

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		10/01/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Homer TLC, Inc.		
Street Address:	1007 Orange St., Nemours Bldg.		
Internal Address:	Suite 1424		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0674054	BANDINI	
CORRESPONDENCE DATA			
Fax Number:	(770)384-5831		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	770 433 8211		
Email:	trade_marks@homedepot.com		
Correspondent Name:	Homer TLC, Inc.		
Address Line 1:	1007 Orange St., Nemours Bldg.		
Address Line 2:	Suite 1424		
Address Line 4:	Wilmington, DELAWARE 19801		
NAME OF SUBMITTER:	Issac T. Lin		
Signature:	/Issac T. Lin/		
Date:	10/20/2009		

CH \$40.00 0674054

Total Attachments: 2

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 1st day of October 2009 by United Industries Corporation, a Delaware corporation, having a place of business at 13260 Corporate Exchange Drive, Bridgeton, Missouri 63044 ("Assignor") and HOMER TLC, INC., a Delaware corporation, having its principal place of business at 1007 Orange Street, Nemours Building, Suite 1424, Wilmington, Delaware 19801 ("Assignee"). The parties agree as follows:


WITNESSETH:

WHEREAS, Assignor desires to assign to Assignee all of Assignor's worldwide right, title and interest in and to the "Bandini" trademarks, to include the registration(s) identified in Exhibit A (the "Marks"), together with all other 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, subject to the reservation set forth below, hereby grants, assigns, and conveys to Assignee all of Assignor's worldwide right, title and interest in and to the Marks listed in Exhibit A together with all other 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: J.D. Walker
Title: Senior Vice President, Sales

ASSIGNEE
HOMER TLC, INC.

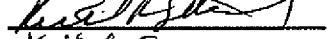
By: 
Name: Keith R. Satterman
Title: Vice President/Secretary

Exhibit A to Trademark Assignment

Trademark	Reg. No.	App. No.	Class	Goods	Notes
BANDINI	U.S. 674054	U.S. 72038332	1	Fertilizer	
BANDINI	Common Law	Common Law	31	Mulch	Reference on bags needs to be changed from an ® to a ™. Licensed to KELLOGG SUPPLY, INC., until 11/31/09.