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Form PTO-1594 (Rev. 03/01)

OFFICE OF RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 United Industries Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)
 Name: Bank of America, N.A.

Internal Address: _____
 Street Address: 100 North Tyron Street
 City: Charlotte State: NC Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: _____
 Other National Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See Attached

B. Trademark Registration No.(s)
See Attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Intellectual Property Docketing
 Internal Address: SHEARMAN & STERLING LLP

 Street Address: 599 Lexington Avenue

 City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 264

7. Total fee (37 CFR 3.41)..... \$ 6615.00
 Enclosed
 Authorized to be charged to deposit account

8. If check is missing or otherwise insufficient, charge deposit account number:
50-0324

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alexander M. Kim [Signature] August 26, 2004
 Name of Person Signing Signature Date

06/31/2004 DBYRNE 00000009 75407696
 01 FC:8521 40.00
 02 FC:8522 6575.00

Total number of pages including cover sheet, attachments, and document: 31

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Continuation of Trademark Recordation Form Cover Sheet

Continuation of Box 1:

2. Name of conveying party(ies):

Ground Zero Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

3. Name of conveying party(ies):

Schultz Company

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

4. Name of conveying party(ies):

Sylorr Plant Corp.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

5. Name of conveying party(ies):

WPC Brands, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

6. Name of conveying party(ies):

Nu-Gro US Holdco Corporation

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

7. Name of conveying party(ies):

IB Nitrogen Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

8. Name of conveying party(ies):

Nu-Gro America Corp.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

9. Name of conveying party(ies):

Nu-Gro Technologies, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

Continuation of Box 4:

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
1.	Care For Plants	Application	75,407,696	12/18/1997
2.	Flower Booster	Application	75,607,244	12/17/1998
3.	Lush Green	Application	75,750,682	7/14/1999
4.	Pro Choice	Application	75,829,261	10/22/1999
5.	Turf Green	Application	75,829,745	10/22/1999
6.	Rain Soft	Application	76,061,928	6/2/2000
7.	Iron Max	Application	76,087,231	7/12/2000
8.	Composite Timed Release	Application	76,153,503	10/25/2000
9.	Pain-Free Applicator	Application	76,214,448	2/22/2001
10.	Root Zone	Application	76,214,449	2/22/2001
11.	Bandini Horticulture	Application	76,215,274	2/24/2001
12.	Spectracide	Application	76,249,033	4/19/2001
13.	H2Gro	Application	76,250,183	5/1/2001
14.	Blitz	Application	76,256,750	5/14/2001
15.	Right Size	Application	76,256,751	5/14/2001
16.	Garden Safe	Application	76,259,878	5/21/2001
17.	Blossom Booster	Application	76,264,610	5/30/2001
18.	Nutrius	Application	76,264,623	3/30/2001
19.	Earth Care Naturals	Application	76,270,578	6/13/2001
20.	Vigoro Ultra Grow	Application	76,275,879	6/22/2001
21.	Colorcote	Application	76,279,796	7/3/2001
22.	Moisture Monitor	Application	76,288,348	7/20/2001
23.	Weed Max	Application	76,290,907	7/20/2001
24.	Hot Shot	Application	76,294,129	7/31/2001
25.	Super Green Turf	Application	76,305,669	8/27/2001
26.	Florida Turf	Application	76,305,673	8/27/2001
27.	Nurture	Application	76,310,622	9/10/2001
28.	All Bug	Application	76,310,734	9/10/2001

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
29.	Stars & Stripes	Application	76,312,473	9/14/2001
30.	Family Formula	Application	76,357,882	1/11/2002
31.	Turf Max	Application	76,364,199	1/30/2002
32.	Come Out And Play	Application	76,366,457	2/1/2002
33.	Triazicide (stylized)	Application	76,380,954	3/12/2002
34.	Tick Defense	Application	76,402,171	5/1/2002
35.	Weekend Gardener	Application	76,405,039	5/6/2002
36.	Home Pro	Application	76,406,697	5/7/2002
37.	Moisture-Mix	Application	76,433,611	7/19/2002
38.	Green Turf	Application	76,451,733	9/18/2002
39.	Tree Defense	Application	76,451,735	9/18/2002
40.	Atracide	Application	76,451,736	9/18/2002
41.	Spectracide Tree Defense	Application	76,451,781	9/18/2002
42.	Ezspray	Application	76,451,798	9/18/2002
43.	Crab-Ex Plus	Application	76,464,483	10/29/2002
44.	Power Spray	Application	76,469,556	11/14/2002
45.	Spectracide Terminate Termite Defense	Application	76,469,664	11/14/2002
46.	Extremely Fast Extremely Effective	Application	76,498,083	2/26/2003
47.	Mosquito Stop	Application	76,498,729	2/12/2003
48.	Start-N-Gro	Application	76,504,189	4/1/2003
49.	Schultz	Application	76,508,398	4/21/2003
50.	Moisture Plus	Application	76,520,142	5/20/2003
51.	Effective Solutions for Responsible Gardening	Application	76,529,915	6/17/2003
52.	Triplestrike	Application	76,547,609	9/25/2003
53.	Bug Free Backyard	Application	76,560,343	11/13/2003
54.	Bug Free Backyard	Application	76,560,344	11/13/2003
55.	Once & Done	Application	76,560,345	11/13/2003
56.	Grub Stop	Application	78,045,389	12/16/1996
57.	Nest Destroyer	Application	78,324,124	11/6/2003
58.	Better Plants Better Planet	Application	78,330,533	11/20/2003
59.	Better Plants Better Planet	Application	78,330,537	11/20/2003
60.	Sportsmen Max Formula	Application	78,351,296	1/13/2004
61.	Ideal	Registration	70,947	10/20/2008
62.	Vigoro	Registration	186,125	7/1/2024
63.	Greenskote (Canada)	Registration	397,683	05/01/92
64.	Greenskote (Canada)	Registration	400,948	07/31/92
65.	Par-Ex (Switzerland)	Registration	445,813	4/1/1997

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
66.	Vertagreen	Registration	525,504	5/23/1950
67.	Real - Kill	Registration	557,330	04/08/92
68.	Real - Green	Registration	577,975	07/28/93
69.	Brimm	Registration	597,254	10/26/1954
70.	Shine Magic	Registration	664,891	7/29/1958
71.	Bandini	Registration	674,054	2/17/1959
72.	Sta-Green (design)	Registration	686,131	10/6/1959
73.	Spectracide	Registration	716,317	06/06/61
74.	Holiday	Registration	758,018	10/8/1963
75.	Yours Truly	Registration	760,440	11/19/1963
76.	Unipel	Registration	766,154	3/10/1964
77.	Gro-Tone	Registration	766,977	3/24/1964
78.	Mr. Turf's	Registration	768,071	4/14/1964
79.	Rocket	Registration	773,054	7/14/1964
80.	Southland	Registration	782,658	1/5/1965
81.	Treasure	Registration	801,170	1/4/1966
82.	Colorburst	Registration	805,811	12/14/00
83.	Sta-Green (design)	Registration	807,450	4/26/1966
84.	Sta-Green (Equador)	Registration	808,600	11/16/00
85.	Vigoro	Registration	822,216	1/17/1967
86.	Fun	Registration	830,067	6/13/1967
87.	Sta-Green	Registration	834,914	9/12/1967
88.	Suburban	Registration	834,949	9/12/1967
89.	Clover (design)	Registration	838,194	11/7/1967
90.	Tee-Green	Registration	842,707	1/23/1968
91.	Soilife	Registration	847,806	4/23/1968
92.	Rid-A-Bug	Registration	862,985	01/07/69
93.	Gro-Tone	Registration	879,341	10/28/1969
94.	Hot Shot	Registration	921,385	10/05/71
95.	Nature's Best (logo)	Registration	977,977	2/5/1974
96.	Spectracide 6000	Registration	1,033,581	02/17/76
97.	Spectrum	Registration	1,044,608	07/27/96
98.	Hot Shot	Registration	1,058,205	02/08/77
99.	Conquer	Registration	1,058,884	02/15/97
100.	Seed & Sod	Registration	1,114,763	3/13/1979
101.	Nursery Special	Registration	1,123,884	8/14/1979
102.	Bag-A-Bug	Registration	1,145,046	12/30/80
103.	Mixerator	Registration	1,165,584	8/18/1981
104.	Weed Stop	Registration	1,196,097	05/25/82
105.	Bag-A-Bug	Registration	1,203,346	08/03/82
106.	Park Ridge	Registration	1,232,391	3/29/1983
107.	Bulb Booster	Registration	1,270,432	03/20/84
108.	Repel	Registration	1,285,753	07/17/84

