

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
United Industries Corporation		05/31/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Homer TLC, Inc.		
Street Address:	1007 Orange Street, Nemours Building		
Internal Address:	Suite 1424		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2230960	VIGORO	
Registration Number:	0186125	VIGORO	
Registration Number:	0822216	VIGORO	
Registration Number:	3384721	VIGORO	
Registration Number:	3222945	VIGORO	
CORRESPONDENCE DATA			
Fax Number:	(770)384-5831		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	770 384 4210		
Email:	sheldon_shorter@homedepot.com		
Correspondent Name:	Issac T. Lin		
Address Line 1:	2455 Paces Ferry Road, N.W.		
Address Line 2:	Store Support Center, C-20		
Address Line 4:	Atlanta, GEORGIA 30339-4024		

CH \$140.00 2230960

NAME OF SUBMITTER:	Issac T. Lin
Signature:	/Issac T. Lin/
Date:	06/11/2009
Total Attachments: 2 source=VIGORO assignment#page1.tif source=VIGORO assignment#page2.tif	

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 31st day of May, 2009 by United Industries Corporation, a Delaware corporation, having its principal place of business at 13260 Corporate Exchange Drive, St. Louis, Missouri 63044 ("Assignor"), to HOMER TLC, Inc., a Delaware corporation, having its principal place of business at 1007 Orange Street, Nemours Building, Suite 1424, Wilmington, Delaware 19801 ("Assignee").

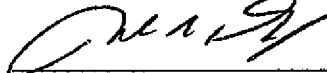
WITNESSETH:

WHEREAS, Assignor desires to assign to Assignee all of Assignor's worldwide right, title and interest in and to the VIGORO marks (the "Marks"), together with the goodwill of the business associated therewith, and any applications or registrations thereof.

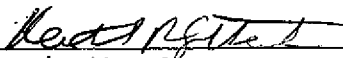
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign, and convey to Assignee all of Assignor's worldwide right, title and interest in and to the Marks, to include, but not limited to, the registrations/applications listed in Schedule A together with the goodwill of the business symbolized by the Marks, including, without limitation, Assignor's right, title and interest in and to (1) the right to sue for past, present and future infringements of the Marks; (2) all damages and payments for past or future infringements thereof; (3) the right to secure registrations for the Marks; and (4) the right to secure all renewals for any registration of the Marks.

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed effective as of the date first above written.

ASSIGNOR
UNITED INDUSTRIES CORPORATION

By: 
Name: Michael G. Pfefferkorn
Title: Divisional General Counsel
and Secretary

ASSIGNEE
HOMER TLC, INC.

By: 
Name: Keith R. Senthuraj
Title: Assistant Secretary

SCHEDULE A

TRADEMARK

VIGORO
VIGORO
VIGORO
VIGORO
VIGORO

VIGORO GARDENER'S REPORT
VIGORO DEEP GREEN
INSTANT VIGORO
GOLDEN VIGORO
VIGORO
FROM THE FERTILE MINDS AT VIGORO
VIGORO

REGISTRATION #

3222945 (US)
3384721 (US)
0822216 (US)
0186125 (US)
2230960 (US)

TMA451838 (Canada)
TMA329864 (Canada)
TMA108248 (Canada)
TMA101624 (Canada)
TMDA045670 (Canada)
TMA505260 (Canada)
TMA505233 (Canada)