

**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 1858 Frame 0318) |

**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>             | Earthgro, Inc.                     |
| <b>Street Address:</b>   | c/o The Scotts Miracle-Gro Company |
| <b>Internal Address:</b> | 14111 Scottslawn Road              |
| <b>City:</b>             | Marysville                         |
| <b>State/Country:</b>    | OHIO                               |
| <b>Postal Code:</b>      | 43041                              |
| <b>Entity Type:</b>      | CORPORATION: CONNECTICUT           |

**PROPERTY NUMBERS Total: 15**

| Property Type        | Number  | Word Mark                        |
|----------------------|---------|----------------------------------|
| Registration Number: | 1404311 | EG                               |
| Registration Number: | 1403361 | EARTHGRO                         |
| Registration Number: | 1378337 | EARTHGRO                         |
| Registration Number: | 1378721 | EARTHGRO                         |
| Registration Number: | 1402694 | EG                               |
| Registration Number: | 1469572 | COMPOST PLUS                     |
| Registration Number: | 1488061 | SUMMIT                           |
| Registration Number: | 1528519 | THE FIRST THING YOU NEED TO GROW |
| Registration Number: | 1723116 | EARTHGRO THE NATURAL CHOICE      |
| Registration Number: | 1746650 | 1881 SELECT                      |
| Registration Number: | 1746652 | 1881 SELECT                      |
| Registration Number: | 1785077 | E.C.O.                           |

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|                      |         |          |
|----------------------|---------|----------|
| Registration Number: | 1769587 | EARTHGRO |
| Registration Number: | 1877850 | SUMMIT   |
| Registration Number: | 2178577 | PRO BASE |

**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: 4  
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**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 EARTHGRO, INC., a Connecticut 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 Earthgro, Inc. (the "Security Agreement"), Earthgro, 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 Trademarks and Trademark Office at Reel 1858 and Frame 0318; and

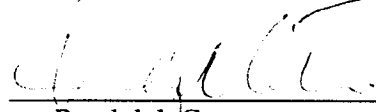
WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks Collateral;

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: 

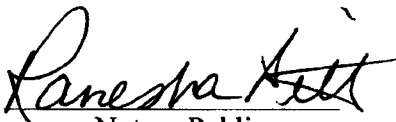
Name: Randolph Cates

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..

  
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**

| <b>Title</b>                     | <b>Registration or Serial Number</b> |
|----------------------------------|--------------------------------------|
| EG                               | 1,404,311                            |
| EARTHGRO                         | 1,403,361                            |
| EARTHGRO                         | 1,378,337                            |
| EARTHGRO                         | 1,378,721                            |
| EG                               | 1,402,694                            |
| COMPOST PLUS                     | 1,469,572                            |
| SUMMIT                           | 1,488,061                            |
| THE FIRST THING YOU NEED TO GROW | 1,528,519                            |
| EARTHGRO THE NATURAL CHOICE      | 1,723,116                            |
| 1881 SELECT                      | 1,746,650                            |
| EARTHGRO THE NATURAL CHOICE      | 1,723,116                            |
| 1881 SELECT                      | 1,746,652                            |
| E.C.O.                           | 1,785,077                            |
| EARTHGRO                         | 1,769,587                            |
| SUMMIT                           | 1,877,850                            |
| PRO BASE                         | 2,178,577                            |

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