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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fleet Capital Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Vigoro Acquisition Corp.

Internal

Address:

Street Address: 201 West Fourth Street

City: Sylacauga State: AL Zip: 35150

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Trademark Transfer and Assignment
- Merger
- Change of Name

Execution Date: December 17, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attachment

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Seth Traxler, Esq.

Internal Address: Kirkland & Ellis

Street Address: 200 E. Randolph Drive,

Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 54

7. Total fee (37 CFR 3.41).....\$ 1,365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0440

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Seth Traxler

Name of Person Signing

Signature

January 18, 2002

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01/31/2002 6TOM11 00000249 1878371

01 FC:481 40.00 OP
02 FC:482 1325.00 OP

Trademark Schedule

Reg. No./Appln. No.	Mark
1878371	ALL AMERICAN
1471840	BED MIX
0704808	BLOOMASTER
0597254	BRIMM
0838194	CLOVER DESIGN
1670932	CLOVER LEAF BANNER DESIGN
1701265	COMPOST ACTIVATOR AND DESIGN
1381951	DEEP GREEN
2061087	DEEP GREEN
0254044	END-O-PEST AND DESIGN
1689727	ENVIRO-CARE AND DESIGN
1812664	ENVIRO CARE AND DESIGN
1814304	ENVIROCARE AND DESIGN
1604214	ESCOTE
0868891	FEDERAL LAWN MASTER
0830067	FUN
1730497	GREEN TURF
0766977	GRO-TONE
0879341	GRO-TONE
0541494	GRO-TONE
1682555	GRO-TONE AND DESIGN
2065628	GROWER SPECIAL
0758018	HOLIDAY
0961242	IBDU
1239009	IBDU/SCU

0070947	IDEAL
0690066	LAWN CRAFT
0715959	LAWN LIFE
1883208	LAWN MASTER
1998487	MAG POP
1805019	MICROVAIL
0768071	MR. TURF'S
1820350	NATURE PLUS
0977977	NATURE'S BEST
1730493	NATURE'S BEST
0684618	PAR-EX
1232391	PARK RIDGE
2071127	PERK
2093354	PRO-GRADE
2110922	PRO-GRASS
1932719	SHORE
0782658	SOUTHLAND
0834949	SUBURBAN
1704449	SUNRISE DESIGN
0801170	TREASURE
0510743	V-COTE
2067899	V-COTE
75/430521	VIGORO
0822216	VIGORO
0186125	VIGORO
1672937	VIGORO ENVIRO CARE
75/241907	VIGORO FLOWER DESIGN
0185693	VITOGRO

1269536	WOODACE
1932758	WOODSCAPE

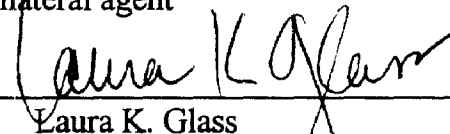
TRADEMARK TRANSFER AND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned, **FLEET CAPITAL CORPORATION**, a Rhode Island corporation, as collateral agent ("Assignor"), does hereby sell, assign, transfer and convey to **VIGORO ACQUISITION CORP.**, a Delaware corporation ("Assignee"), **without any representation or warranty by, or recourse to**, Assignor, all right, title and interest of Assignor in and to the trademarks listed on Schedule A attached hereto, arising under that certain Trademark Security Agreement, dated May 29, 1998, between Assignee and Assignor (as at any time amended, the "Trademark Security Agreement"), recorded June 12, 1998, on Reel No. 1742, Frame 144, United States Patent and Trademark Office, together with the goodwill of the business symbolized by the marks.

This Assignment intended to operate as a release of all liens and security interests conveyed by Assignee to Assignor pursuant to the terms of that certain Trademark Security Agreement, and to reassign to Assignee all of Assignor's right, title, and interest acquired pursuant to the terms of such Trademark Agreement.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be signed and sealed by its duly authorized officers, on December 11, 2001.

FLEET CAPITAL CORPORATION,
as collateral agent

By: 

Laura K. Glass

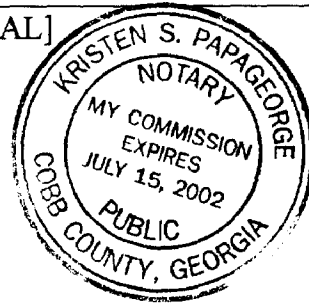
Title: _____
Vice President

STATE OF Georgia)
)
COUNTY OF Cobb)

BEFORE ME, the undersigned, a Notary Public in and for the county aforesaid, on this 17 day of December, 2001, personally appeared Laura K. Glass, to me known personally, and who, being by me duly sworn, deposes and says that he is the Vice President of FLEET CAPITAL CORPORATION, a Rhode Island corporation, and that said instrument was signed by ~~him~~ on behalf of said corporation by authority of its Board of Directors, and said Vice President acknowledged said instrument to be the free act and deed of said corporation.

Kristen S. Papageorge
Notary Public
Executed on ~~7/15/01~~ 12/17/01
My Commission Expires: 7/15/02

[NOTARIAL SEAL]



Schedule A

TRADEMARK SCHEDULE

VIGORO ACQUISITON CORP.