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
109.	Bulb Booster	Registration	1,287,510	07/31/84
110.	Shoot-Out!	Registration	1,304,635	11/13/84
111.	Design - Beetle in circle w/ diagonal lines	Registration	1,325,377	03/19/85
112.	Cutter	Registration	1,341,985	06/18/85
113.	Natural Lustre of the New Born Leaf	Registration	1,368,478	11/5/1985
114.	7 Drops	Registration	1,373,194	12/03/85
115.	7 Drops and Design	Registration	1,373,198	12/03/85
116.	Design - Watering Can	Registration	1,373,199	12/03/85
117.	Deep Green	Registration	1,381,951	2/11/1986
118.	Rid-A-Roach	Registration	1,400,888	07/15/86
119.	Just Add 7 Drops Per Quart Water, Every Time You Water, Everything You Grow	Registration	1,403,613	08/05/86
120.	Better-Gardens	Registration	1,425,404	01/20/87
121.	Tulip (design)	Registration	1,426,130	1/27/1987
122.	Instagreen	Registration	1,427,065	02/03/87
123.	Starts & Feeds	Registration	1,428,022	2/10/1987
124.	Special Delivery	Registration	1,433,468	03/24/87
125.	Greenskote	Registration	1,455,964	09/08/87
126.	Expire	Registration	1,457,144	09/15/87
127.	Bed Mix	Registration	1,471,840	1/12/1988
128.	Master Green	Registration	1,508,729	10/18/1988
129.	Easy Lime	Registration	1,508,732	11/18/88
130.	Goal Line	Registration	1,514,215	09/06/88
131.	Chlorazene	Registration	1,530,509	03/21/89
132.	Supreme Green	Registration	1,539,907	5/23/1989
133.	Beautiful Gardens	Registration	1,545,942	07/04/89
134.	Better Lawns	Registration	1,548,755	07/18/99
135.	Sanizene	Registration	1,604,320	7/3/1990
136.	Bloom Start	Registration	1,657,901	09/24/91
137.	Flower Power	Registration	1,679,773	03/17/92
138.	Gro-Tone (design)	Registration	1,682,555	4/17/1992
139.	Sun & Bug Stuff	Registration	1,726,983	10/27/1992
140.	Green Turf	Registration	1,730,497	11/10/1992
141.	Drought Buster	Registration	1,731,971	11/10/1992
142.	Backwoods Cutter	Registration	1,757,957	03/16/93
143.	Atlanta Turf Special	Registration	1,781,992	07/13/93
144.	Backyard Cutter	Registration	1,792,340	09/14/93
145.	Peters Professional Ultimate Lawn & Garden	Registration	1,795,905	09/28/93

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
146.	Perennial Booster	Registration	1,796,668	10/5/1993
147.	Design - Water Based	Registration	1,842,263	06/28/94
148.	Earth Care	Registration	1,848,837	08/09/94
149.	Road King	Registration	1,855,058	09/20/94
150.	XLC	Registration	1,865,158	11/29/94
151.	All American	Registration	1,878,371	2/14/1995
152.	Country Petals	Registration	1,908,054	08/01/95
153.	Gro Best	Registration	1,909,098	08/01/95
154.	Bloom Plus	Registration	1,919,128	09/19/95
155.	Amazing Plant Food	Registration	1,933,777	11/07/95
156.	Backwoods Buck	Registration	1,935,772	11/14/95
157.	The Amazing All Purpose Plant Food!	Registration	1,941,511	12/12/95
158.	Sudden Death	Registration	1,944,710	12/26/95
159.	Twice As Fast, Just As Dead	Registration	1,951,080	01/23/96
160.	Summer Green	Registration	1,960,689	3/5/1996
161.	Amazing Lawn Food	Registration	1,974,044	05/14/96
162.	Dead And Gone, Twice As Long	Registration	2,029,200	01/07/97
163.	Insect Block	Registration	2,034,176	1/28/1997
164.	Kwikstand	Registration	2,040,980	02/25/97
165.	Tomato Plus	Registration	2,044,782	3/11/1997
166.	Maxattract	Registration	2,070,870	06/10/97
167.	White House	Registration	2,079,948	7/15/1997
168.	Chlorazene Hydrosol System	Registration	2,090,411	08/26/97
169.	Stuff	Registration	2,092,516	9/2/1997
170.	Zipper Seal	Registration	2,097,731	9/16/1997
171.	Gear Guard	Registration	2,097,756	09/16/97
172.	Spectracide Immunox	Registration	2,109,856	10/28/97
173.	Pro-Grass	Registration	2,110,922	11/4/1997
174.	Repel	Registration	2,131,625	01/27/98
175.	All Purpose Plant Food Plus	Registration	2,148,027	3/31/1998
176.	Weed Stop	Registration	2,148,032	03/31/98
177.	Vigoro (flower design)	Registration	2,163,609	6/9/1998
178.	Power Bait	Registration	2,229,251	03/02/99
179.	Vigoro	Registration	2,230,960	3/9/1999
180.	Bloom -N-Grow	Registration	2,241,273	04/20/99
181.	3 Plus 3	Registration	2,248,315	05/25/99
182.	Hot Shot Ant Killer Plus	Registration	2,255,804	06/22/99
183.	Smart Soil Plus	Registration	2,258,003	6/29/1999

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
184.	Greens In 3 Days, Feeds For 3 Months	Registration	2,263,631	07/20/99
185.	100 Plus	Registration	2,263,632	07/20/99
186.	Vigoro	Registration	2,266,583	8/3/1999
187.	Bug Stop	Registration	2,270,338	08/17/99
188.	Pansy Booster	Registration	2,279,215	9/21/1999
189.	Mum Booster	Registration	2,285,056	10/12/1999
190.	Smart Soil	Registration	2,298,646	12/7/1999
191.	Spectracide Pro	Registration	2,298,941	12/07/99
192.	Sta-Green	Registration	2,304,658	12/28/1999
193.	Super 150	Registration	2,311,601	1/25/2000
194.	200 Plus	Registration	2,329,399	03/14/00
195.	The Easy Way To A Beautiful Lawn & Garden	Registration	2,357,977	6/13/2000
196.	Aquaguard	Registration	2,364,953	07/04/00
197.	Crab-Ex	Registration	2,364,954	07/04/00
198.	Tri-Mix	Registration	2,364,955	7/4/2000
199.	Transflur	Registration	2,364,995	07/04/00
200.	Deep Green Whatever the Weather	Registration	2,372,023	8/1/2000
201.	Formula 107	Registration	2,384,746	09/12/00
202.	Formula 101	Registration	2,384,747	09/12/00
203.	Formula 102	Registration	2,384,748	09/12/00
204.	Formula 106	Registration	2,384,749	09/12/00
205.	Formula 104	Registration	2,384,750	09/12/00
206.	Formula 103	Registration	2,386,991	09/19/00
207.	Formula 105	Registration	2,386,995	09/19/00
208.	Chemsico	Registration	2,400,196	10/31/00
209.	Maxi-Iron	Registration	2,404,259	11/14/2000
210.	Colorburst	Registration	2,405,203	11/21/00
211.	Super Blade	Registration	2,406,222	11/21/2000
212.	Super Plush	Registration	2,406,243	11/21/2000
213.	Super Green	Registration	2,410,628	12/5/2000
214.	Gro-Rite	Registration	2,412,440	12/12/2000
215.	Mole Stop	Registration	2,432,006	02/27/01
216.	Annual Booster	Registration	2,435,703	03/13/01
217.	Last Bite	Registration	2,453,563	5/22/2001
218.	Destination Outdoors	Registration	2,463,134	6/26/2001
219.	Destination Outdoors Outdoor Health (Design)	Registration	2,468,716	7/17/2001
220.	Maxatrax Ultra	Registration	2,474,053	07/31/07
221.	Proterra	Registration	2,482,690	8/28/2001

