

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination and Release of Security Interest in Trademark Rights (previously recorded at Reel 2013 Frame 0037)

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent	FORMERLY The Chase Manhattan Bank	10/19/2005	National Banking Association:

**RECEIVING PARTY DATA**

<b>Name:</b>	OMS Investments, Inc.
<b>Street Address:</b>	10250 Constellation Blvd.
<b>Internal Address:</b>	Suite 2800
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90067-6228
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 154**

Property Type	Number	Word Mark
Registration Number:	121042	ORTHO
Registration Number:	224608	VOLCK
Registration Number:	353631	TRIOX
Registration Number:	364386	BUG-GETA
Registration Number:	365864	SCRAM
Registration Number:	371435	ORTHOL
Registration Number:	370636	METAG
Registration Number:	387084	TERMCO
Registration Number:	433172	PEST-B-GON
Registration Number:	423264	ORTHO
Registration Number:	425611	TAG
Registration Number:	430225	ORTHOCIDE

OP \$3865.00 121042

Registration Number:	429604	ORTHO
Registration Number:	431438	ORTHO
Registration Number:	430348	VAPOTONE
Registration Number:	441412	SUPERTONE
Registration Number:	435040	ORTHENE
Registration Number:	437764	ISOTOX
Registration Number:	503454	ORTHO
Registration Number:	530331	RA-PID-GRO
Registration Number:	546883	ORTHO
Registration Number:	546898	ORTHORIX
Registration Number:	583651	ORTHO
Registration Number:	595061	UP-START
Registration Number:	645959	RA-PID-GRO
Registration Number:	654963	ORTHO
Registration Number:	664899	ORTHO-KLOR
Registration Number:	736963	HELPING THE WORLD GROW BETTER
Registration Number:	786250	GREENOL
Registration Number:	889348	WEED-B-GON
Registration Number:	903317	WEED-B-GON
Registration Number:	1000476	SLUG-GETA
Registration Number:	1052249	ORTHEX
Registration Number:	1071832	ORTHO
Registration Number:	1058105	RA-PID-GRO
Registration Number:	1076740	RA-PID-GRO
Registration Number:	1127404	BUG-GETA
Registration Number:	1200193	ORTHOMATIC
Registration Number:	1200194	ORTHOMATIC
Registration Number:	1223877	TAG
Registration Number:	1248747	ORTHOTROL
Registration Number:	1261432	FLEA-B-GON
Registration Number:	1261434	ORTHO-PRO
Registration Number:	1291761	ORTHENEX
Registration Number:	1301169	BRUSH-B-GON
Registration Number:	1413008	GARDEN ACCENTS
Registration Number:	1370445	AN ARTIST'S GARDEN

Registration Number:	1372902	FLOWERS OF MONET
Registration Number:	1370446	PAINTING WITH FLOWERS
Registration Number:	1370447	
Registration Number:	1373226	GREEN SWEEP
Registration Number:	1404091	WINDSONGS
Registration Number:	1414162	WHITE SWAN
Registration Number:	1412810	FORTI-5
Registration Number:	1418115	GREENSWEEP
Registration Number:	1450219	
Registration Number:	1418129	GET-A-BUG
Registration Number:	1418014	ORTHOGANIC
Registration Number:	1439407	FRAGRANCE GARDEN
Registration Number:	1443473	
Registration Number:	1439408	HUMMINGBIRD GARDEN
Registration Number:	1439409	COTTAGE GARDEN
Registration Number:	1456744	SONGBIRD MEADOW
Registration Number:	1533514	SALADINI
Registration Number:	1555469	GREENSWEEP
Registration Number:	1582097	GREENSWEEP
Registration Number:	1558750	GREEN SWEEP
Registration Number:	1559539	GREEN SWEEP
Registration Number:	1574336	DIAZINON PLUS
Registration Number:	1594914	RA-PID-FEED
Registration Number:	1819525	AMERICA THE BEAUTIFUL
Registration Number:	1870731	CITY GARDEN
Registration Number:	1849527	GULLIVER'S GARDEN
Registration Number:	1848316	SINGING GARDEN
Registration Number:	1853246	BEDS & BORDERS
Registration Number:	1853247	FARMER'S MARKET
Registration Number:	1756202	AMERICAN COUNTRY
Registration Number:	1904830	GOLDEN PAWS
Registration Number:	1623918	ESPECIALLY FOR CHILDREN
Registration Number:	1670023	MALATHION 50 PLUS
Registration Number:	1654996	FOOD IN BLOOM
Registration Number:	1644566	MOONLIGHT GARDEN

