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FORM PTO-1618A
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12-26-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101560792

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

12/22/2000 MTHAI1 00000272 1228111

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002199 FRAME: 0403

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text"/>	<input type="text"/>	<input type="text"/>
See attached Exhibit A		
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Hilary S. Levin

12/6/2000

Name of Person Signing

Signature

Date Signed

Exhibit A

Trademark
or
Service Mark

Registrations --
United States Patent and Trademark Office
Registration No. Registration Date

SAFER AGRO-CHEM'S	1,228,111	February 22, 1983
PRO-STICK	1,247,465	August 9, 1983
SAFER	1,508,698	October 18, 1988
SAFER	1,534,947	April 18, 1988

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS, dated as of November 17, 2000, by General Electric Capital Corporation (the "Lender"), pursuant to a Credit Agreement dated as of May 2, 1997 (as amended and in effect from time to time, the "Credit Agreement"), by and among Verdant Brands, Inc., certain of its subsidiaries (collectively, the "Borrowers") and the Lender.

WHEREAS, the Borrowers and the Lender entered into a Trademark Security Agreement dated as of May 2, 1997 and filed with the United States Patent and Trademark Office on August 18, 1997 at Reel 1628, Frame 0557, and re-recorded to correct the recordation date of August 18, 1997 to June 9, 1997 at Reel 1645, Frame 0180 (as amended from time to time, the "Security Agreement") for the purpose of securing certain obligations of the Borrowers to the Lender;

WHEREAS, pursuant to the Trademark Security Agreement, the Borrowers assigned to the Lender, as security for the Borrower's obligation under the Credit Agreement, all of the Trademarks (as defined in the Trademark Security Agreement), including without limitation the Trademarks identified on Exhibit A attached hereto; and

WHEREAS, the Lender has agreed to assign all of its right, title and interest in the Trademarks identified on Exhibit A attached hereto as herein provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

The Lender hereby assigns all of its right, title and interest in the Trademarks identified on Exhibit A attached hereto, and the Lender, hereby assigns and transfers to New Safer, Inc., a Delaware corporation, without recourse, all of the Lender's right, title and interest in and to such Trademarks listed on Exhibit A attached hereto and the goodwill thereof, effective as of the date set forth above.

GENERAL ELECTRIC CAPITAL
CORPORATION

By: Michael G. McKay
Title: Duly Authorized Signatory

Accepted:

NEW SAFER, INC.

By: ASEL
Title: PRESIDENT

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF _____)
)
COUNTY OF _____)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this ___ day of November, 2000, personally appeared _____ to me known personally, and who, being by me duly sworn, deposes and says that s/he is a _____ of General Electric Capital Corporation, and said officer acknowledged said instrument to be the free act and deed of said bank.

Notary Public
My Commission Expires:

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 17th day of November, 2000, personally appeared Harry E. Whaley to me known personally, and who, being by me duly sworn, deposes and says that s/he is a President of New Safer, Inc., and said officer acknowledged said instrument to be the free act and deed of said corporation.

John C. Sorensen
Notary Public
My Commission Expires:

JOHN C. SORENSEN
Notary Public, State of New York
No. 31-4881109
Qualified in New York County
Commission Expires Dec. 29, ~~1996~~ 2000