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
222.	Colorburst	Registration	2,502,381	10/30/01
223.	Iron Green	Registration	2,509,454	11/20/2001
224.	Know How Know Who	Registration	2,513,317	03/19/02
225.	Super Color Formula	Registration	2,513,345	11/27/2001
226.	Real Easy	Registration	2,549,445	03/19/02
227.	Spectracide	Registration	2,555,710	04/02/02
228.	Ant Shield	Registration	2,560,460	04/09/02
229.	Ice Defense	Registration	2,566,259	4/30/2002
230.	Spectracide Terminate	Registration	2,566,698	05/07/02
231.	Real Flavor	Registration	2,569,648	05/14/02
232.	America's Groundkeeper	Registration	2,576,615	06/04/02
233.	Real Fresh	Registration	2,600,322	07/30/02
234.	Makes You Invisible to Bugs	Registration	2,604,863	8/6/2002
235.	Sportsmen Formula	Registration	2,631,594	10/08/02
236.	Moss Ex	Registration	2,636,140	10/15/02
237.	Greenhouse Professional Products	Registration	2,637,753	10/15/2002
238.	Bloom Master	Registration	2,640,241	10/22/02
239.	Repel Lemon Eucalyptus	Registration	2,674,595	01/14/03
240.	Potting Soil Plus	Registration	2,715,044	05/13/03
241.	Skinsations	Registration	2,747,030	08/05/03
242.	Crab-Ex	Registration	2,747,031	08/15/03
243.	Start Right	Registration	2,767,489	9/23/2003
244.	Start Right	Registration	2,767,661	9/23/2003
245.	Spray Green	Registration	2,769,766	09/30/03
246.	Grow Something	Registration	2,786,855	11/25/2003
247.	Garden Safe	Registration	2,799,028	12/23/2003
248.	Smart Steps	Registration	2,815,651	2/17/2004
249.	The Word For Fertilizer	Registration	2,816,329	2/24/2004
250.	Strong-Start	Registration	2,818,236	2/24/2004
251.	Triazicide	Registration	2,818,289	2/24/2004
252.	No-Pest	Supplemental	835,686	09/19/67
253.	Real - Easy	Supplemental	1,392,773	05/06/86
254.	Sportsmen Formula	Supplemental	1,730,436	11/03/92
255.	Family Formula	Supplemental	1,739,259	12/08/92
256.	Accelerator	Supplemental	1,808,647	11/30/93
257.	No Mix! No Mess!	Supplemental	2,233,079	3/16/1999
258.	Super Sprayer	Supplemental	2,319,918	2/15/2000
259.	America's Best Value For All Your Lawn	Supplemental	2,486,382	09/04/01

	Trademark	Type	Registration # or Application #	Registration Date or Filing Date
	and Garden Needs			
260.	Deep Feeding	Supplemental	2,503,306	10/30/2001
261.	Classic Formula	Supplemental	2,513,498	11/27/01
262.	Garden Breeze	Supplemental	2,657,947	12/10/2002
263.	Protect	Supplemental	2,691,729	2/25/2003
264.	Garden Marker	Supplemental	2,726,070	6/10/2003

NO ADDITIONAL PAGES

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*IP Security Agreement*") dated April 30, 2004, is made by the Persons listed on the signature pages hereof (collectively, the "*Grantors*") in favor of Bank of America, N.A. ("*Bank of America*"), as collateral agent (the "*Collateral Agent*") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, United Industries Corporation, a Delaware corporation, has entered into a Credit Agreement dated as of April 30, 2004 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), with Bank of America, as Administrative Agent, Swing Line Lender and L/C Issuer, and the Lenders party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of Loans and the issuance of Letters of Credit by the Lenders under the Credit Agreement and the entry into Secured Hedge Agreements by the Hedge Banks from time to time, each Grantor has executed and delivered that certain Security Agreement dated April 30, 2004 made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Security Agreement*").

WHEREAS, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in all of such Grantor's right, title and interest in and to the following (the "*Collateral*"):

(i) the patents and patent applications set forth in Schedule A hereto (the "*Patents*");

(ii) the trademark and service mark registrations and applications set forth in Schedule B hereto (provided that no security interest shall be granted in United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under

applicable federal law), together with the goodwill symbolized thereby (the "*Trademarks*");

(iii) all copyrights, whether registered or unregistered, now owned or hereafter acquired by such Grantor, including, without limitation, the copyright registrations and applications and exclusive copyright licenses set forth in Schedule C hereto (the "*Copyrights*");

(iv) all reissues, divisions, continuations, continuations-in-part, extensions, renewals and reexaminations of any of the foregoing, all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;

(v) any and all claims for damages and injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(vi) any and all proceeds of, collateral for, income, royalties and other payments now or hereafter due and payable with respect to, and supporting obligations relating to, any and all of the Collateral of or arising from any of the foregoing.

SECTION 2. Security for Obligations. The grant of a security interest in, the Collateral by each Grantor under this IP Security Agreement secures the payment of all Obligations of such Grantor now or hereafter existing under or in respect of the Loan Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner for Patents and the Commissioner for Trademarks and any other applicable government officer record this IP Security Agreement.

SECTION 4. Execution in Counterparts. This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

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

UNITED INDUSTRIES CORPORATION

By 

Name: Daniel J. Johnston
Title: Executive Vice President and
Chief Financial Officer

Address for Notices:

2150 Schuetz Road
St. Louis, MO 63146
Attn: Chief Financial Officer and
General Counsel
Facsimile: 314-253-5965

GROUND ZERO INC.
SCHULTZ COMPANY
SYLORR PLANT CORP.
WPC BRANDS, INC.
NU-GRO US HOLDCO CORPORATION
IB NITROGEN INC.
NU-GRO AMERICA CORP.
NU-GRO TECHNOLOGIES, INC.

By 

Name: Daniel J. Johnston
Title: Vice President and Treasurer

Address for Notices:

c/o United Industries Corporation
2150 Schuetz Road
St. Louis, MO 63146
Attn: Chief Financial Officer and
General Counsel
Facsimile: 314-253-5965

Schedule A**Patents and Patent Applications****A. Patents**

Grantor	Patent Titles	Country	Patent No./ Application No.	Issue Date/ Filing Date
United Industries Corporation	Solvent Preparation	United States	4,483,783 82/368,587	4/15/1982
United Industries Corporation	Pressure Sprayer	United States	6,056,167 97/934,459	5/2/200 9/19/1997
United Industries Corporation	Pressure Pump for Dispensing Liquid	United States	5,669,532 95/418,517	9/23/1997 4/7/1995
United Industries Corporation	Air Freshener Preparation	United States	4,826,674	
United Industries Corporation	Air Freshener / Insecticide Preparation	United States	4,904,464 88/237,372	2/27/1990 8/29/1988
United Industries Corporation	Fertilizer compositions and method of making such compositions	United States	5,238,480 89374109	8/24/1993 6/29/1989
United Industries Corporation	Fertilizer/pesticide composition and method of treating plants	United States	5,174,804 89/415,162	12/29/1992 9/29/1989
United Industries Corporation	Pallet and Display Assembly	United States	5,237,936 92/872,838	8/24/1999 4/23/1992
United Industries Corporation	Bottle with Finger Pieces	United States	4,690,311 85/8889	9/1/1987 4/25/1986
United Industries Corporation	Aerosol Preparation	United States	4,439,343 81/282,050	3/27/1984 7/10/1981
United Industries Corporation	Aerosol Preparation	United States	4,439,342 81/237,155	3/27/1984 7/10/1981
United Industries Corporation	Water Dispersions	United States	4,439,344 82/368,587	3/27/1984 9/2/1980
United Industries Corporation	Sealing cover for a fly trap	United States	D285179 84/572905	8/19/1986 1/23/1984
United Industries Corporation	Fly trap	United States	D284093 84/572905	6/3/1986 1/23/1984
Schultz Company	Mixing & Dispensing Sprayer Apparatus	United States	5,375,769 206247	12/27/1994 3/3/1994
Schultz Company	Tent	United States	D370046 94/29,011	5/21/1996 9/27/1994
Schultz Company	Tent	United States	D304966 87/94,924	12/5/1989 9/10/1987
Schultz Company	Tent	United States	D289787 84/699,299	5/12/1987 12/3/1984
Schultz Company	Tent	United States	4491141 83/470965	1/1/1985 3/1/1983
Schultz Company	Bottle	United States	D450245 128309	11/13/2001 8/22/2000