Registration Number:	1677316	HI-POWER
Registration Number:	1664644	RA-PID GRO
Registration Number:	1672626	SPRAY-ETTE
Registration Number:	1705746	READY-SPRAY
Registration Number:	1649882	READY-SPRAY
Registration Number:	1735781	COLOR SCHEME GARDENING
Registration Number:	1749542	FLOWERS OF VAN GOGH
Registration Number:	1735114	ROMANCE GARDEN
Registration Number:	1756016	ANT-STOP
Registration Number:	1848318	GARDENS TO GO
Registration Number:	1747988	PHOS-TABS
Registration Number:	1964828	SECRET GARDEN
Registration Number:	1970248	FLOWERWORKS
Registration Number:	1773393	B.T. BIOSPRAY
Registration Number:	1819397	LOCK 'N SPRAY
Registration Number:	1770315	SHAKE SCATTER & GROW
Registration Number:	1871488	CYGNET
Registration Number:	1899437	GOLDEN PAWS
Registration Number:	1899438	POPPY BEAR
Registration Number:	1887176	SWANSTONE
Registration Number:	1861741	SWANALLOY
Registration Number:	1909123	SOLARIS
Registration Number:	1864362	ROADSIDE ATTRACTION
Registration Number:	1992273	BUTTERFLY GARDEN
Registration Number:	1876812	VICTORIAN POTPOURRI
Registration Number:	1957063	GARDEN TEA PARTY
Registration Number:	2051109	SUPEREDGER
Registration Number:	1977618	ALICE IN WONDERLAND
Registration Number:	1880791	QUEEN OF HEARTS
Registration Number:	1880792	ALICE'S FLOWER GARDEN
Registration Number:	1883830	CHESHIRE CAT
Registration Number:	1879977	MAD HATTER'S TEA PARTY
Registration Number:	1911662	ALICE IN WONDERLAND
Registration Number:	1997475	YARD BASICS
Registration Number:	1966775	ROSEPRIDE

Registration Number:	2073033	BUG-B-GON
Registration Number:	1963324	HOMEDEFENSE
Registration Number:	1963325	GROUND CLEAR
Registration Number:	1976643	POWERFLO
Serial Number:	74700176	LITERARY GARDENS
Registration Number:	2088157	WEED-B-GON
Registration Number:	2074410	ORTHO
Registration Number:	2074449	WEED-B-GON XTRA GREEN
Registration Number:	1995777	GRASS-B-GON
Registration Number:	2100774	DIAL 'N SPRAY
Serial Number:	75054114	SEASONS GREETINGS
Registration Number:	2155486	YARD BASICS
Registration Number:	2166376	LAVENDER & LACE
Serial Number:	75133795	CINDERELLA
Registration Number:	2236054	GRUB-B-GON
Registration Number:	2194660	SURE SHOT
Registration Number:	2232749	DIAZINON ULTRA
Serial Number:	75297706	MAGICAL MUSICAL MEADOW
Serial Number:	75297707	POPPY BEAR
Serial Number:	75304464	POPPY BEAR
Serial Number:	75326415	RA-PID-GRO
Serial Number:	75419210	TOTAL-KILL
Serial Number:	75424667	BACKYARD SANCTUARY
Serial Number:	75424837	BACKYARD SANCTUARY
Serial Number:	75424841	BACKYARD SANCTUARY
Serial Number:	75425105	BACKYARD SANCTUARY
Serial Number:	75425251	BACKYARD SANCTUARY
Serial Number:	75425253	BACKYARD SANCTUARY
Registration Number:	2361235	HOME DEFENSE
Registration Number:	2646066	ANT B GON
Registration Number:	2367573	PULL 'N SPRAY
Serial Number:	75532276	LIFT 'N SPRAY
Serial Number:	75548401	ATRAZINE PLUS
Serial Number:	75548402	GUARDSMAN
Serial Number:	75548403	PEST BUSTER

