

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, National Association, as Administrative Agent		12/05/2013	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Pennington Seed, Inc of Nebraska
Street Address:	1280 Atlanta Highway
City:	Madison
State/Country:	GEORGIA
Postal Code:	30605
Entity Type:	CORPORATION: NEBRASKA

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Serial Number:	72226771	PENNINGTON GREEN COATED
Serial Number:	72256856	GREEN OVERCOAT
Serial Number:	72272677	PENNAQUA PAC
Serial Number:	73191767	PENKOTED
Serial Number:	73331531	PENNINGTON SEED
Serial Number:	73341924	PG PENNINGTON GREEN
Serial Number:	73378429	BIRD-KOTE
Serial Number:	73534106	PENNGREEN
Serial Number:	73590503	PENNGREEN FESCUE FOOD
Serial Number:	73621015	PENNINGTON RESEEDER
Serial Number:	73646686	KWIK GRASS
Serial Number:	73646940	GREEN CHARM
Serial Number:	73647330	NATURAL SPRINGS NECTAR

CH \$1040.00 72226771

Serial Number:	73660399	PROCARE
Serial Number:	73719817	PERFECTA
Serial Number:	73786209	TRIAD
Serial Number:	74016386	GREEN CHARM
Serial Number:	74074042	
Serial Number:	74177502	PENN-ORGANIC
Serial Number:	74177650	EASY PATCH
Serial Number:	74177779	PENN-ORGANIC
Serial Number:	74183366	PROCARE
Serial Number:	74334375	COLOR YOUR GARDEN
Serial Number:	74417785	MORNING STAR
Serial Number:	74549352	
Serial Number:	74583478	DELUXE DINNER MIX
Serial Number:	74719191	WILD BEAUTY
Serial Number:	74801487	GREEN CHARM
Serial Number:	75003114	RACKMASTER
Serial Number:	75251491	WIND STAR
Serial Number:	75333050	BUG REAPER
Serial Number:	75333052	RETALIATOR
Serial Number:	75423572	BERMUDA TRIANGLE
Serial Number:	78061103	FEEDER'S BLEND
Serial Number:	78121809	PENNINGTON MASTERPIECE COLLECTION
Serial Number:	78147146	PENNINGTON SEED CLASSICS
Serial Number:	78164017	RAINBOW VALLEY
Serial Number:	78164026	SUPERGRAZE
Serial Number:	78164537	ROYAL BLEND
Serial Number:	78164549	RACKMAKER
Serial Number:	78199330	ULTIMA

CORRESPONDENCE DATA

Fax Number: 4045818330

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 404-581-8275

Email: srbrown@jonesday.com

Correspondent Name: Sidney R. Brown, Jones Day

Address Line 1: 1420 Peachtree Street, NE

TRADEMARK
REEL: 005181 FRAME: 0797

Address Line 2: Suite 800
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER: 566957-640047

NAME OF SUBMITTER: Sidney R. Brown

Signature: /Sidney R. Brown/

Date: 12/24/2013

Total Attachments: 5

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RELEASE OF TRADEMARK SECURITY INTEREST

THIS RELEASE OF TRADEMARK SECURITY INTEREST (the "Release") is made effective as of December 5, by JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, as Administrative Agent (the "Administrative Agent") to PENNINGTON SEED, INC. OF NEBRASKA (the "Grantor") as follows:

WHEREAS, Central Garden & Pet Company (the "Company"), the Grantor, certain Subsidiaries of the Company, and the Administrative Agent are parties to that certain Pledge and Security Agreement dated as of February 28, 2006 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") executed in order to secure the prompt and complete payment, observance and performance of all of the Secured Obligations in accordance with the terms and conditions of the various loan documents;

WHEREAS, pursuant to the Security Agreement, the Grantor was required to execute and deliver a Confirmatory Grant of Security Interest in United States Trademarks dated as of April 7, 2006 (the "Confirmatory Grant") to the Administrative Agent for purposes of filing with the United States Patent and Trademark Office ("USPTO");

WHEREAS, pursuant to the Security Agreement and Confirmatory Grant, the Grantor granted to the Administrative Agent on behalf of the holders of the Secured Obligations, among other collateral, a continuing security interest in all of the Grantor's right, title and interest, including goodwill, in, to and under the United States Trademarks listed on the attached Schedule A (the "Marks");

WHEREAS, the Confirmatory Grant was recorded in the USPTO on April 13, 2006 at Reel/Frame 3289/531; and

WHEREAS, the Administrative Agent wishes to release its security interest in the Marks.