B. Patent Applications

Grantor	Patent Titles	Country	Patent No./ Application No.	Issue Date/ Filing Date
United Industries Corporation	Battery Powered hand Held Sprayer w. Remote Spray Gun Assembly	United States	Application number not yet assigned	
United Industries Corporation	Fertilizer/Pesticide Composition & Method of Treating Plants	Canada	2,080,304	
United Industries Corporation	Pop-Up Termite Indicator	United States	10/407,253	
United Industries Corporation	Oil Burning Torch	United States	10/102,350	
United Industries Corporation	Oil Burning Torch	Canada	2,377,440	

Schedule B**Trademarks**

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	100 Plus		Registration	2,263,632	07/20/99
	200 Plus		Registration	2,329,399	03/14/00
	3 Plus 3		Registration	2,248,315	05/25/99
Schultz Company	7 Drops		Registration	1,373,194	12/03/85
Schultz Company	7 Drops		Mexico	472,324	9/5/1994
	7 Drops & Design		Mexico	478,964	11/9/1994
	7 Drops and Design		Registration	1,373,198	12/03/85
	Accelerator		Supplemental	1,808,647	11/30/93
	All American		Registration	1,878,371	2/14/1995
Schultz Company	All Purpose Plant Food Plus		Registration	2,148,027	3/31/1998
	Amazing Lawn Food		Registration	1,974,044	05/14/96
	Amazing Plant Food		Registration	1,933,777	11/07/95
	America's Best Value For All Your Lawn and Garden Needs		Supplemental	2,486,382	09/04/01
	America's Groundkeeper		Registration	2,576,615	06/04/02
	Annual Booster		Registration	2,435,703	03/13/01
	Ant Shield		Registration	2,560,460	04/09/02
	Aquaguard		Registration	2,364,953	07/04/00
	Atlanta Turf Special		Registration	1,781,992	07/13/93
WPC Brands, Inc.	Backwoods Buck		Registration	1,935,772	11/14/95
	Backwoods Cutter		Registration	1,757,957	03/16/93
	Backyard Cutter		Registration	1,792,340	09/14/93
	Bag-A-Bug		Registration	1,203,346	08/03/82
	Bag-A-Bug		Registration	1,145,046	12/30/80
	Bandini		Registration	674,054	2/17/1959
	Bandini)	Argentina	Registration	1,853,160	11/26/2001
	Bandini	Chile	Registration	579,908	10/23/00
	Bandini	Ecuador	Registration	808,500	11/16/00
	Bandini	Peru	Registration	65,618	08/22/00
	Bandini	Uruguay	Registration	323,577	12/19/00
	Beautiful Gardens		Registration	1,545,942	07/04/89
	Bed Mix		Registration	1,471,840	1/12/1988
	Better Lawns		Registration	1,548,755	07/18/99

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	Better-Gardens		Registration	1,425,404	01/20/87
	Bloom Master		Registration	2,640,241	10/22/02
	Bloom -N-Grow		Registration	2,241,273	04/20/99
	Bloom Plus		Registration	1,919,128	09/19/95
	Bloom Start		Registration	1,657,901	09/24/91
	Brimm		Registration	597,254	10/26/1954
	Bug Stop		Registration	2,270,338	08/17/99
	Bulb Booster		Registration	1,270,432	03/20/84
	Bulb Booster		Registration	1,287,510	07/31/84
	Bulb Booster	Canada	Registration	337,458	02/26/88
	Bulb Builder	Canada	Registration	367,895	04/20/90
	Chemsico		Registration	2,400,196	10/31/00
WPC Brands, Inc.	Chlorazene		Registration	1,530,509	03/21/89
WPC Brands, Inc.	Chlorazene Hydrosol System		Registration	2,090,411	08/26/97
WPC Brands, Inc.	Classic Formula		Supplemental	2,513,498	11/27/01
	Clover (design)		Registration	838,194	11/7/1967
	Colorburst		Registration	805,811	12/14/00
	Colorburst		Registration	2,502,381	10/30/01
	Colorburst		Registration	2,405,203	11/21/00
	Conquer		Registration	1,058,884	02/15/97
	Country Petals		Registration	1,908,054	08/01/95
	Crab-Ex		Registration	2,364,954	07/04/00
	Crab-Ex		Registration	2,747,031	08/15/03
	Cutter		Registration	1,341,985	06/18/85
	Dead And Gone, Twice As Long		Registration	2,029,200	01/07/97
	Deep Feeding		Supplemental	2,503,306	10/30/2001
	Deep Green		Registration	1,381,951	2/11/1986
	Deep Green Whatever the Weather		Registration	2,372,023	8/1/2000
	Design - Beetle in circle w/ diagonal lines		Registration	1,325,377	03/19/85
	Design - Water Based		Registration	1,842,263	06/28/94
	Design - Watering Can		Registration	1,373,199	12/03/85
	Design - Watering Can		Mexico	478,588	11/4/1994
WPC Brands, Inc.	Destination Outdoors		Registration	2,463,134	6/26/2001
WPC Brands, Inc.	Destination		Registration	2,468,716	7/17/2001

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	Outdoors Outdoor Health (Design)				
	Drought Buster		Registration	1,731,971	11/10/1992
	Earth Care		Registration	1,848,837	08/09/94
	Easy Lime		Registration	1,508,732	11/18/88
	Escote	Mexico	Registration	446,786	11/19/1993
	Expire		Registration	1,457,144	09/15/87
WPC Brands, Inc.	Family Formula		Supplemental	1,739,259	12/08/92
	Flower Power		Registration	1,679,773	03/17/92
	Formula 101		Registration	2,384,747	09/12/00
	Formula 102		Registration	2,384,748	09/12/00
	Formula 103		Registration	2,386,991	09/19/00
	Formula 104		Registration	2,384,750	09/12/00
	Formula 105		Registration	2,386,995	09/19/00
	Formula 106		Registration	2,384,749	09/12/00
	Formula 107		Registration	2,384,746	09/12/00
	From the Fertile Minds at Vigoro	Canada	Registration	505,260	12/8/1998
	Fun		Registration	830,067	6/13/1967
	Gallon Shot		Mexico	471,661	8/29/1994
Schultz Company	Garden Breeze		Supplemental	2,657,947	12/10/2002
Schultz Company	Garden Marker		Supplemental	2,726,070	6/10/2003
Schultz Company	Garden Safe		Registration	2,799,028	12/23/2003
	Gear Guard		Registration	2,097,756	09/16/97
	Goal Line		Registration	1,514,215	09/06/88
	Golden Vigoro	Canada	Registration	101,624	10/14/1955
	Green Turf		Registration	1,730,497	11/10/1992
	Greens In 3 Days, Feeds For 3 Months		Registration	2,263,631	07/20/99
Schultz Company	Greenhouse Professional Products		Registration	2,637,753	10/15/2002
	Greenskote		Registration	1,455,964	09/08/87
	Greenskote (Canada)		Registration	397,683	05/01/92
	Greenskote (Canada)		Registration	400,948	07/31/92
	Gro Best		Registration	1,909,098	08/01/95
	Gro-Rite		Registration	2,412,440	12/12/2000
	Gro-Tone		Registration	879,341	10/28/1969
	Gro-Tone		Registration	766,977	3/24/1964
	Gro-Tone (design)		Registration	1,682,555	4/17/1992
Schultz Company	Grow Something		Registration	2,786,855	11/25/2003

