

01-05-2001



101572617

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

12-18-00

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
 Formerly
 Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

Execution Date
Month Day Year
11/29/2000

Receiving Party

Mark if additional names of receiving parties attached

Name
 DBA/AKATA
 Composed of
 Address (line 1)
 Address (line 2)
 Address (line 3)
City State/Country Zip Code
 Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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: 002206 FRAME: 0737

TRADEMARK

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 **415 781 1989**

Name **Robert B. Chickering, Esq.**

Address (line 1) **FLEHR HOHBACH TEST ALBRITTON & HERBERT LLP**

Address (line 2) **4 Embarcadero Center**

Address (line 3) **Suite 3400**

Address (line 4) **San Francisco, CA 94111**

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

3

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)

75/764,096	<input type="text"/>	<input type="text"/>	1,140,572	1,146,979	1,146,980
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,181,701	1,187,250	1,187,251
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,222,242	1,244,123	1,258,193

Number of Properties

Enter the total number of properties involved.

20

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ **515**

Method of Payment: Enclosed Deposit Account

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

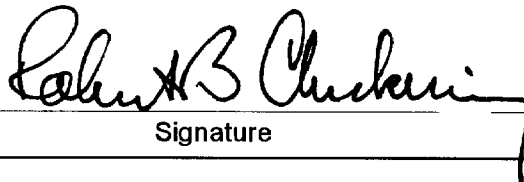
Deposit Account Number: # **06-1300 (G-54583-2/RBC/DJM)**

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.

Robert B. Chickering
Name of Person Signing


Signature

12/8/00
Date Signed

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
CONTINUATION**

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)

			1,347,153	1,455,970	1,509,736
			1,613,429	1,696,736	1,792,246
			1,843,999	1,951,634	2,045,716
			2,063,637		

ASSIGNMENT OF TRADEMARKS

This is an assignment of trademarks from THE GARDEN GROW COMPANY, an Oregon corporation (hereinafter "ASSIGNOR") to CENTRAL GARDEN & PET COMPANY, a Delaware corporation having an address of 3697 Mount Diablo Blvd., Suite 310, Lafayette, California 94549 (hereinafter "ASSIGNEE").

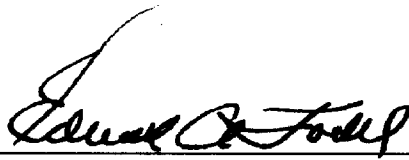
WHEREAS, pursuant to an Asset Purchase Agreement dated as of November 27, 2000, ASSIGNOR desires to transfer to ASSIGNEE all rights, title and interest in and to the trademarks and names identified in **Exhibit A** attached hereto (hereinafter "The Marks").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE and its successors and assigns, all rights, title and interest in and to The Marks, individually and collectively, throughout the world, whether common law, statutory or otherwise, together with the goodwill connected with the use of and symbolized by The Marks and that portion of the business to which The Marks pertain, including the right to sue and to collect damages, to have the benefit of any and all usage of The Marks in all combinations with and without other words and in all forms, styles, colors, and representations whatsoever, from the dates of first use ever, and any and all registrations of The Marks.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed on the date below written.

THE GARDEN GROW COMPANY

Dated: November 29, 2000

By: 

Name: Edward A. Foehl

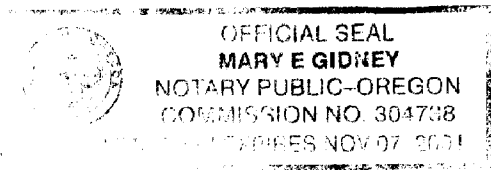
Title: CEO

STATE OF OREGON

County of Multnomah

)
) ss.
)

This instrument was acknowledged before me on this 29th day of November, 2000, by November.



Mary E Gidney

NOTARY PUBLIC FOR OREGON

My Commission Expires: 11-7-01

Exhibit A**Trademark Registrations**

Trademark	Registration No.	Registration Date
HAPPY GARDENER and Design	1,091,235	5/16/78
LILLY MILLER and Design	1,116,781	4/24/79
LILLY MILLER	1,116,782	4/24/79
FOR ALL YOU NEED TO GROW! and Design	1,140,572	10/21/80
LILLY MILLER FALL & WINTER CARE and Design	1,146,979	2/17/81
LILLY MILLER PLANTING & GROWING FOOD and Design	1,146,980	2/17/81
HIGH PERFORMANCE	1,181,701	12/15/81
LILLY RICH HIGH PERFORMANCE L and Design	1,187,250	1/26/82
LILLY MILLER SUPER RICH L and Design	1,187,251	1/26/82
VITA-START	1,222,242	1/4/83
WHACK	1,244,123	7/5/83
NOXALL	1,258,193	11/22/83
MICROCOP	1,347,153	7/9/85
HOSE 'N GO	1,455,970	9/8/87
ULTRAGREEN	1,509,736	10/25/88
COOKE	1,613,429	9/18/90
COVENTRY GARDENS	1,696,736	6/23/92
PENATURF	1,792,246	9/14/93
GROW SMART	1,843,999	7/12/94
ROSE SOCIETY	1,951,634	1/23/96
FEED & SHIELD	2,045,716	3/18/97
ULTRALIME	2,063,637	5/20/97
WORRY FREE	75,764,096	7/30/99