NOW THEREFORE, as the Grantor has satisfied its Secured Obligations under the various loan documents, the Administrative Agent hereby terminates, releases and discharges any security interest in and lien upon the Marks, and assigns, transfers, and conveys to the Grantor any and all right, title or interest in, or to, the Marks that the Administrative Agent may hold.

[Signature Page Follows]

IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be executed by its duly authorized officer.

JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION, as Administrative Agent

By: 

Name: Alex Rogin

Title: Vice President

Schedule A

to

Release of Trademark Security Agreement

Trademarks and Service Mark Applications

1	Serial # : <u>72226771</u> Filing Dt: 08/30/1965 Reg # : <u>814722</u> Reg. Dt: 09/06/1966 Mark: PENNINGTON GREEN COATED
2	Serial # : <u>72256856</u> Filing Dt: 10/20/1966 Reg # : <u>852513</u> Reg. Dt: 07/16/1968 Mark: GREEN OVERCOAT
3	Serial # : <u>72272677</u> Filing Dt: 05/31/1967 Reg # : <u>852144</u> Reg. Dt: 07/09/1968 Mark: PENNAQUA PAC
4	Serial # : <u>73191767</u> Filing Dt: 11/02/1978 Reg # : <u>1154120</u> Reg. Dt: 05/12/1981 Mark: PENKOTED
5	Serial # : <u>73331531</u> Filing Dt: 10/07/1981 Reg # : <u>1252388</u> Reg. Dt: 09/27/1983 Mark: PENNINGTON SEED
6	Serial # : <u>73341924</u> Filing Dt: 12/16/1981 Reg # : <u>1230187</u> Reg. Dt: 03/08/1983 Mark: PG PENNINGTON GREEN
7	Serial # : <u>73378429</u> Filing Dt: 08/05/1982 Reg # : <u>1261088</u> Reg. Dt: 12/13/1983 Mark: BIRD-KOTE
8	Serial # : <u>73534106</u> Filing Dt: 04/25/1985 Reg # : <u>1363966</u> Reg. Dt: 10/08/1985 Mark: PENNGREEN
9	Serial # : <u>73590503</u> Filing Dt: 03/28/1986 Reg # : <u>1417092</u> Reg. Dt: 11/18/1986 Mark: PENNGREEN FESCUE FOOD
10	Serial # : <u>73621015</u> Filing Dt: 09/19/1986 Reg # : <u>1465734</u> Reg. Dt: 11/17/1987 Mark: PENNINGTON RESEEDER
11	Serial # : <u>73646686</u> Filing Dt: 02/26/1987 Reg # : <u>1488001</u> Reg. Dt: 05/10/1988 Mark: KWIK GRASS
12	Serial # : <u>73646940</u> Filing Dt: 02/27/1987 Reg # : <u>1466067</u> Reg. Dt: 11/24/1987 Mark: GREEN CHARM
13	Serial # : <u>73647330</u> Filing Dt: 03/02/1987 Reg # : <u>1487698</u> Reg. Dt: 05/10/1988 Mark: NATURAL SPRINGS NECTAR
14	Serial # : <u>73660999</u> Filing Dt: 05/08/1987 Reg # : <u>1472759</u> Reg. Dt: 01/19/1988 Mark: PROCARE