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	Holiday		Registration	758,018	10/8/1963
	Hot Shot		Registration	1,058,205	02/08/77
	Hot Shot		Registration	921,385	10/05/71
	Hot Shot Ant Killer Plus		Registration	2,255,804	06/22/99
	IBDU	Mexico	Registration	456,414	4/7/1994
	Ice Defense		Registration	2,566,259	4/30/2002
	Ice Defense	Canada	Registration	562,950	6/3/2002
	Ideal		Registration	70,947	10/20/2008
WPC Brands, Inc.	Insect Block		Registration	2,034,176	1/28/1997
	Instagreen		Registration	1,427,065	02/03/87
	Instant Vigoro	Canada	Registration	108,248	10/11/1957
Schultz Company	Iron Green		Registration	2,509,454	11/20/2001
Schultz Company	Just Add 7 Drops Per Quart Water, Every Time You Water, Everything You Grow		Registration	1,403,613	08/05/86
	Just Add 7 Drops Per Quart Water, Every Time You Water, Everything You Grow		Mexico	511,153	11/09/95
	Know How Know Who		Registration	2,513,317	03/19/02
	Kwikstand		Registration	2,040,980	02/25/97
	Last Bite		Registration	2,453,563	5/22/2001
	Makes You Invisible to Bugs		Registration	2,604,863	8/6/2002
	Master Green		Registration	1,508,729	10/18/1988
	Maxattrax		Registration	2,070,870	06/10/97
	Maxattrax Ultra		Registration	2,474,053	07/31/07
	Maxi-Iron		Registration	2,404,259	11/14/2000
	Mixerator		Taiwan	582,112	1/1/1993
	Mixerator		Australia	350,144	8/3/1983
	Mixerator		Japan	1,304,387	10/12/1977
	Mixerator		Japan	2,491,174	12/25/1992
Schultz Company	Mixerator		Registration	1,165,584	8/18/1981
	Mixerator		Mexico	471,656	8/29/1994
	Mole Stop		Registration	2,432,006	02/27/01
	Moss Ex		Registration	2,636,140	10/15/02
	Mr. Turf's		Registration	768,071	4/14/1964
	Mum Booster		Registration	2,285,056	10/12/1999

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
Schultz Company	Natural Lustre of the New Born Leaf		Registration	1,368,478	11/5/1985
	Natural Lustre of the New Born Leaf		Mexico	427,535	9/6/1994
	Nature's Best (logo)		Registration	977,977	2/5/1974
	No Mix! No Mess!		Supplemental	2,233,079	3/16/1999
	No-Pest		Supplemental	835,686	09/19/67
	Nursery Special		Registration	1,123,884	8/14/1979
	Pansy Booster		Registration	2,279,215	9/21/1999
	Par-Ex	Argentina	Registration	1,579,622	3/31/1998
	Par-Ex	Mexico	Registration	481,790	12/7/1994
	Par-Ex	Norway	Registration	189,845	5/7/1998
	Par-Ex (Switzerland)		Registration	445,813	4/1/1997
	Park Ridge		Registration	1,232,391	3/29/1983
	Perennial Booster		Registration	1,796,668	10/5/1993
	Perennial Booster	Canada	Registration	431,906	08/19/94
	Peters Professional Ultimate Lawn & Garden		Registration	1,795,905	09/28/93
Schultz Company	Potting Soil Plus		Registration	2,715,044	05/13/03
	Power Bait		Registration	2,229,251	03/02/99
	Pro-Grass		Registration	2,110,922	11/4/1997
Schultz Company	Protect		Supplemental	2,691,729	2/25/2003
	Proterra		Registration	2,482,690	8/28/2001
	Pursell	Argentina	Registration	1,853,161	11/26/2001
	Pursell	Chile	Registration	579,909	10/23/00
	Pursell	Ecuador	Registration	808,400	11/16/00
	Pursell	Peru	Registration	65,619	08/22/00
	Pursell	Uruguay	Registration	323,576	12/19/00
	Real - Easy		Supplemental	1,392,773	05/06/86
	Real - Green		Registration	577,975	07/28/93
	Real - Kill		Registration	557,330	04/08/92
	Real Easy		Registration	2,549,445	03/19/02
Schultz Company	Real Flavor		Registration	2,569,648	05/14/02
	Real Fresh		Registration	2,600,322	07/30/02
	Real Kill		Canada	TMA530982	08/10/00
WPC Brands, Inc.	Repel		Registration	1,285,753	07/17/84
WPC Brands, Inc.	Repel		Registration	2,131,625	01/27/98
WPC Brands, Inc.	Repel Lemon Eucalyptus		Registration	2,674,595	01/14/03
	Rid-A-Bug		Registration	862,985	01/07/69

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	Rid-A-Roach		Registration	1,400,888	07/15/86
	Road King		Registration	1,855,058	09/20/94
	Rocket		Registration	773,054	7/14/1964
WPC Brands, Inc.	Sanizene		Registration	1,604,320	7/3/1990
	Schultz		Japan	1,638,068	11/25/83
	Schultz		Japan	1,607,591	07/28/83
	Schultz		Taiwan	945,030	6/16/2001
	Schultz		Mexico	471,660	8/29/1994
	Schultz Instant		South Korea	300,311	10/20/94
	Schultz Instant		Japan	1,638,069	11/25/83
	Schultz Instant		Japan	1,630,190	10/27/83
	Schultz Instant		Taiwan	126,956	01/16/80
	Schultz Instant Plant Shine		Mexico	471,847	8/30/1994
	Schultz-Instant		Mexico	526,288	7/17/1996
	Schultz-Instant		Taiwan	653,245	9/1/1994
	Seed & Sod		Registration	1,114,763	3/13/1979
	Shine Magic		Registration	664,891	7/29/1958
	Shine Magic		Mexico	471,659	8/29/1994
	Shoot-Out!		Registration	1,304,635	11/13/84
	Skinsations		Registration	2,747,030	08/05/03
	Sleep Screen		Canada	313,524	04/25/86
	Smart Soil		Registration	2,298,646	12/7/1999
	Smart Soil Plus		Registration	2,258,003	6/29/1999
	Smart Steps		Registration	2,815,651	2/17/2004
	Soilife		Registration	847,806	4/23/1968
	Southland		Registration	782,658	1/5/1965
	Special Delivery		Registration	1,433,468	03/24/87
	Spectracide		Registration	716,317	06/06/61
	Spectracide		Registration	2,555,710	04/02/02
	Spectracide		Canada		
	Spectracide 6000		Registration	1,033,581	02/17/76
	Spectracide Immunox		Registration	2,109,856	10/28/97
	Spectracide Pro		Registration	2,298,941	12/07/99
	Spectracide Terminate		Registration	2,566,698	05/07/02
	Spectrum		Registration	1,044,608	07/27/96
WPC Brands, Inc.	Sportsmen Formula		Supplemental	1,730,436	11/03/92
WPC Brands, Inc.	Sportsmen Formula		Registration	2,631,594	10/08/02
Schultz Company	Spray Green		Registration	2,769,766	09/30/03

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	Sta-Green		Registration	834,914	9/12/1967
	Sta-Green		Registration	2,304,658	12/28/1999
	Sta-Green	Arizona	Registration	16,640	9/9/1968
	Sta-Green	Arkansas	Registration	23,618	9/30/1998
	Sta-Green	Chile	Registration	579,910	10/23/00
	Sta-Green	Colorado	Registration	19,851,007,726	9/6/1968
	Sta-Green	Connecticut	Registration	20,560	10/1/1998
	Sta-Green	Delaware	Registration	15,223	10/7/1968
	Sta-Green (design)		Registration	686,131	10/6/1959
	Sta-Green (design)		Registration	807,450	4/26/1966
	Sta-Green (Equador)		Registration	808,600	11/16/00
	Sta-Green	European Comm.	Registration	142,489	04/01/96
	Sta-Green	Florida	Registration	910,175	11/4/1968
	Sta-Green	Idaho	Registration	16,103	9/8/1998
	Sta-Green	Illinois	Registration	83,206	2/4/1999
	Sta-Green	Kentucky	Registration	8,325	10/21/1998
	Sta-Green	Maine	Registration	19,990,175	11/23/1998
	Sta-Green	Maryland	Registration	587	10/22/1998
	Sta-Green	Massachusetts	Registration	56,658	11/23/1998
	Sta-Green	Missouri	Registration	14,448	9/1/1998
	Sta-Green	New Hampshire	Registration		9/28/1998
	Sta-Green	New Jersey	Registration	15,412	9/6/1968
	Sta-Green	New York	Registration	29,016	10/9/1998
	Sta-Green	North Dakota	Registration	14,068,700	11/17/1998
	Sta-Green	Oklahoma	Registration	27,110	3/30/1995
	Sta-Green	Oregon	Registration	29,254	4/5/2005
	Sta-Green	Peru	Registration	65,620	08/22/00
	Sta-Green	Rhode Island	Registration	780,902	9/10/1998
	Sta-Green	Uruguay	Registration	323,578	12/19/00
	Sta-Green	Utah	Registration	10,351	9/3/1968
	Sta-Green	Vermont	Registration	4,273	9/2/1998
	Sta-Green	Wyoming	Registration	1,243	9/3/1968
Schultz Company	Start Right		Registration	2,767,489	9/23/2003
Schultz Company	Start Right		Registration	2,767,661	9/23/2003
	Starts & Feeds	Japan	Registration	1,638,070	11/25/1983
Schultz Company	Starts & Feeds		Registration	1,428,022	2/10/1987
	Starts & Feeds	Mexico	Registration	484,712	3/9/1995
	Strong-Start		Registration	2,818,236	2/24/2004

