the Credit Agreement and any and all other amounts from time to time directly owing by the Grantor to the Bank;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby mortgage, pledge and grant to Grantee, its successors, indorses, transfees and assigns, a security interest in all of Grantor's right, title and interest in, to and under the following whether presently existing or hereafter arising or acquired:

(i) each Plant Variety Certificate and Plant Variety Certificate application, including, without limitation, each Plant Variety Certificate and Plant Variety Certificate application referred to in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Plant Variety Certificate and Plant Variety Certificate application;

(v) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Plant Variety Certificate registration including, without limitation, any registration referred to in Schedule 1, or for injury to the goodwill associated with any Plant Variety Certificate or Plant Variety Certificate application.

This security interest is granted in conjunction with the security interest granted to the Grantee, its successors, indorses, transfees and assigns, in substantially all of the assets of the Grantor, as set forth in the Security Agreement, of which this Agreement is a part.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Plant Variety Certificates, Plant Variety Certificates applications, made and granted hereby are more fully set forth in the Security Agreement, the

terms and provisions of which are incorporated by reference herein as if fully set forth herein. Terms defined in the Security Agreement shall have their defined meanings when used in this Grant of Security Interest.

IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest to be duly executed by its officers thereunto duly authorized as of the 30th day of December, 1986.

W. ATLEE BURPEE COMPANY

By: W. N. Engelhart

Title: President

RECEIVED
USDA AMS
JAN 30 1987
Plant Variety
Protection Ofc

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 30th day December, 1986, before me personally came William N. Englehart, to me personally known and known to me to be the person described in and who executed the foregoing instrument as President of W. Atlee Burpee Company, who being by me duly sworn, did depose and say that he resides at 5572 Long Lane, Doylestown, PA; that he is President of W. Atlee Burpee Company, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that the said instrument was signed and sealed on behalf of said corporation by order of its Board of Directors; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said corporation.

Loretta D. Brenner
Notary Public

LORETTA D. BRENNER
Notary Public, State of New York
No. 60-4794803
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1987

[Seal]

My commission expires:

3/30/87

RECEIVED
JAN 30 1987
Ofc

OWNER: W. ATLEE BURPEE COMPANY

PLANT VARIETY PROTECTION CERTIFICATES

CERTIFICATE NO.	TITLE AND SUBTITLE	ISSUE DATE	EXPIRATIO
7100001	LETTUCE 'Green Ice'	4/25/73	1990
7100002	CHINA ASTER 'Totem Pole White'	3/28/74	1991
7100003	CHINA ASTER 'Totem Pole Rose-Pink'	3/28/74	1991
7100004	CHINA ASTER 'Totem Pole Scarlet-Cerise'	3/28/74	1991
7100005	CHINA ASTER 'Totem Pole Azure Blue'	3/28/74	1991
7100006	CHINA ASTER 'Totem Pole Dark Blue'	3/28/74	1991
7100009	VERBENA 'Ruffled White'	4/8/75	1992
7100010	MARIGOLD 'Redcoat'	12/12/75	1992
7100053	CHINA ASTER 'Ideal Dark Blue'	3/14/75	1991
7100054	CHINA ASTER 'Ideal Rose'	3/14/74	1991
7100059	ZINNIA 'Emperor'	12/12/75	1992
7100077	CHINA ASTER 'Burpeeana Extra Early Rose'	3/28/74	1991
7100078	CHINA ASTER 'Burpeeana Extra Early Scarlet Morn'	3/28/74	1991
7100079	CALENDULA 'Golden Gem'	6/27/75	1992
7100081	MARIGOLD 'Golden Fantastic'	5/14/76	1993
7100085	SWEETPEA 'Salmonette'	12/12/75	1992
7100086	SWEETPEA 'Lavender Delight'	12/12/75	1992

