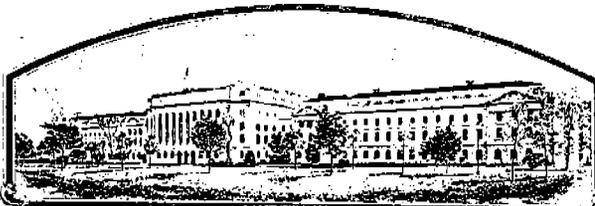


No.



7800009

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 VARIETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT 1942, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

LETTICE

'Royal Oak Leaf'

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

Alfred
Amos H. ...
Acting
Commissioner
Plant Variety Protection Office
Grain Division
Agricultural Marketing Service

Bob ...
Secretary of Agriculture



APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

INSTRUCTIONS: See Reverse.

1a. TEMPORARY DESIGNATION OF VARIETY	1b. VARIETY NAME ROYAL OAK LEAF	FOR OFFICIAL USE ONLY	
		PV NUMBER 7800009	
2. KIND NAME LETTUCE	3. GENUS AND SPECIES NAME Lactuca sativa	FILING DATE 12-12-77	TIME 8:30 <input checked="" type="radio"/> A.M. <input type="radio"/> P.M.
		FEE RECEIVED \$ 250.00	DATE 12-12-77
4. FAMILY NAME (BOTANICAL) COMPOSITAE	5. DATE OF DETERMINATION 1975	\$ 250.00	12-12-77
		\$ 250.00	1-30-78
6. NAME OF APPLICANT(S) W. ATLEE BURPEE COMPANY	7. ADDRESS (Street and No. or R.F.D. No., City, State, and ZIP Code) 300 PARK AVENUE WARMINSTER, PENNSYLVANIA 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, ASSISTANT TO THE PRESIDENT
W. ATLEE BURPEE COMPANY
300 PARK AVENUE
WARMINSTER, PENNSYLVANIA 18974

13. CHECK BOX BELOW FOR EACH ATTACHMENT SUBMITTED:

- 13A. Exhibit A, Origin and Breeding History of the Variety (See Section 52 of the Plant Variety Protection Act.)
- 13B. Exhibit B, Novelty Statement.
- 13C. Exhibit C, Objective Description of the Variety (Request form from Plant Variety Protection Office.)
- 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 NO

14B. Does the applicant(s) specify that this variety be limited as to number of generations? YES 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? 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.

November 30, 1977
(DATE)

1

Jerome H. Kantor

(SIGNATURE OF APPLICANT)
Jerome H. Kantor, Assistant to the President

(SIGNATURE OF APPLICANT)

(DATE)

(SIGNATURE OF APPLICANT)

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 commercial 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.)

LETTUCE
ROYAL OAK LEAF

13A. Exhibit A - Origin and Breeding History of the
Variety

Result of crossing Oakleaf an established commercial variety and Burpee Bibb an established variety and selection for fifteen generations.

Single line selection bred true in 1975 and yielded approximately one pound of seed.

In 1976 a crop was grown and no variants were removed. A portion of this crop was again used as stock seed to plant a 1977 crop where no variants were found.

We therefore consider this to be a true breeding line.

LETTUCE
ROYAL OAK LEAF

Exhibit B - Novelty Statement

The seed of Royal Oak Leaf is white and indistinguishable in size, shape and color from the variety Oak Leaf.

The seedlings are longer than Oakleaf with narrower cotyledons. Measurements made of ten day old seedlings grown at 25 degree Celsius under constant light are as follows:

	<u>SEEDLING LENGTH</u>	<u>COTYLEDON LENGTH</u>	<u>COTYLEDON WIDTH</u>
Oak Leaf	3.88 mm	1.94 mm	0.94 mm
Royal Oak Leaf	3.94 mm	2.16 mm	0.78 mm

The leaf color of Royal Oak Leaf is distinctly darker, more bluish green than Oak Leaf. Royal Oak Leaf is Spinach Green 0960 R. H. S. Colour Chart compared to Oak Leaf which is Lettuce Green 861 R. H. S. Colour Chart.

The leaves are pinnately lobed with the terminal lobe longer and narrower than Oak Leaf. The midribs are thick and succulent.

Royal Oak Leaf is slow to initiate seed stalk development so that the inner leaves which are numerous tend to form an open head. The plants produce a rosette that is larger than Oak Leaf and equally long standing in habit.

We believe Royal Oak Leaf to be a new and unique cultivar of Lactuca sativa.

OBJECTIVE DESCRIPTION OF VARIETY
(LETTUCE)

INSTRUCTIONS: See reverse.