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
WPC Brands, Inc.	Stuff		Registration	2,092,516	9/2/1997
	Suburban		Registration	834,949	9/12/1967
	Sudden Death		Registration	1,944,710	12/26/95
	Summer Green		Registration	1,960,689	3/5/1996
WPC Brands, Inc.	Sun & Bug Stuff		Registration	1,726,983	10/27/1992
	Super 150		Registration	2,311,601	1/25/2000
	Super Blade		Registration	2,406,222	11/21/2000
	Super Color Formula		Registration	2,513,345	11/27/2001
	Super Green		Registration	2,410,628	12/5/2000
	Super Plush		Registration	2,406,243	11/21/2000
Schultz Company	Super Sprayer		Supplemental	2,319,918	2/15/2000
	Supreme Green		Registration	1,539,907	5/23/1989
	Tee-Green		Registration	842,707	1/23/1968
	The Amazing All Purpose Plant Food!		Registration	1,941,511	12/12/95
	The Easy Way To A Beautiful Lawn & Garden		Registration	2,357,977	6/13/2000
	The Word For Fertilizer		Registration	2,816,329	2/24/2004
Schultz Company	Tomato Plus		Registration	2,044,782	3/11/1997
	Transflur		Registration	2,364,995	07/04/00
	Treasure		Registration	801,170	1/4/1966
	Triazicide		Registration	2,818,289	2/24/2004
	Tri-Mix		Registration	2,364,955	7/4/2000
	Tulip (design)		Registration	1,426,130	1/27/1987
	Twice As Fast, Just As Dead		Registration	1,951,080	01/23/96
	Unipel		Registration	766,154	3/10/1964
	V-Cote	Norway	Registration	188,859	3/19/1998
	V-Cote	Switzerland	Registration	445,814	4/1/1997
	Vertagreen		Registration	525,504	5/23/1950
	Vigoro		Registration	822,216	1/17/1967
	Vigoro		Registration	186,125	7/1/2024
	Vigoro		Registration	2,230,960	3/9/1999
	Vigoro		Registration	2,266,583	8/3/1999
	Vigoro	Australia	Registration	195,478	6/22/1986
	Vigoro	Canada	Registration	45,670	2/12/1929
	Vigoro	Canada	Registration	505,233	12/7/1998
	Vigoro	Chile	Registration	488,939	7/2/1997
	Vigoro	Ecuador	Registration	808,300	11/16/00

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	Vigoro	European Comm.	Registration	510,701	8/30/1999
	Vigoro (flower design)		Registration	2,163,609	6/9/1998
	Vigoro	Germany	Registration	761,661	1/30/1981
	Vigoro	Japan	Registration	1,658,502	2/23/1984
	Vigoro	Norway	Registration	189,257	4/2/1998
	Vigoro	Panama	Registration	3,250	3/12/1981
	Vigoro	Peru	Registration	65,617	08/22/00
	Vigoro	Puerto Rico	Registration	7,804	7/19/1950
	Vigoro	Switzerland	Registration	445,212	4/1/1997
	Vigoro	United Kingdom	Registration	812,017	10/14/1981
	Vigoro	Uruguay	Registration	323,575	12/19/00
	Vigoro	Venezuela	Registration	22,956	7/12/1980
	Vigoro Deep Green	Canada	Registration	329,864	7/10/1987
	Vigoro Envirocare	Canada	Registration	377,240	12/14/1990
	Vigoro Gardener's Report	Canada	Registration	451,838	12/15/1995
	Vitogro	Canada	Registration	117,070	2/26/1960
	Vivicolor		Mexico	472,534	9/6/1994
	Weed Stop		Registration	1,196,097	05/25/82
	Weed Stop		Registration	2,148,032	03/31/98
	White House		Registration	2,079,948	7/15/1997
	Woodace	Mexico	Registration	460,677	5/17/1994
	XLC		Registration	1,865,158	11/29/94
	Yard Gun		Mexico	472,533	9/6/1994
	Yours Truly		Registration	760,440	11/19/1963
	Yours Truly		Mexico	471,658	8/29/1994
Schultz Company	Zipper Seal		Registration	2,097,731	9/16/1997
Schultz Company	All Bug		Application	76,310,734	9/10/2001
	Atracide		Application	76,451,736	9/18/2002
	Bandini	Brazil	Application	822,988,844	
	Bandini Horticulture		Application	76,215,274	2/24/2001
	Better Plants Better Planet		Application	78,330,533	11/20/2003
	Better Plants Better Planet		Application	78,330,537	11/20/2003
Schultz Company	Blitz		Application	76,256,750	5/14/2001
Schultz Company	Blossom Booster		Application	76,264,610	5/30/2001
	Bug Free Backyard		Application	76,560,343	11/13/2003
	Bug Free Backyard		Application	76,560,344	11/13/2003

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
Schultz Company	Care For Plants		Application	75,407,696	12/18/1997
	Colorcote		Application	76,279,796	7/3/2001
WPC Brands, Inc.	Come Out And Play		Application	76,366,457	2/1/2002
	Composite Timed Release		Application	76,153,503	10/25/2000
	Crab-Ex Plus		Application	76,464,483	10/29/2002
	Earth Care Naturals		Application	76,270,578	6/13/2001
	Effective Solutions for Responsible Gardening		Application	76,529,915	6/17/2003
	Extremely Fast Extremely Effective		Application	76,498,083	2/26/2003
	Ezspray		Application	76,451,798	9/18/2002
WPC Brands, Inc.	Family Formula		Application	76,357,882	1/11/2002
	Florida Turf		Application	76,305,673	8/27/2001
	Flower Booster		Application	75,607,244	12/17/1998
	Fungicide3		Application		2/19/2003
Schultz Company	Garden Safe		Application	76,259,878	5/21/2001
Schultz Company	Garden Safe		Application	1,136,587	4/5/2002
Schultz Company	Greenhouse Professional Products		Application	1,136,586	4/5/2002
	Green Turf		Application	76,451,733	9/18/2002
	Grub Stop		Application	78,045,389	12/16/1996
	H2Gro		Application	76,250,183	5/1/2001
	Home Pro		Application	76,406,697	5/7/2002
	Hot Shot		Application	76,294,129	7/31/2001
	Iron Max		Application	76,087,231	7/12/2000
Schultz Company	Lush Green		Application	75,750,682	7/14/1999
	Moisture-Mix		Application	76,433,611	7/19/2002
	Moisture Monitor		Application	76,288,348	7/20/2001
	Moisture Plus		Application	76,520,142	5/20/2003
	Mosquito Stop		Application	76,498,729	2/12/2003
	Nest Destroyer		Application	78,324,124	11/6/2003
Schultz Company	Nurture		Application	76,310,622	9/10/2001
Schultz Company	Nutrius		Application	76,264,623	3/30/2001
	Once & Done		Application	76,560,345	11/13/2003
Schultz Company	Pain-Free Applicator		Application	76,214,448	2/22/2001
	Par-Ex	Australia	Application	598,983	
	Plant Booster	Canada	Application	1,035,086	
	Power Spray		Application	76,469,556	11/14/2002