OWNER: W. ATLEE BURPEE COMPANY

CERTIFICATE NO.	TITLE AND SUBTITLE	ISSUE DATE	EXPIRATION
7100087	SWEETPEA 'Tangerine'	3/5/76	1993
7100088	VERBENA 'Ruffled Pink'	4/8/75	1992
7200054	SQUASH 'Burpee Golden Zucchini'	2/15/75	1994
7200108	SNAPDRAGON 'Bright Scarlet'	11/24/75	1992
7400030	CALIFORNIA POPPY 'Ballerina Yellow'	4/18/75	1992
7400032	CALENDULA 'Orange Gem'	6/27/75	1992
7400033	ZINNIA 'Ruffled Jumbo Scarlet'	12/12/75	1992
7400034	MARIGOLD 'Big Almost White'	11/15/74	1991
7400040	BEAN 'Greensleeves'	6/18/76	1993
7500024	MARIGOLD 'Golden Hawaii'	3/5/76	1993
7500025	CHINA ASTER 'Red Mound'	6/27/75	1992
7600011	MARIGOLD 'Red Pygmy'	2/15/77	1994
7600071	PUMPKIN 'Triple Treat'	5/9/77	1994
7600072	WATERMELON 'Sugarbush'	7/26/77	1994
7800005	ZINNIA 'Rose Starlet'	2/2/78	1995
7800009	LETTUCE 'Royal Oak Leaf'	2/2/78	1995
7900060	MARGOLD 'Happy Red'	5/1/80	1997
8200017	MARIGOLD 'Xantho-Orange'	6/17/82	1999

OWNER: W. ATLEE BURPEE COMPANY

CERTIFICATE NO.	TITLE AND SUBTITLE	ISSUE DATE	EXPIRATION
8200028	TOMATO 'Super Beefsteak'	8/19/82	1999
8200129	ASTER 'Pot 'n Patio Blue'	12/30/83	2000
8400138	PUMPKIN 'Bushkin'	8/30/85	2002
8500128	PEA 'Snappy'	10/31/85	2002
8600040	ZINNIA 'Pinwheel Rose'	8/31/86	2003

Applications

APPLICATION NO.	TITLE AND SUBTITLE	APPLICATION DATE
8400139	Watermellon 'Sweet Treat'	12/16/86
8600139	Basil 'Purple Ruffles'	7/7/86
8600149	Cucumber 'Picklebush'	7/9/86
8600158	Zinnia 'Red Lollipop'	9/3/86

SECURITY AGREEMENT

SECURITY AGREEMENT, dated as of November 23, 1987, made by W. Atlee Burpee Company, a Pennsylvania corporation (the "Debtor") in favor of Bankers Trust Company, a New York banking corporation (the "Secured Party"). Unless otherwise defined herein or in Article XI hereof, all capitalized terms used herein and defined in the Credit Agreement are used herein as therein defined.

W I T N E S S E T H:

WHEREAS, the Secured Party and the Debtor have entered into the Credit Agreement;

WHEREAS, pursuant to the Credit Agreement, the Secured Party has agreed to provide the Debtor, in accordance with the terms and conditions set forth therein, with a working capital line not exceeding the Commitment;

WHEREAS, it is a condition precedent to the incurrence of Advances under the Credit Agreement that the Debtor execute and deliver to the Secured Party this Security Agreement; and

WHEREAS, the Debtor desires to execute this Security Agreement to satisfy the condition described in the preceding paragraph;

NOW, THEREFORE, in consideration of the premises and other benefits to the Debtor, the receipt and sufficiency of which are hereby acknowledged, the Debtor hereby makes the following representations and warranties and hereby covenants and agrees as follows:

Annex 11.2

Plant Variety Protection Certificates

CERTIFICATE NO.	TITLE AND SUBTITLE	ISSUE DATE	EXPIRATION
7100001	LETTUCE 'Green Ice'	4/10/73	1990
7100002	CHINA ASTER 'Totem Pole White'	3/28/74	1991
7100003	CHINA ASTER 'Totem Pole Rose-Pink'	3/28/74	1991
7100004	CHINA ASTER 'Totem Pole Scarlet-Cerise'	3/28/74	1991
7100005	CHINA ASTER 'Totem Pole Azure Blue'	3/28/74	1991
7100006	CHINA ASTER 'Totem Pole Dark Blue'	3/23/74	1991
7100009	VERBENA 'Ruffled White'	4/8/73	1992
7100010	MARIGOLD 'Redcoat'	12/12/73	1992
7100053	CHINA ASTER 'Ideal Dark Blue'	3/14/74	1991
7100054	CHINA ASTER 'Ideal Rose'	3/14/74	1991
7100059	ZINNIA 'Emperor'	12/12/75	1992
7100077	CHINA ASTER 'Burpeeana Extra Early Rose'	3/28/74	1991
7100078	CHINA ASTER 'Burpeeana Early Early Scarlet Morn'	3/28/74	1991

