FORM LTO-1618A Expires 06/ 1/99 OMB 0651- 027

02-25-1999



U.S. Department of Commerce Patent and Trademark Office TRADEMARK

100972534

RECORDATION FORM COVER SHEET

	MARKS ONLY
	Please record the attached original document(s) or copy(ies).
Submission Type	Conveyance Type
X New	Assignment License
Resubmission (Non-Recordation)	X Security Agreement Nunc Pro Tunc Assignment
Document ID #	Effective Date
Correction of PTO Error	Merger Month Day Year
Reel # Frame #	Change of Name
Corrective Document	
Reel # Frame #	Other
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name United Industries Corporation	
Formerly	
Individual General Partnership	Limited Partnership Corporation Association
Other	
Citizenship/State of Incorporation/Organizat	tion Delaware
Receiving Party	Mark if additional names of receiving parties attached
Name Nationsbank, N.A.	
DBA/AKA/TA	
Composed of	
101 Nouth Thyon Ctroot	
Address (line 1) 101 North Tryon Street	
Address (line 2) 15th Floor, NC1-001-15-04	
Address (line 3) Charlotte	North Carolina 28255
Charlotte	State/Country Zip Code
Individual General Partnership	Limited Partnership If document to be recorded is an assignment and the receiving party is
Corporation Association	not domiciled in the United States, an appointment of a domestic
X Other National Banking Association	representative should be attached. (Designation must be a separate document from Assignment.)
Citizenship/State of Incorporation/Organization	
02/23/1999 SBURNS 00000129 75394966 FOR	OFFICE USE ONLY
01 FC:481 40.00 GP 02 FC:482 1700.00 GP	

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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

FORM PTO-161	gr I	Dago 2	U.S. Department of Commerce
Expires 06/30/99 OMB 0651-0027		Page 2	Patent and Trademark Office I TRADEMARK
Domestic Rep	resentative Name and Addres	Enter for the first Reco	eiving Party only.
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Address (line 1)		•	
Address (line 2)			
Address (line 3)			
Address (line 4)			
Corresponder	nt Name and Address Area Cod	e and Telephone Number 212 -	-848-4882
Name	David M. Klein		·
Address (line 1)	SHEARMAN & STERLING		
Address (line 2)	599 Lexington Avenue		
Address (line 3)	New York, NY 10022		
Address (line 4)			
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	icluding any attachments. oplication Number(s) or Regis	tration Number(s) x	Mark if additional numbers attached
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Trader	mark Application Number(s)	Registra	tion Number(s)
75394966		1115138	1974044
		992329	145046 1203346
		1545948	847992 1425404
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Fee Amount	Fee Amount for Prope	rties Listed (37 CFR 3.41):	\$ 1740
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	ment by deposit account or if additional fees	can be charged to the account.) count Number:	# 50-0324
	Authorizati	ion to charge additional fees:	Yes X No
Statement and	d Signature		
attache	best of my knowledge and belief, the ford copy is a true copy of the original do led herein.		
David M. Kle	in	2 X M. M.	<u> 2/16/99</u>
Name of	Person Signing	Signature	Date Signed

FORM PTO-1618C Expires 06/30/99 OMB 0651-0027

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Conveying Party Enter Additional Conveying Party	lark if additional names of conveying parties attached Execution Date Month Day Year
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	assignment and the receiving party is not domiciled in the United States, an
Corporation Association	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate
Corporation Association Other	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached
Corporation Association Other Citizenship/State of Incorporation/Organization	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)
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Corporation Association Other Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Registra Enter either the Trademark Application Number or the Registration	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.) attion Number(s) Registration Numbers for the same property). Registration Number(s) 1542234 1706073 1763345 1968996 1058884 1908054
Corporation Association Other Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Registra Enter either the Trademark Application Number or the Registration	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.) attion Number(s) X Mark if additional numbers attached number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s) 1542234 1706073 1763345 1968996 1058884 1908054 2029200 954815 1189073
Corporation Association Other Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Registra Enter either the Trademark Application Number or the Registration	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.) Attion Number(s) X Mark if additional numbers attached number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s) 1542234 1706073 1763345 1968996 1058884 1908054 2029200 954815 1189073 1120835 1290666 1325377