Serial Number:	75548404	DEFENDER
Serial Number:	75556431	RA.PID GRO

**CORRESPONDENCE DATA**

Fax Number: (212)455-2502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 455-7698  
Email: ksolomon@stblaw.com  
Correspondent Name: Mark Solomon, Esq.  
Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/0559
NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/
Date:	10/24/2005

**Total Attachments: 7**  
source=OMS2013\_#page1.tif  
source=OMS2013\_#page2.tif  
source=OMS2013\_#page3.tif  
source=OMS2013\_#page4.tif  
source=OMS2013\_#page5.tif  
source=OMS2013\_#page6.tif  
source=OMS2013\_#page7.tif

**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS RIGHTS**

TERMINATION AND RELEASE dated as of October 19, 2005, from JPMORGAN CHASE BANK, N.A. (formerly known as The Chase Manhattan Bank), as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to OMS INVESTMENTS, INC., a Delaware corporation.

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated December 4, 1998, made by the Grantors (as defined therein) in favor of the Agent (as amended or modified from time to time, the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademarks Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in Trademarks Rights, among the Agent and OMS Investments, Inc. (the "Security Agreement"), OMS Investments, Inc., by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademarks Collateral;

WHEREAS, the Security Agreement was recorded in the Trademarks Division of the United States Patent and Trademark Office at Reel 2013 and Frame 0037; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademarks Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademarks Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.
2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademarks Collateral, and any right, title or interest of the Agent in such Trademarks Collateral shall hereby cease and become void.
3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A. (formerly known as The Chase Manhattan Bank)

By: 

Name: Randolph Cates

Title: Vice President



STATE OF New York )  
 )  
COUNTY OF Bronx )

ss.:

On this 19<sup>TH</sup> day of October, 2005, before me personally appeared Randolph Cates to me known who, being by me duly sworn, did depose and say that he is a Vice President of JPMorgan Chase Bank, N.A., described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted by JPMorgan Chase Bank, N.A.

Ranisha Pitt  
Notary Public

(Affix Seal Below)

**RANESHA PITT**  
Notary Public, State of New York  
No. 01PI6046637  
Qualified in Bronx County  
Commission Expires August 14, 2006

## Schedule A

### U.S. Trademark Registrations and Applications

Title	Registration or Serial Number
ORTHO	121,042
VOLCK	224,608
TRIOX	353,631
BUG-GETA	364,386
SCRAM	365,864
ORTHOL	371,435
METAG	370,636
TERMCO	387,084
PEST-B-GON	433,172
ORTHO	423,264
TAG	425,611
ORTHO	430,225
ORTHO	429,604
ORTHO	431,438
VAPOTONE	430,348
SUPERTONE	441,412
ORTHENE	435,040
ISOTOX	437,764
ORTHO	503,454
RA-PID-GRO	530,331
ORTHO	546,883
ORTHORIX	546,898
ORTHO	583,651
UP-START	595,061
RA-PID-GRO	645,959
ORTHO	654,963
ORTHO-KLOR	664,899
HELPING THE WORLD GROW BETTER	736,963
GREENOL	786,250
WEED-B-GON	889,348
WEED-B-GON	903,317
SLUG-GETA	1,000,476
ORTHEX	1,052,249
ORTHO	1,071,832
RA-PID-GRO	1,058,105
RA-PID-GRO	1,076,740
BUG-GETA	1,127,404
ORTHOMATIC	1,200,193
ORTHOMATIC	1,200,194
TAG	1,223,877
ORTHOTROL	1,248,747
FLEA-B-GON	1,261,432