Grantor (if other than United Industries Corporation)	Trademark	Jurisdiction (if other than United States)	Type	Registration # or Application #	Registration Date or Filing Date
	Pro Choice		Application	75,829,261	10/22/1999
	Pursell	Brazil	Application	822,988,836	
Schultz Company	Rain Soft		Application	76,061,928	6/2/2000
Schultz Company	Right Size		Application	76,256,751	5/14/2001
Schultz Company	Root Zone		Application	76,214,449	2/22/2001
Schultz Company	Schultz		Application	76,508,398	4/21/2003
Schultz Company	Schultz		Application	1,198,844	12/3/2003
	Spectracide		Application	76,249,033	4/19/2001
	Spectracide		Application	1,067,855	7/20/2000
	Spectracide Terminate Termite Defense		Application	76,469,664	11/14/2002
	Spectracide Tree Defense		Application	76,451,781	9/18/2002
	Sportsmen Max Formula		Application	78,351,296	1/13/2004
	Sta-Green	Argentina	Application	2,290,723	
	Sta-Green	Brazil	Application	822,988,828	
	Sta-Green	Canada	Application	1,042,972	
	Stars & Stripes		Application	76,312,473	9/14/2001
	Start-N-Gro		Application	76,504,189	4/1/2003
	Super Green Turf		Application	76,305,669	8/27/2001
	Tick Defense		Application	76,402,171	5/1/2002
	Tree Defense		Application	76,451,735	9/18/2002
	Triazicide (stylized)		Application	76,380,954	3/12/2002
	Triplestrike		Application	76,547,609	9/25/2003
	Turf Green		Application	75,829,745	10/22/1999
	Turf Max		Application	76,364,199	1/30/2002
	Vigoro	Brazil	Application	822,988,852	
	Vigoro Ultra Grow		Application	76,275,879	6/22/2001
	Weed Max		Application	76,290,907	7/20/2001
	Weekend Gardener		Application	76,405,039	5/6/2002

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Schedule C

Copyrights

Owner	Copyright	Registration Number	Registration Date
Schultz Company	Schultz all natural green moss decorative sheet moss, premium	TX 4-539-240	N/A
Schultz Company	Schultz super sprayer nonclogging lawn and garden feeder	TX 4-539-241	N/A
Schultz Company	Schultz horticultural perlite	TX 4-539-242	N/A
Schultz Company	Schultz horticultural vermiculite	TX 4-583-419	N/A
Schultz Company	Schultz sphagnum peat moss: premium	TX 4-607-543	N/A
Schultz Company	Schultz horticultural cactus & succulent soil: professional	TX 4-607-544	N/A
Schultz Company	Schultz professional potting soil plus: standard formula	TX 4-607-545	N/A
Schultz Company	Schultz professional potting soil plus: African violets & blooming plants	TX 4-607-546	N/A
Schultz Company	Schultz horticultural charcoal: premium	TX 4-607-547	N/A
Schultz Company	Schultz bulb potting & planting mix plus	TX 4-617-233	N/A
Schultz Company	Schultz seed starter potting & planting mix plus: with Schultz time release plant food 0.09-0.18-0.09	TX 4-619-390	N/A
Schultz Company	Schultz 8-14-9 african violet plus liquid food: for African violets & other gesneriads original formula plus micronutrients	TX 4-619-392	N/A
Schultz Company	Schultz 5-30-5 bloom plus: with chelated iron, manganese & zinc: ultra pure liquid plant food for all flowering & fruiting plants	TX 4-619-393	N/A
Schultz Company	Schultz bloom plus potting & planting mix: with time-release plant food	TX 4-619-394	N/A
Schultz Company	Schultz professional potting soil with plant food plus	TX 4-664-138	N/A
Schultz Company	Schultz lime fertilized lime with garden fertilizer 3-2-2; Schultz lime plus with lawn fertilizer 4-4-2	TX 4-750-985	N/A
Schultz Company	Schultz all natural green moss decorative sheet moss: premium	VA 886-191	N/A
Schultz Company	Schultz 18-19-30 tomato plus plant food	VA 886-192	N/A
Schultz Company	Schultz 19-31-17 a special ultra pure water soluble plant food for orchids	VA 886-193	N/A
Schultz Company	Schultz 19-24-24 rose plant food plus plant food	VA 886-194	N/A
Schultz Company	Schultz 33-11-11 acid plus ultra pure water soluble plant food	VA 886-195	N/A
Schultz Company	Schultz 20-30-20 all purpose plant food plus ultra pure, weather soluble plant food with micronutrients	VA 886-196	N/A
Schultz Company	Schultz plant shine, the original leaf polish	VA 886-197	N/A

Schultz Company	Schultz 10-60-10 bloom plus plant food	VA 886-198	N/A
Schultz Company	Schultz horticultural sphagnum peat moss, premium	VA 886-199	N/A
Schultz Company	Schultz professional potting soil plus standard formula, all purpose	VA 886-200	N/A
Schultz Company	Schultz super sprayer nonclogging lawn & garden feeder	VA 866-201	N/A
Schultz Company	Schultz 40-4-4 lawn food plus, ultra pure water soluble lawn food	VA 886-202	N/A
Schultz Company	Schultz houseplants & gardens insect spray	VA 886-203	N/A
Schultz Company	Schultz horticulture perlite, premium	VA 886-204	N/A
Schultz Company	Schultz horticulture vermiculite, premium	VA 886-205	N/A
Schultz Company	Schultz professional potting soil plus with plant food, all purpose	VA 886-206	N/A
Schultz Company	Schultz horticultural cactus & succulent soil, professional	VA 886-207	N/A
Schultz Company	Schultz horticultural charcoal, premium	VA 886-208	N/A
Schultz Company	Schultz professional potting soil plus with plant food, african violets & blooming plants	VA 886-209	N/A
Schultz Company	Schultz bulb plus potting & planting mix	VA 906-724	N/A
Schultz Company	Schultz lime plus fertilized lime with garden fertilizer 3-2-2; Schultz lime plus with lawn fertilizer 4-1-2	VA 919-381	N/A
Schultz Company	Schultz instant liquid plant food	TX 1-251-104	N/A
Schultz Company	Schultz instant fertilizer	TX 1-320-077	N/A
Schultz Company	"Schultz instant" liquid plant food for African violets	VA 461-388	N/A
Schultz Company	"Schultz instant" all purpose plant food	VA 621-567	N/A
Schultz Company	"Schultz instant" a special plant food for orchids	VA 640-614	N/A
Schultz Company	"Schultz instant" bloom plus plant food for blooming & bedding plants	VA 674-353	N/A
Schultz Company	"Schultz instant" liquid plant food	VA 674-354	N/A
Schultz Company	"Schultz instant" bloom plus plant food for blooming & bedding plants	VA 677-437	N/A
Schultz Company	"Schultz instant" liquid plant food	VA 677-462	N/A
Schultz Company	"Schultz instant" bloom plus plant food for blooming & bedding plants	VA 677-463	N/A
Schultz Company	"Schultz instant" liquid plant food	VA 677-464	N/A
Schultz Company	Schultz instant liquid plant food	VA 678-616	N/A
Schultz Company	"Schultz instant" cut flower food	VA 678-766	N/A
Schultz Company	"Schultz instant" all purpose plant food	VA 678-767	N/A
Schultz Company	"Schultz instant" insect spray for house plants & gardens	VA 678-768	N/A
Schultz Company	"Schultz instant" bloom plus plant food for blooming & bedding plants	VA 678-769	N/A
Schultz Company	"Schultz instant" all purpose plant food	VA 678-770	N/A
Schultz Company	"Schultz instant" concentrate lawn food	VA 678-771	N/A