CERTIFICATE NO.	TITLE AND SUBTITLE	ISSUE DATE	EXPIRATION
7100079	CALENDULA 'Golden Gem'	6/27/75	1992
7100081	MARIGOLD 'Golden Fantastic'	5/14/76	1993
7100085	SWEETPEA 'Salmonette'	12/12/75	1992
7100086	SWEETPEA 'Lavender Delight'	12/12/75	1992
7100087	SWEETPEA 'Tangerine'	3/5/76	1993
7100088	VERBENA 'Ruffled Pink'	4/8/75	1992
7200054	SQUASH 'Burpee Golden Zucchini'	2/15/77	1994
7200108	SNAPDRAGON 'Bright Scarlet'	11/24/75	1992
7400030	CALIFORNIA POPPY 'Ballerina Yellow'	4/18/75	1992
7400032	CALENDULA 'Orange Gem'	6/27/75	1991
7400033	ZINNIA 'Ruffled Jumbo Scarlet'	12/12/75	1991
7400034	MARIGOLD 'Big Almost White'	11/15/74	1991
7400040	BEAN 'Greensleeves'	6/18/76	1993
7500024	MARIGOLD 'Golden Hawaii'	3/5/76	1993
7500025	CHINA ASTER 'Red Mound'	6/27/75	1992

CERTIFICATE NO.	TITLE AND SUBTITLE	ISSUE DATE	EXPIRATION
7600011	MARIGOLD 'Red Pygmy'	2/15/77	1994
7600071	PUMPKIN 'Triple Treat'	5/9/77	1994
7600072	WATERMELON 'Sugarbush'	7/26/77	1994
7800005	ZINNIA 'Rose Starlet'	2/2/78	1995
7800009	LETTUCE 'Royal Oak Leaf'	2/2/78	1995
7900060	MARIGOLD 'Happy Red'	5/1/80	1997
8200017	MARIGOLD 'Xantho-Orange'	6/17/82	1999
8200028	TOMATO 'Super Beefsteak'	8/19/82	1999
8200129	ASTER 'Pot 'n Patio Blue'	12/30/83	2000
8400138	PUMPKIN 'Bushkin'	8/30/85	2002
8500128	PEA 'Snappy'	10/31/85	2002
8600040	ZINNIA 'Red Lollipop'	8/31/86	2003

Plant Variety Protection Certificates Applications

APPLICATION NO.	TITLE AND SUBTITLE	APPLICATION DATE
8400139	Watermellon 'Sweet Treat'	12/16/86
8600139	Basil 'Purple Ruffles'	7/7/86
8600149	Cucumber 'Picklebush'	7/9/86
8600158	Zinnia 'Pinwheel Rose'	9/8/86

INSTRUCTIONS

GENERAL: Send an original copy of the application, exhibits and $250.00 fee to U.S. Dept. of Agriculture, Agricultural Marketing Service, Grain Division, National Agricultural Library, Beltsville, Maryland 20705. (See Section 180.175 of the regulations and rules of practice.) Retain one copy for your files. All items on the face of the form are self-explanatory unless noted below.

ITEM

5 Give the date the applicant determined that he had a new variety based on (1) the definition in Section 41(a) of the Act and (2) the date a decision was made to increase the seed.

13a Give (1), the genealogy, including public and commerical varieties, lines, or clones used, and the breeding method. (2), the details of subsequent stages of selection and multiplication. (3), the type and frequency of variants during reproduction and multiplication and state how these variants may be identified and (4), evidence of stability.

13b Give a summary statement of the variety's novelty. Clearly state how this novel variety may be distinguished from all other varieties in the same crop. If the new variety most closely resembles one or a group of related varieties; (1) identify these varieties and state all differences objectively; (2) Attach statistical data for characters expressed numerically and demonstrate that these differences are significant; and (3) submit, if helpful, seed and plant specimens or photographs of seed and plant comparisons clearly indicating novelty.

13c Fill in the Exhibit C, Objective Description form for all characteristics, for which you have adequate data.

13d Describe any additional characteristics that are not described, or whose description cannot be accurately conveyed in Exhibit C. Use comparative varieties as is necessary to reveal more accurately the description of characteristics that are difficult to describe; such as; plant habit, plant color, disease resistance, etc.

14A If "YES" is specified (seed of this variety be sold by variety name only as a class of certified seed) the applicant may NOT reverse his affirmative decision after the variety has either been sold and so labeled or published or the certificate has been issued. However, if the applicant specifies "NO", he may change his choice. (See Section 180.15 of the Regulations and Rules of Practice.)