

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT																														
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL																														
CONVEYING PARTY DATA																															
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CORRESPONDENCE DATA																															
<p>Fax Number: (512)536-4598 Phone: 512.536.5604 Email: kpfertner@fulbright.com <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Correspondent Name: Richard J. Groos Address Line 1: 98 San Jacinto Blvd., Suite 1100 Address Line 4: AUSTIN, TEXAS 78701</p>																															
ATTORNEY DOCKET NUMBER:	11109397 HOMR ASSIGNMENT																														
NAME OF SUBMITTER:	Richard J. Groos																														
Signature:	/Richard J. Groos/																														

OP \$65.00 2412440

Date:

12/29/2011

Total Attachments: 2

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EXECUTION COPY

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 1st day of September 2011 by United Industries Corporation, a Delaware corporation, having a place of business at 1 Rider Trail Plaza Drive, Earth City, MO 63045 ("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 "PRO CHOICE" trademarks and certain other trademarks, all as 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 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, to include, but not limited to, US Trademark Registration Nos. 3140773 and 2412440, 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. Assignor shall execute such further documentation as Assignee may request in order to establish and secure worldwide rights in and to 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: Randy Lewis

Title: Vice President & General Manager

**Exhibit A
To Trademark Assignment**

Trademark	U.S. Reg. No.	U.S. App. No.	Class	Goods
PRO CHOICE	3140773	75829261	1	Fertilizers for Professional Use
PRO CHOICE	Common Law	Common Law	1	Fertilizer
TURF GREEN	Common Law	Common Law	1	Fertilizer
SUPER BLADE	Common Law	Common Law	1	Fertilizer
GRO-RITE	2412440	75874508	1	Fertilizer for Domestic Use
SUPER COLOR FORMULA*	Common Law*	Common Law	1	Fertilizer for Domestic Use

*Note: The SUPER COLOR FORMULA mark was formerly registered under U.S. Reg. No. 7,5874,745. That registration was canceled as of August 29, 2008 (no Section 8 Declaration filed). The SUPER BLADE mark was formerly registered under U.S. Reg. No. 2,406,222. That registration was canceled as of August 25, 2007 (no Section 8 Declaration filed).