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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	ntion Number(s)
Trademark Application Number(s) or Registra Enter either the Trademark Application Number or the Registration	Mark if additional numbers attached in Number (DO NOT ENTER BOTH numbers for the same property).
Trademark Application Number(s)	Registration Number(s)
	2070870 1871789 1865157
	835686 1795905 2000263
	<u> 1932352</u>
	1914309 1219521 577975
	557330 862985 1211239
	1400888 1855058 1304635

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Citizenship State of Incorporation/Organization		
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TRADEMARK SECURITY AGREEMENT - SHORT FORM

TRADEMARK SECURITY AGREEMENT dated January 20, 1999 made by UNITED INDUSTRIES CORPORATION, a Delaware corporation, having its principal place of business at 8825 Page Boulevard, St. Louis, Missouri 63114 (the "Grantor"), in favor of NATIONSBANK, N.A. ("NationsBank"), having its principal place of business at Independence Center, 101 North Tryon Street, 15th Floor, NC1-001-15-04, Charlotte, North Carolina 28255, as the administrative agent and the collateral agent (together with any successor thereto appointed pursuant to Article VII of the Credit Agreement referred to below, the "Grantee") for the Lender Parties and the other Secured Parties (each as defined in the Credit Agreement).

The Grantor is party to a Credit Agreement dated as of January 20, 1999 (as amended, supplemented or otherwise modified hereafter from time to time, the "Credit Agreement") with the banks, financial institutions and other institutional lenders from time to time party thereto, NationsBank, as Swing Line Bank and Initial Issuing Bank thereunder, NationsBanc Montgomery Securities LLC ("NMS") and Morgan Stanley Senior Funding, Inc. ("MSSF"), as Co-Arrangers therefor, Canadian Imperial Bank of Commerce, as Documentation Agent therefor, MSSF, as Syndication Agent thereunder, NMS, as Lead Arranger therefor, and the Grantee. Capitalized terms not otherwise defined herein shall have the same meanings as specified therefor in the Credit Agreement or the Security Agreement referred to below.

In connection with the Credit Agreement, the Grantor and the Grantee entered into a Security Agreement dated January 20, 1999 (as amended, supplemented or otherwise modified hereafter from time to time, the "Security Agreement") with the other grantors party thereto, pursuant to which the Grantor has granted to the Grantee for the ratable benefit of the Secured Parties a lien on and security interest in, inter alia, all of the Grantor's rights, title, and interest in and to all Trademarks (as defined in the Security Agreement) of such Grantor, whether then owned or thereafter acquired or created by such Grantor, including, without limitation, the trademark applications and registrations therefor listed on Schedule A hereto (the "Trademark Collateral") and the goodwill of the business symbolized thereby.

The parties desire to record the Grantor's grant of the security interest in the Trademark Collateral to the Grantee with the United States Patent & Trademark Office.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby agrees with the Grantee for the ratable benefit of the Secured Parties as follows:

- 1. The Credit Agreement and Security Agreement and their terms and provisions are incorporated herein in their entirety.
- 2. The Grantor grants to the Grantee a security interest in all of its right, title, and interest in and to the Trademark Collateral and the goodwill of the business symbolized by the Trademark Collateral.

NYDOCS03/447386

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

UNITED INDUSTRIES CORPORATION

Name:

Title:

NYDOCS03/447386

SCHEDULE A
U.S. Registered Trademark/Service Mark Summary

Mark	Serial No. Filing Date	Registration No. Registration Date	Class(es)/Goods/Services
33 PLUS	73/180446 July 31, 1978	1,115,138 March 20, 1979	5 (Pharmaceuticals): Herbicide lawn and weed killer
ACCELERATOR	74/295053 July 17, 1992	1,808,647 November 30, 1993	5 (Pharmaceuticals): Insecticides and pesticides for domestic use
AMAZING LAWN FOOD!	74/478302 January 11, 1994	1,974,044 May 14, 1996	1 (Chemicals): Fertilizers for domestic use
ANKR-TITE	72/451735 March 16, 1973	992,329 September 3, 1974	6 (Metal Goods): Masonry expansion bolts
BAG-A-BUG	73/219009 June 11, 1979	1,145,046 December 30, 1980	21 (Housewares and Glass): Insect traps
BAG-A-BUG	73/307108 April 23, 1981	1,203,346 August 3, 1982	5 (Pharmaceuticals): Insecticides
BEAUTIFUL GARDENS	73/746614 August 17, 1988	1,545,948 July 4, 1989	1 (Chemicals): Fertilizer products for home usage
BETTER CHEMISTRY FOR A BETTER ENVIRONMENT	74/284190 June 12, 1992	1,847,992 August 2, 1994	2 (Paints): Undercoating for vehicle chassis 3 (Cosmetics and Cleaning Preparations): Cleaning preparations, namely, general purpose household cleaners and detergents, cleaners, and degreasers for automobile engines, carburetors, chokes, brake parts, tires, upholstery, and health and beauty aids 5 (Pharmaceuticals): Insecticides and pesticides for domestic use 40 (Material Treatment Services): Manufacturing services, namely, the custom assembling of chemical materials to the specifications of others
BETTER GARDENS	73/563448 October 16, 1985	1,425,404 January 20, 1987	5 (Pharmaceuticals): Herbicides for home and garden use

5 (Pharmaceuticals): Insecticides	1,325,377 March 19, 1985	73/421885 April 18, 1983	Design
5 (Pharmaceuticals): Insecticides	1,290,666 August 21, 1984	73/254818 March 20, 1980	Design
5 (Pharmaceuticals): Pesticides for home and garden	1,120,835 June 26, 1979	73/120850 March 29, 1977	Design
5 (Pharmaceuticals): Insecticides	1,189,073 February 9, 1982	73/254820 March 20, 1980	Design
5 (Pharmaceuticals): Insecticides	954,815 March 13, 1973	72/416475 February 24, 1972	Design
5 (Pharmaceuticals): Insecticides, pesticides, rodenticides, fungicides, and herbicides for domestic use	2,029,200 January 7, 1997	74/633967 February 14, 1995	DEAD AND GONE, TWICE AS LONG
3 (Cosmetics and Cleaning Preparations): Fragrance component of furniture polish 5 (Pharmaceuticals): Fragrance component of air fresheners and disinfectants	1,908,054 August 1, 1995	74/542103 June 24, 1994	COUNTRY PETALS & Design
5 (Pharmaceuticals): Herbicide	1,058,884 February 15, 1977	73/044379 February 18, 1975	CONQUER
5 (Pharmaceuticals): Fragrance component of air fresheners and disinfectants	1,968,996 April 16, 1996	74/590442 October 25, 1994	CINNAMON SPICE & Design
40 (Material Treatment Services): Treatment of materials, namely, the custom assembling of chemical materials to the specifications of others	1,763,345 April 6, 1993	74/307228 August 24, 1992	CHEMSICO & Design
1 (Chemicals): Lawn fertilizers with insecticidal properties	1,706,073 August 11, 1992	74/053201 April 26, 1990	BUG STOPPER & Design
6 (Metal Goods): Expansion bolts	1,542,234 June 6, 1989	73/753620 September 23, 1988	BOLT SIZE IS HOLE SIZE
Class(es)/Goods/Services	Registration No. Registration Date	Serial No. Filing Date	Mark