<b>Title</b>	<b>Registration or Serial Number</b>
ORTHO-PRO	1,261,434
ORTHENEX	1,291,761
BRUSH-B-GON	1,301,169
GARDEN ACCENTS	1,413,008
AN ARTIST'S GARDEN	1,370,445
FLOWERS OF MONET	1,372,902
PAINTING WITH FLOWERS	1,370,446
DESIGN ONLY	1,370,447
GREEN SWEEP	1,373,226
WINDSONGS	1,404,091
WHITE SWAN	1,414,162
FORTI-5	1,412,810
GREENSWEEP	1,418,115
DESIGN ONLY	1,450,219
GET-A-BUG	1,418,129
ORTHOGANIC	1,418,014
FRAGRANCE GARDEN	1,439,407
DESIGN ONLY	1,443,473
HUMMINGBIRD GARDEN	1,439,408
COTTAGE GARDEN	1,439,409
SONGBIRD MEADOW	1,456,744
SALADINI	1,533,514
GREENSWEEP	1,555,469
GREENSWEEP	1,582,097
GREEN SWEEP	1,558,750
GREEN SWEEP	1,559,539
DIAZINON PLUS	1,574,336
RA-PID-FEED	1,594,914
AMERICA THE BEAUTIFUL	1,819,525
CITY GARDEN	1,870,731
GULLIVER'S GARDEN	1,849,527
SINGING GARDEN	1,848,316
BEDS & BORDERS	1,853,246
FARMER'S MARKET	1,853,247
AMERICAN COUNTRY	1,756,202
GOLDEN PAWS	1,904,830
ESPECIALLY FOR CHILDREN	1,623,918
MALATHION 50 PLUS	1,670,023
FOOD IN BLOOM	1,654,996
MOONLIGHT GARDEN	1,644,566
HI-POWER	1,677,316
RA-PID GRO	1,664,644
SPRAY-ETTE	1,672,626
READY-SPRAY	1,705,746
READY-SPRAY	1,649,882
COLOR SCHEME GARDENING	1,735,781
FLOWERS OF VAN GOGH	1,749,542
ROMANCE GARDEN	1,735,114

509265-0559-08892-NY01.2515703.1

<b>Title</b>	<b>Registration or Serial Number</b>
ANT-STOP	1,756,016
GARDENS TO GO	1,848,318
PHOS-TABS	1,747,988
SECRET GARDEN	1,964,828
FLOWER WORKS	1,970,248
B.T. BIOSPRAY	1,773,393
LOCK 'N SPRAY	1,819,397
SHAKE SCATTER & GROW	1,770,315
CYGNET	1,871,488
GOLDEN PAWS	1,899,437
POPPY BEAR	1,899,438
SWANSTONE	1,887,176
SWANALLOY	1,861,741
SOLARIS	1,909,123
ROADSIDE ATTRACTION	1,864,362
BUTTERFLY GARDEN	1,992,273
VICTORIAN POTPOURRI	1,876,812
GARDEN TEA PARTY	1,957,063
SUPEREDGER	2,051,109
ALICE IN WONDERLAND	1,977,618
QUEEN OF HEARTS	1,880,791
ALICE'S FLOWER GARDEN	1,880,792
CHESHIRE CAT	1,883,830
MAD HATTER'S TEA PARTY	1,879,977
ALICE IN WONDERLAND	1,911,662
YARD BASICS	1,997,475
ROSEPRIDE	1,966,775
BUG-B-GON	2,073,033
HOME DEFENSE	1,963,324
GROUND CLEAR	1,963,325
POWERFLO	1,976,643
LITERARY GARDENS	74/700,176
WEED-B-GON	2,088,157
ORTHO	2,074,410
WEED-B-GON XTRA GREEN	2,074,449
GRASS-B-GON	1,995,777
DIAL 'N SPRAY	2,100,774
SEASONS GREETINGS	75/054,114
YARD BASICS	2,155,486
LAVENDER & LACE	2,166,376
CINDERELLA	75/133,795
GRUN-B-GON	2,236,054
SURE SHOT	2,194,660
DIAZINON ULTRA	2,232,749
MAGICAL MUSICAL MEADOW	75/297,706
POPPY BEAR	75/297,707
POPPY BEAR	75/304,464
RA-PID-GRO	75/326,415

<b>Title</b>	<b>Registration or Serial Number</b>
TOTAL-KILL	75/419,210
BACKYARD SANCTUARY	75/424,667
BACKYARD SANCTUARY	75/424,837
BACKYARD SANCTUARY	75/424,841
BACKYARD SANCTUARY	75/425,105
BACKYARD SANCTUARY	75/425,251
BACKYARD SANCTUARY	75/425,253
HOME DEFENSE	2,361,235
ANT B GON	2,646,066
PULL 'N SPRAY	2,367,573
LIFT 'N SPRAY	75/532,276
ATRAZINE PLUS	75/548,401
GUARDSMAN	75/548,402
PEST BUSTER	75/548,403
DEFENDER	75/548,404
RA.PID GRO	75/556,431

509265-0559-08892-NY01.2515703.1