15	Serial # : <u>73719817</u> Filing Dt: 03/31/1988 Reg # : <u>1662450</u> Reg. Dt: 10/24/1989 Mark: PERFECTA
16	Serial # : <u>73786209</u> Filing Dt: 03/13/1989 Reg # : <u>1572251</u> Reg. Dt: 12/19/1989 Mark: TRIAD
17	Serial # : <u>74016386</u> Filing Dt: 01/04/1990 Reg # : <u>1620784</u> Reg. Dt: 11/06/1990 Mark: GREEN CHARM
18	Serial # : <u>74074042</u> Filing Dt: 06/29/1990 Reg # : <u>1830039</u> Reg. Dt: 04/05/1994 Mark:
19	Serial # : <u>74177502</u> Filing Dt: 06/19/1991 Reg # : <u>1767821</u> Reg. Dt: 04/27/1993 Mark: PENN-ORGANIC
20	Serial # : <u>74177650</u> Filing Dt: 06/19/1991 Reg # : <u>1764762</u> Reg. Dt: 04/13/1993 Mark: EASY PATCH
21	Serial # : <u>74177779</u> Filing Dt: 06/19/1991 Reg # : <u>1704446</u> Reg. Dt: 08/04/1992 Mark: PENN-ORGANIC
22	Serial # : <u>74183366</u> Filing Dt: 07/08/1991 Reg # : <u>1779452</u> Reg. Dt: 06/29/1993 Mark: PROCARE
23	Serial # : <u>74334375</u> Filing Dt: 11/24/1992 Reg # : <u>2223448</u> Reg. Dt: 02/16/1999 Mark: COLOR YOUR GARDEN
24	Serial # : <u>74417785</u> Filing Dt: 07/28/1993 Reg # : <u>1856398</u> Reg. Dt: 09/27/1994 Mark: MORNING STAR
25	Serial # : <u>74549352</u> Filing Dt: 07/14/1994 Reg # : <u>1952459</u> Reg. Dt: 01/30/1996 Mark:
26	Serial # : <u>74583478</u> Filing Dt: 10/07/1994 Reg # : <u>2018459</u> Reg. Dt: 11/19/1996 Mark: DELUXE DINNER MIX
27	Serial # : <u>74719191</u> Filing Dt: 08/23/1995 Reg # : <u>2089741</u> Reg. Dt: 08/19/1997 Mark: WILD BEAUTY
28	Serial # : <u>74801487</u> Filing Dt: 08/28/1992 Reg # : <u>1818316</u> Reg. Dt: 01/25/1994 Mark: GREEN CHARM
29	Serial # : <u>75003114</u> Filing Dt: 10/10/1995 Reg # : <u>2066348</u> Reg. Dt: 06/03/1997 Mark: RACKMASTER
30	Serial # : <u>75251491</u> Filing Dt: 03/04/1997 Reg # : <u>2356448</u> Reg. Dt: 06/13/2000 Mark: WIND STAR
31	Serial # : <u>75333050</u> Filing Dt: 07/30/1997 Reg # : <u>2242028</u> Reg. Dt: 04/27/1999 Mark: BUG REAPER
32	Serial # : <u>75333052</u> Filing Dt: 07/30/1997 Reg # : <u>2265514</u> Reg. Dt: 07/27/1999 Mark: RETALIATOR

33	Serial # : <u>75423572</u> Filing Dt: 01/26/1998 Reg # : <u>2248355</u> Reg. Dt: 05/25/1999 Mark: BERMUDA TRIANGLE
34	Serial # : <u>78061103</u> Filing Dt: 04/30/2001 Reg # : NONE Reg. Dt: Mark: FEEDER'S BLEND
35	Serial # : <u>78121809</u> Filing Dt: 04/15/2002 Reg # : <u>2700477</u> Reg. Dt: 03/25/2003 Mark: PENNINGTON MASTERPIECE COLLECTION
36	Serial # : <u>78147146</u> Filing Dt: 07/24/2002 Reg # : NONE Reg. Dt: Mark: PENNINGTON SEED CLASSICS
37	Serial # : <u>78164017</u> Filing Dt: 09/13/2002 Reg # : <u>2939590</u> Reg. Dt: 04/12/2005 Mark: RAINBOW VALLEY
38	Serial # : <u>78164026</u> Filing Dt: 09/13/2002 Reg # : <u>2732335</u> Reg. Dt: 07/01/2003 Mark: SUPERGRAZE
39	Serial # : <u>78164537</u> Filing Dt: 09/16/2002 Reg # : <u>2732339</u> Reg. Dt: 07/01/2003 Mark: ROYAL BLEND
40	Serial # : <u>78164549</u> Filing Dt: 09/16/2002 Reg # : <u>2734958</u> Reg. Dt: 07/08/2003 Mark: RACKMAKER
41	Serial # : <u>78199330</u> Filing Dt: 01/02/2003 Reg # : <u>3131821</u> Reg. Dt: 08/22/2006 Mark: ULTIMA