Mark	Serial No.	Registration No.	Class(es)/Goods/Services
	Filing Date	Registration Date	
EARTH CARE & Design	74/295054 July 17, 1992	1,848,837 August 9, 1994	2 (Paints): Undercoating for vehicle chassis 5 (Pharmaceuticals): Insecticides and pesticides for domestic use
EXPIRE	73/641306 January 27, 1987	1,457,144 September 15, 1987	5 (Pharmaceuticals): Rodenticide
EXTENDER	74/295052 July 17, 1992	1,787,672 August 10, 1993	5 (Pharmaceuticals): Insecticides and pesticides for domestic use
GEAR GUARD	75/181590 October 15, 1996	2,097,756 September 16, 1997	5 (Pharmaceuticals): Insect repellent, insecticide, and pesticide for domestic/household use
GRASS MAGIC	74/419776 August 2, 1993	1,837,617 May 31, 1994	1 (Chemicals): Fertilizer mixture with grass seed
GRO BEST	74/437186 September 15, 1993	1,909,098 August 1, 1995	l (Chemicals): Fertilizers for domestic use
HOT SHOT	73/090477 June 15, 1976	1,058,205 February 8, 1977	5 (Pharmaceuticals): Liquid and aerosol insecticides
HOT SHOT	72/380328 January 7, 1971	921,385 October 5, 1971	5 (Pharmaceuticals): Insecticides sold in liquid, granular, and pressurized form 8 (Hand Tools): Hand sprayers used for spraying insecticides
KWIKSTAND & Design	74/554209 July 27, 1994	2,040,980 February 25, 1997	21 (Housewares and Glass): Stand for insect trap
MAXATTRAX	75/074546 March 18, 1996	2,070,870 June 10, 1997	5 (Pharmaceuticals): Insecticides and pesticides for domestic/household use
MOTOR MASTER & Design	74/315013 September 18, 1992	1,871,789 January 3, 1995	3 (Cosmetics and Cleaning Preparations): Cleaning, polishing, and degreasing preparations for vehicles
NIGHT SHIFT	74/413156 July 13, 1993	1,865,157 November 29, 1994	5 (Pharmaceuticals): Insecticides, pesticides, and fungicides for domestic use

5 (Pharmaceuticals): Household insecticides	862,985 January 7, 1969	72/297923 May 13, 1968	RID-A-BUG
5 (Pharmaceuticals): Insecticides	557,330 April 8, 1952	71/609914 February 10, 1951	REAL-KILL & Design
5 (Pharmaceuticals): Insecticides and fungicides used as a plant spray	577,975 July 28, 1953	71/633448 August 4, 1952	REAL-GREEN & Design
5 (Pharmaceuticals): Rug and room deodorizer	1,219,521 December 7, 1982	73/233525 October 1, 1979	REAL-FRESH
5 (Pharmaceuticals): Air fresheners and disinfectants	1,914,309 August 22, 1995	74/542104 June 24, 1994	REAL FRESH & Design
3 (Cosmetics and Cleaning Preparations): General purpose cleaners and detergents	1,392,773 May 6, 1986	73/508014 November 9, 1984	REAL EASY
3 (Cosmetics and Cleaning Preparations): cleaning and polishing preparations, namely, oven cleaner, bathroom cleaner, dust and shine, furniture polish, laundry spot remover, window cleaner, tile cleaner, carpet cleaner, and starch 4 (Lubricants and Fuels): All purpose lubricants	1,900,203 June 13, 1995	74/544135 June 29, 1994	REAL EASY & Design
5 (Pharmaceuticals): Rodenticide for domestic use	1,932,352 October 31, 1995	74/515969 April 21, 1994	RATEX & Design
8 (Hand Tools): Manually operated hand sprayers used for spraying insecticides, pesticides, herbicides, fungicides, and fertilizers	2,000,263 September 10, 1996	74/533709 June 6, 1994	POWER PUMP & Design
21 (Housewares and Glass): Hose end sprayers for lawn and garden feeding	1,795,905 September 28, 1993	74/282443 June 8, 1992	PETERS PROFESSIONAL ULTIMATE LAWN & GARDEN FEEDER
5 (Pharmaceuticals): Insecticide	835686 September 19, 1967	72/252287 August 12, 1966	NO-PEST
Class(es)/Goods/Services	Registration No. Registration Date	Serial No. Filing Date	Mark