NAME OF APPLICANT(S) W. ATLEE BURPEE COMPANY	FOR OFFICIAL USE ONLY
	PVPO NUMBER 297 - 1 - 7800009
ADDRESS (Street and No. or R.F.D. No., City, State, and ZIP Code) 300 Park Avenue Warminster, Pennsylvania 18974	VARIETY NAME OR TEMPORARY DESIGNATION Royal Oak Leaf

Place the appropriate number that describes the varietal character of this variety in the boxes below.

1. PLANT TYPE: <input type="text" value="1"/> <input type="text" value="0"/> 10 = CUTTING (Leaf) 20 = STALK 50 = BUTTERHEAD 60 = LATIN 70 = OTHER (Specify) _____		30 = COS 31 = SELF-CLOSING GROUP 32 = LOOSE-CLOSING GROUP	40 = CRISPHEAD 41 = IMPERIAL GROUP 42 = GREAT LAKES GROUP 43 = VANGUARD 44 = NEW YORK GROUP
2. SEED COLOR: <input type="text" value="1"/> 1 = WHITE 2 = BLACK 3 = YELLOW		3. ANTHOCYANIN: <input type="text" value="1"/> 1 = ABSENT 2 = PRESENT	
4. LEAF CONTAINING ANTHOCYANIN: <input type="text" value=""/> 1 = COVERED 2 = SPOTTED 3 = ALONG MARGIN 4 = ABSENT 5 = OTHER (Specify) _____			
5. LEAF SURFACE TEXTURE: <input type="text" value="2"/> 1 = SMOOTH 2 = BLISTERED		6. LEAF SURFACE REFLECTANCE: <input type="text" value="2"/> 1 = DULL 2 = GLOSSY 3 = OTHER (Specify) _____	
7. LEAF MARGIN: <input type="text" value="2"/> 1 = STRAIGHT 2 = WAVY 3 = CURLED		4 <input type="text" value=""/> 1 = ENTIRE 2 = DENTATE 3 = INCISED 4 = DEEPLY INCISED 5 = OTHER (Specify) _____	
8. LEAF SHAPE: <input type="text" value="2"/> 1 = ROUNDED 2 = POINTED		2 <input type="text" value=""/> 1 = BROADER THAN LONG 2 = LONGER THAN BROAD 3 = OTHER (Specify) _____	
9. LEAF COLOR: (See reverse.) <input type="text" value="6"/> 1 = RED 2 = REDDISH-BROWN 3 = YELLOW 4 = YELLOWISH-GREEN 5 = GREYISH-GREEN 6 = BLUE-GREEN 7 = DARK-GREEN 8 = VERY DARK GREEN			
10. HEADS: <input type="text" value="5"/> 1 = SPHERICAL 2 = FLATTENED 3 = ELONGATE 4 = POINTED 5 = NON-HEADING		11. PLANT SIZE: (See reverse.) <input type="text" value="3"/> 1 = SMALL 2 = MEDIUM 3 = LARGE	
12. CULTURE: <input type="text" value="3"/> 1 = SUMMER CROP 2 = WINTER CROP 3 = NOT SPECIFIC 4 = UNDER GLASS 5 = OTHER (Specify) _____			
13. SIZE OF 10-DAY OLD SEEDLING GROWN UNDER CONSTANT LIGHT (Growth Chamber) AT 25° C.: (Place a zero in first box (i.e. <input type="text" value="0"/> <input type="text" value="2"/>) when size is .9 mm. or less.) <input type="text" value="0"/> <input type="text" value="3"/> mm. LENGTH OF SEEDLING <input type="text" value="0"/> <input type="text" value="2"/> .2 mm. LENGTH OF COTYLEDON <input type="text" value="0"/> <input type="text" value="0"/> .8 mm. WIDTH OF COTYLEDON			
14. DISEASE RESISTANCE TO: (Enter zeroes in box(es) where there is no special disease resistance.) <input checked="" type="checkbox"/> 1 = TIPBURN <input type="checkbox"/> 2 = MOSAIC <input type="checkbox"/> 3 = DAMPING OFF <input type="checkbox"/> 4 = DOWNY MILDEW <input type="checkbox"/> 5 = SCLEROTINIA ROT <input type="checkbox"/> 6 = BROWN BLIGHT <input type="checkbox"/> 7 = BIG VEIN <input type="checkbox"/> 8 = OTHER (Specify) _____			
15. OUTLINE THE FOURTH LEAF: (For standardization purposes, the fourth leaf should be taken from a 20-day old plant grown under constant light.)			