ALL AMERICAN	U.S.	1,878,371	Fertilizers
BED MIX	U.S.	1,471,840	Plant Foods
BLOOMASTER	U.S.	704,808	Plant Food
BRIMM (Stylized)	U.S.	597,254	Plant Food
CLOVER DESIGN	U.S.	838,194	Fertilizer
CLOVER LEAF BANNER DESIGN	U.S.	1,670,932	Fertilizer
COMPOST ACTIVATOR and DESIGN	U.S.	1,701,265	Fertilizer and soil conditioner
DEEP GREEN	U.S.	1,381,951	Plant Food
DEEP GREEN	U.S.	2,061,087	Plant Food
DEEP GREEN and Design	U.S.	Not available yet	Fertilizer
END-O-PEST and Design	U.S.	254,044	Meal like substance used in destroying garden and lawn insects
ENVIRO CARE and Design	U.S.	1,689,727	Fertilizer
ENVIRO CARE and Design	U.S.	1,812,664	Pesticides, herbicides, fungicides and microbes
ENVIRO CARE and Design	U.S.	1,814,304	Fertilizer
ESCOTE	Mexico	446,786	Fertilizers and ingredients of fertilizer
ESCOTE	U.S.	1,604,214	Slow release fertilizer
FEDERAL LAWN MASTER	U.S.	868,891	Lawn fertilizers
FUN	U.S.	830,067	Fertilizer
GREEN TURF	U.S.	1,730,497	Fertilizer and combination fertilizer and herbicide and fertilizer and insecticide
GRO-TONE	Puerto Rico	30,840	Fertilizers
GRO-TONE	U.S.	766,977	Plant Food
GRO-TONE	U.S.	879,341	Compositions containing pesticides

			and plant food
GRO-TONE and Design	U.S.	541,494	Fertilizer
GRO-TONE and Design	U.S.	1,682,555	Fertilizer
GROWER SPECIAL	U.S.	2,065,628	Fertilizer
HOLIDAY	U.S.	758,018	Lawn and garden products
IBDU	Mexico	456,414	Fertilizer
IBDU	U.S.	961,242	Fertilizer
IBDU/SCU	U.S.	1,239,009	An ingredient in slow release fertilizer
IDEAL (stylized)	U.S.	70,947	Plant fertilizing materials
LAWN CRAFT	U.S.	690,066	Fertilizer
LAWN LIFE	U.S.	715,959	Fertilizer
LAWN MASTER	U.S.	1,883,208	Fertilizer
MAG POP	U.S.	1,998,487	Compounds containing magnesium and potassium
MICROVAIL	U.S.	1,805,019	Fertilizer, plant food nutrients
MR. TURF'S	U.S.	768,071	Herbicides
NATURE PLUS	U.S.	1,820,350	Processed planting soil mixture
NATURE'S BEST	U.S.	977,977	Fertilizer
NATURE'S BEST	U.S.	1,730,493	Fertilizer and soil conditioner
PAR-EX	Argentina	1,579,622	Chemical products used in agriculture, horticulture and forestry
PAR-EX	Australia	526,467	Fertilizer
PAR-EX	Australia	598,983	Fertilizer, soil conditioners, microbes in this class, plant nutrients and fertilizer blends containing pesticides, herbicides and/or fungicides
PAR-EX	EC	510,669	Fertilizer
PAR-EX	Mexico	481,790	Fertilizer
PAR-EX	Norway	97-2769	Fertilizer
PAR-EX	Puerto Rico	30,842	Fertilizers
PAR-EX	Switzerland	02534	Fertilizer
PAR-EX	U.S.	684,618	Plant food
PARK RIDGE	U.S.	1,232,391	Fertilizers
PERK	U.S. (Ill. State Reg.)	66,062	Fertilizers
PERK	U.S.	2,071,127	Fertilizer
PRO-GRADE	U.S.	2,093,354	Fertilizer
PRO-GRASS	U.S.	2,110,922	Fertilizer
SHORE	U.S.	1,932,719	Fertilizers and soil conditioners
SOUTHLAND	U.S.	782,658	Lawn fertilizer

SUBURBAN	U.S.	834,949	Fertilizer
SUNRISE DESIGN	U.S.	1,704,449	Fertilizer and soil conditioner
TREASURE	U.S.	801,170	Fertilizer
V-COTE	EC	510,743	Fertilizer
V-COTE	U.S.	2,067,899	Fertilizer
V-COTE	Norway	99,2771	Fertilizer
V-COTE	Switzerland	02535	Fertilizer
VIGORO	Australia	A195,478	Fertilizer
VIGORO*	Belize	4660	Fertilizer
VIGORO	Chile	488,939	All products in class 1
VIGORO	EC	510,701	Fertilizer
VIGORO	Germany West	761,661	Int'l class 1
VIGORO	Japan	1,658,502	Japanese class 2
VIGORO	Norway	97 2770	Fertilizer
VIGORO	Panama	3250	Fertilizers
VIGORO	Puerto Rico	7804	Fertilizers
VIGORO	Puerto Rico	30,841	Herbicides and pesticides
VIGORO	Switzerland	02533	Fertilizers
VIGORO	U.S.	75/430,521	Fertilizer spreaders
VIGORO	U.S.	Serial Number Not Yet Assigned	Agricultural Seed
VIGORO	U.S.	822,216	Pesticides and weedicides
VIGORO	United Kingdom	B812,017	Int'l Class 1
VIGORO	Venezuela	22 956-F	Fertilizer
VIGORO (STYLIZED)	U.S.	186,125	Fertilizer
VIGORO ENVIRO CARE	U.S.	1,672,937	Fertilizer
VIGORO FLOWER DESIGN	U.S.	75/241,907	Fertilizers and soil conditioning agents
VITOGRO	U.S.	185,693	Fertilizer
WOODACE	Argentina	1,518,006	Fertilizer
WOODACE	Mexico	460,677	Fertilizer
WOODACE	U.S.	1,269,536	Fertilizer
WOODSCAPE	U.S.	1,932,758	Fertilizer