5 (Pharmaceuticals): Herbicides and insecticides for lawns and gardens	1,044,608 July 27, 1976	73/044152 February 13, 1975	SPECTRUM
5 (Pharmaceuticals): Multi-purpose fungicides and herbicides for domestic/household use	2,109,856 October 28, 1997	75/082962 April 3, 1996	SPECTRACIDE IMMUNOX
5 (Pharmaceuticals): Insecticide for insect control, plant food, and root developer for roses, flowers, and shrubs for domestic/household use	2,065,721 May 27, 1997	74/706631 July 27, 1995	SPECTRACIDE GUARD'N GROW
5 (Pharmaceuticals): Insecticide	1,033,581 February 17, 1976	73/047868 March 27, 1975	SPECTRACIDE 6000
5 (Pharmaceuticals): Insecticide	716,317 June 6, 1961	72/099425 June 21, 1960	SPECTRACIDE
I (Chemicals): Chemical compound incorporated as an ingredient in the manufacture of insecticides	719,489 August 8, 1961	72/099427 June 21, 1960	SPECTRA
1 (Chemicals): Lawn fertilizer	1,433,468 March 24, 1987	73/613081 August 4, 1986	SPECIAL DELIVERY
5 (Pharmaceuticals): Insect repellents for domestic use	2,005,393 October 1, 1996	74/646321 March 7, 1995	SKEETER SOFTSPRAY
5 (Pharmaceuticals): Lawn and garden herbicide and pest control preparations	1,304,635 November 13, 1984	73/425363 May 11, 1983	SHOOT-OUT!
3 (Cosmetics and Cleaning Preparations): Cleaning, polishing, and degreasing preparations for surfaces of vehicles, the mechanical parts thereof, tires, and upholstery	1,855,058 September 20, 1994	74/315014 September 18, 1992	ROAD KING & Design
5 (Pharmaceuticals): Insecticides	1,400,888 July 15, 1986	73/574394 December 20, 1985	RID-A-ROACH
5 (Pharmaceuticals): Insecticide to be sprayed onto dogs and cats	1,211,239 October 5, 1982	73/318919 July 14, 1981	RID-A-FLEA
Class(es)/Goods/Services	Registration No. Registration Date	Serial No. Filing Date	Mark

Mark	Serial No. Filing Date	Registration No. Registration Date	Class(es)/Goods/Services
SPECTRUM	74/443534 October 4, 1993	1,903,453 July 4, 1995	9 (Electrical and Scientific Apparatus): Electrical device for attracting and killing insects
SPRAY 'N DUST (*Cancellation Pending)	74/632140 February 9, 1995	1,984,812 July 2, 1996	3 (Cosmetics and Cleaning Preparations): Cleaning and polishing preparations, namely, no-wax furniture cleaner/duster
SUDDEN DEATH & Design	74/527221 May 17, 1994	1,944,710 December 26, 1995	5 (Pharmaceuticals): Rodenticide
THE AMAZING ALL PURPOSE PLANT FOOD!	74/436481 September 17, 1993	1,941,511 December 12, 1995	l (Chemicals): Fertilizers for domestic use
"THIS STUFF JUST KILLS ME!"	72/268411 April 5, 1967	868,576 April 29, 1969	5 (Pharmaceuticals): Insecticide
TWICE AS FAST, JUST AS DEAD	74/632138 February 9, 1995	1,951,080 January 23, 1996	5 (Pharmaceuticals): Rodenticides, pesticides, and insecticides for domestic use
WATER BASED & Design	74/365662 March 8, 1993	1,842,263 June 28, 1994	5 (Pharmaceuticals): Insecticides, pesticides, fungicides, and herbicides for domestic use
WEED STOP	74/681677 May 30, 1995	2,148,032 March 31, 1998	5 (Pharmaceuticals): Domestic herbicides for lawns and gardens
WEED STOP	73/260897 May 5, 1980	1,196,097 May 25, 1982	5 (Pharmaceuticals): Weed preventer
WEJ-IT	73/426113 May 16, 1983	1,280,499 June 5, 1984	6 (Metal Goods): Expansion bolts
X-PYRE	73/180324 July 31, 1978	1,115,137 March 20, 1979	5 (Pharmaceuticals): Pediculicide
XLC	74/413157 July 13, 1993	1,865,158 November 29, 1994	5 (Pharmaceuticals): Insecticides, pesticides, fungicides, and herbicides for domestic use

SCHEDULE A
U.S. Trademark/Service Mark Use-based Application

Mark	Serial No. Filing Date	Registration No. Registration Date	Class(es)/Goods/Services
BUG STOP	75/394966 November 24, 1997		5 (Pharmaceuticals): Insect repellent, insecticide, and pesticide for domestic/household use

RECORDED: 02/19/1999