Schultz Company	"Schultz instant" all purpose plant food	VA 678-722	N/A
Schultz Company	"Schultz instant" bloom plus plant food for blooming & bedding plants	VA 691-431	N/A
Schultz Company	Schultz instant plant shine leaf polish	VA 676-354	N/A
Schultz Company	Schultz instant 139-31-17, a special plant food for orchids	VA 676-356	N/A
Schultz Company	Schultz instant liquid plant food for African violets	VA 461-388	N/A
Schultz Company	Schultz instant all purpose plant food	VA 678-772	N/A
Schultz Company	Schultz instant house plants & gardens insect spray	VA 678-764	N/A
Schultz Company	Schultz bulb potting & planting mix plus	TX 4-614-233	N/A
Schultz Company	Schultz 10-15-10 all purpose plant food plus: ultra pure liquid plant food with micronutrients	TX 4-619-391	N/A
Schultz Company	Schultz Expert Gardener bone meal	VA 1-065-629	09/26/2000
Schultz Company	Schultz Expert Gardener blood meal	VA 1-065-628	09/26/2000
Schultz Company	Schultz Expert Gardener azalea & rhododendron granular plant food	VA 1-065-627	09/26/2000
Schultz Company	Schultz Expert Gardener Spray Green weed & feed lawn fertilizer	VA 1-065-626	09/26/2000
Schultz Company	Schultz Expert Gardener fungicide	VA 1-065-625	09/26/2000
Schultz Company	Schultz Expert Gardener winterizer	VA 1-065-643	09/26/2000
Schultz Company	Schultz Expert Gardener lawn insect control	VA 1-065-642	09/26/2000
Schultz Company	Schultz Expert Gardener crabgrass preventer	VA 1-065-641	09/26/2000
Schultz Company	Schultz Expert Gardener fruits & vegetables insect spray	VA 1-065-640	09/26/2000
Schultz Company	Schultz Expert Gardener roses & flowers insect spray	VA 1-065-639	09/26/2000
Schultz Company	Schultz Expert Gardener houseplant and gardens insect spray	VA 1-065-638	09/26/2000
Schultz Company	Schultz Expert Gardener azalea, camellia, rhododendron water soluble plant food with chelated iron	VA 1-065-637	09/26/2000
Schultz Company	Schultz Expert Gardener lawn food with chelated iron	VA 1-065-636	09/26/2000
Schultz Company	Schultz Expert Gardener all purpose granular plant food	VA 1-065-635	09/26/2000
Schultz Company	Schultz Expert Gardener rose & flower granular plant food	VA 1-065-634	09/26/2000
Schultz Company	Schultz Expert Gardener tomato & vegetable granular plant food	VA 1-065-633	09/26/2000
Schultz Company	Schultz Expert Gardener bulb granular plant food	VA 1-065-632	09/26/2000
Schultz Company	Schultz Expert Gardener evergreen tree & shrub granular plant food	VA 1-065-631	09/26/2000
Schultz Company	Schultz Expert Gardener citrus & tropical granular plant food	VA 1-065-630	09/26/2000
Schultz Company	Schultz Expert Gardener lawn food with chelated iron	VA 1-024-959	01/31/2000

Schultz Company	Schultz Expert Gardener tomato food	VA 1-024-958	01/31/2000
Schultz Company	Schultz Expert Gardener lawn food with chelated iron	TX 5-166-885	01/31/2000
Schultz Company	Schultz Expert Gardener tomato food	TX 5-166-884	01/31/2000
Schultz Company	Schultz Expert Gardener azalea, camellia, rhododendron water soluble plant food with chelated iron	VA 1-024-643	01/31/2000
Schultz Company	Schultz Expert Gardener Bloom Plus water soluble plant food	VA 1-024-642	01/31/2000
Schultz Company	Schultz Expert Gardener all purpose plant food	VA 1-024-641	01/31/2000
Schultz Company	Schultz Expert Gardener all purpose liquid plant food	VA 1-024-640	01/31/2000
Schultz Company	Schultz rose garden planting mix	VA 1-024-639	01/31/2000
Schultz Company	Schultz Expert Gardener premium lawn fertilizer	VA 1-024-638	01/31/2000
Schultz Company	Schultz Expert Gardener orchid food water soluble plant food	VA 1-024-637	01/31/2000
Schultz Company	Schultz Iron Green	VA 1-024-636	01/31/2000
Schultz Company	Schultz Expert Gardener Rose food	VA 1-024-635	01/31/2000
Schultz Company	Schultz Expert Gardener Plus	VA 1-024-634	01/31/2000
Schultz Company	Schultz Expert Gardener tomato food	VA 1-024-633	01/31/2000
Schultz Company	Schultz Starter Plus root stimulator	VA 1-024-632	01/31/2000
Schultz Company	Schultz Expert Gardener weed & feed	VA 1-024-631	01/31/2000
Schultz Company	Schultz MultiCote time-release outdoor plant food	VA 1-024-630	01/31/2000
Schultz Company	Schultz MultiCote time-release all purpose plant food	VA 1-024-629	01/31/2000
Schultz Company	Schultz Garden Breeze natural odor eliminator	VA 1-024-628	01/31/2000
Schultz Company	Schultz Clay Soil Conditioner	VA 1-024-627	01/31/2000
Schultz Company	Schultz Seed Aide	VA 1-024-626	01/31/2000
Schultz Company	Schultz Aquatic Plant Soil	VA 1-024-625	01/31/2000
Schultz Company	Schultz annual & perennial planting mix	VA 1-024-624	01/31/2000
Schultz Company	Schultz Expert Gardener: rose food	VA 1-024-623	01/31/2000
Schultz Company	Schultz Expert Gardener azalea, camellia, rhododendron water soluble plant food	TX 5-154-184	01/31/2000
Schultz Company	Schultz Expert Gardener Bloom Plus water soluble plant food	TX 5-154-183	01/31/2000
Schultz Company	Schultz Expert Gardener all purpose plant food	TX 5-154-182	01/31/2000
Schultz Company	Schultz Expert Gardener all purpose liquid plant food	TX 5-154-181	01/31/2000
Schultz Company	Schultz rose garden planting mix	TX 5-154-180	01/31/2000
Schultz Company	Schultz Expert Gardener premium lawn fertilizer	TX 5-154-179	01/31/2000
Schultz Company	Schultz Expert Gardener orchid food water soluble plant food	TX 5-154-178	01/31/2000
Schultz Company	Schultz Iron Green	TX 5-154-177	01/31/2000
Schultz Company	Schultz Expert Gardener Rose food	TX 5-154-176	01/31/2000

Schultz Company	Schultz Expert Gardener Bloom plus	TX 5-154-175	01/31/2000
Schultz Company	Schultz Expert Gardener tomato food	TX 5-154-174	01/31/2000
Schultz Company	Schultz Starter Plus root stimulator	TX 5-154-173	01/31/2000
Schultz Company	Schultz Expert Gardener premium weed & feed	TX 5-154-172	01/31/2000
Schultz Company	Schultz MultiCote time-release outdoor plant food	TX 5-154-171	01/31/2000
Schultz Company	Schultz MultiCote time-release all purpose plant food	TX 5-154-170	01/31/2000
Schultz Company	Schultz Garden Breeze natural odor eliminator	TX 5-154-169	01/31/2000
Schultz Company	Schultz Clay Soil Conditioner	TX 5-154-168	01/31/2000
Schultz Company	Schultz Seed Aide	TX 5-154-167	01/31/2000
Schultz Company	Schultz Aquatic Plant Soil	TX 5-154-166	01/31/2000
Schultz Company	Schultz annual & perennial planting mix	TX 5-154-165	01/31/2000
Schultz Company	Schultz Expert Gardener: rose food	TX 5-154-164	01/31/2000
Schultz Company	Schultz Bloom Plus liquid plant food	VA 906-725	08/07/1997
Schultz Company	Schultz African violet Plus liquid plant food	VA 906-723	08/07/1997
Schultz Company	Schultz Plant food Plus all purpose liquid plant food	VA 906-722	08/07/1997
Schultz Company	Schultz Bloom Plus potting & planting mix	VA 906-727	08/07/1997
Schultz Company	Schultz Seed Starter Plus potting & planting mix	VA 906-726	08/07/1997
United Industries Corporation	PISOES: Portable in store order entry system	TXu 470-501	04/26/1991
United Industries Corporation	Home Depot order program from Portable computer	Txu 470-488	04/26/1991
Schultz Company	"Schultz-Instant" liquid plant food	VA 677-462	10/11/1994
Schultz Company	Schultz-Instant Bloom Plus giant food for blooming & bedding plants	VA 677-463	10/11/1994
Schultz Company	Schultz Expert Gardener starter fertilizer	VA 1-065-644	09/26/2000
Schultz Company	Schultz enriched garden soil	VA 1-065-645	09/26/2000
Schultz Company	Schultz Garden Marker: Marking Paint	VAu-508-846	
Schultz Company	Schultz Rose & Flower Preservative	VAu-508-847	
Schultz Company	Schultz Expert Gardener Spray Green Weed & Fee Lawn Fertilizer	VAu-508-848	
Schultz Company	Schultz 10-15-10 all purpose plant food plus: ultra pure liquid plant food with micronutrients	TX-4-619-391	N/A