7800009

LETTUCE
ROYAL OAK LEAF

Exhibit D - Additional Description of the Variety

Royal Oak Leaf has a distinctly darker green leaf color than Oak Leaf. Color Spinach Green 0960 R. H. S. Colour Chart compared to Oak Leaf's Lettuce Green 861 R. H. S. Colour Chart.

The leaves are distinctly larger with longer central lobe than Oak Leaf.

We believe the unique darker green color of Royal Oak Leaf qualify it as a new and distinct cultivar of Lactuca sativa.

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.

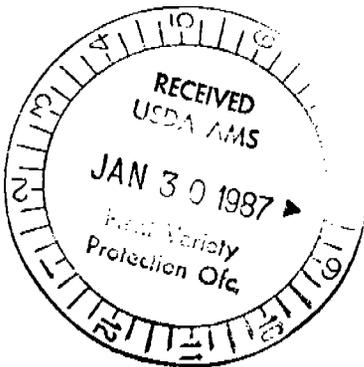
Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Plant Variety Certificates, Plant Variety Certificates applications, made and granted hereby are more fully set forth in the Security Agreement, the

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. Englehart
Title: President



16. INDICATE WHICH VARIETY MOST CLOSELY RESEMBLES THAT SUBMITTED:

CHARACTER		NAME OF VARIETY				
Leaf color		BIBB				
Leaf pigmentation						
Leaf shape		OAKLEAF				
Plant size		GRAND RAPIDS				
Head size						
VARIETY	NO. OF DAYS TO HEAD MATURITY UNDER WINTER CROPPING	LOCATION	NO. OF DAYS TO HEAD MATURITY UNDER SUMMER CROPPING	LOCATION	NO. OF DAYS TO SEED STALK EMERGENCE UNDER SUMMER CROPPING	LOCATION
Submitted			50 days	Ventura, California	72 days	Ventura, California
Similar			50 days	Ventura, California	72 days	Ventura California
Name of similar variety	OAK LEAF					

INSTRUCTIONS

GENERAL: The following publications may be used as a reference aid for completing this form:

1. C. M. Rodenburg, 1960, Varieties of Lettuce, An International Monograph, Institut voor de Veredeling van Tuinbouwgewassen, Wageningen, Holland.
2. L. L. Morse, 1930, Field Notes on Lettuce, published by Ferry-Morse Seed Co.

LEAF COLOR: Nickerson's or any recognized color fan may be used to determine the leaf color of the described variety. The following lettuce varieties may be used as a guide to identify the eight colors listed on the form.

<u>Color</u>	<u>Variety</u>
Red	"Salad Trim"
Reddish-brown	"Ruby"
Yellow	"Salad Bowl"
Yellowish-green	"Oakleaf"
Greyish-green	"White Boston"
Bluish-green	"Bibb"
Dark-green	"Imperial" group
Very dark green	"Deer Tongue"

PLANT SIZE: The following varieties may be used as a guide to identify the plant type size:

TYPE	COMPARABLE VARIETIES		
	SMALL	MEDIUM	LARGE
Cutting (leaf)	Boston-Curled	Prize Head	Grand Rapids
Stalk (stem)	Celtuce	--	--
Cos	Express	Parris Island	Giant White
Crisphead	Mignonette	Hanson (Merit)	Climax
Butterhead	Tom Thumb	Big Boston	Mammoth Butter
Latin	Sucrine	Creole	Deer Tongue

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.

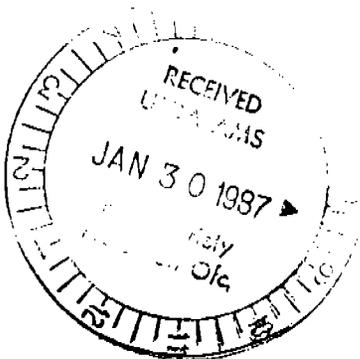
Loretta D. Brenner
Notary Public

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



OWNER: W. ATLEE BURPEE COMPANY

PLANT VARIETY PROTECTION CERTIFICATES

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATIC</u>
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

- 2 -

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
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

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
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

<u>APPLICATION NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>APPLICATION DATE</u>
8400139	Watermelon '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:

Plant Variety Protection Certificates

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
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

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
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

<u>CERTIFICATE NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>ISSUE DATE</u>	<u>EXPIRATION</u>
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

<u>APPLICATION NO.</u>	<u>TITLE AND SUBTITLE</u>	<u>APPLICATION DATE</u>
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