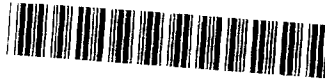


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4.5.02

Resubmit

102118900

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

MRD H-5-02

1. Name of conveying party(ies):

BANKERS TRUST COMPANY

4-5-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other RELEASE OF SECURITY INTEREST
- Merger
- Change of Name

Execution Date: MARCH 27, 2002

2. Name and address of receiving party(ies):

Name: SUN GRO HORTICULTURE CANADA LTD.

Internal

Address:

Street Address: 52130 RURAL ROUTE 65

City: SEBA BEACH State: ALBERTA ZIP: T0E 1B0

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State ALBERTA, CANADA
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0706178	1274690	0803669
1798060	0802028	
1587037	1776947	

Additional numbers attached? Yes No

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

Name: BARBARA ALDER

Internal Address: PAUL HASTINGS, ET AL.

Street Address: 695 TOWN CENTER DRIVE, 17TH FLOOR

City: COSTA MESA State: CA ZIP: 92626

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

06/13/2002 DBYRNE 00000014 0706178

01	FC:481	40.00	OP
02	FC:482	150.00	OP

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.

BARBARA ALDER
Name of Person Signing

Barbara Alder
Signature

4.2.02
Date

Total number of pages including cover sheet, attachments, and document: 3

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

RELEASE OF SECURITY INTEREST OF TRADEMARKS

This Release of Security Interest is dated as of March 27, 2002. Reference is hereby made to the Grant of Trademark Security Interest (the "**Trademark Grant**") by and between Sun Gro Horticulture Canada Ltd., a Canada corporation ("**Grantor**"), and Bankers Trust Company, as Administrative Agent (the "**Administrative Agent**"), recorded with the United States Patent and Trademark Office on or about September 15, 1995 (Reel/Frame No. 1386/0609).


Bankers Trust Company hereby notifies, acknowledges to and agrees with Grantor that the security interest granted by Grantor to Administrative Agent pursuant to the terms of the Trademark Grant including without limitations, the trademarks listed on the attached Schedule A, are terminated and released as of the date hereof, and that Administrative Agent hereby releases and forever discharges all of its right, title and interest of any kind or nature granted, assigned or conveyed pursuant to the Trademark Grant to such Trademark Collateral.

Such Administrative Agent releases all liens, pledges, security interests, charges and other encumbrances of whatever nature (collectively, "**Encumbrances**") on this Release of Security Interest including, without limitation, those Encumbrances created under or in connection with the Trademark Grant.

Such Administrative Agent hereby agrees to take such further actions and to execute such further documents as Grantor may reasonably request to effect and evidence this Release, including, without limitation, the execution of any filings, statements, amendments, recordations or other instruments required to maintain the applications or registrations of the Trademark Collateral and record the chain of title accordingly with the United States Patent and Trademark Office, subject, in each case to the Grantor's prior payment in full to the Administrative Agent of its costs and expenses (including reasonable fees and disbursements of counsel) incurred in connection therewith; provided, however, that Administrative Agent shall not be required to take any action which exposes the Administrative Agent to personal liability or which is contrary to applicable law.

IN WITNESS WHEREOF, Administrative Agent has caused this Release of Security Interest to be duly executed and delivered by its duly authorized officer as of the date first above written.

BANKERS TRUST COMPANY

By: 
Name: Robert G. Kolb
Title: Principal

SCHEDULE A
TO
GRANT OF TRADEMARK SECURITY INTEREST

Registered Trademarks:

Registered Owner	Trademark Description (Class)	Registration Number	Registration Date
Bankers Trust Company	FAIRWAY (31)	0,706,178	10/25/60
	FAIRWAY PEAT MOSS SPHAGNUM (31)	1,798,060	10/12/93
	PARKLAND (31)	1,587,037	3/13/90
	POTTING MIX PLUS (1)	1,274,690	9/29/89
	SUNSHINE (31)	0,802,028	1/18/66
	TECHNIGROW (1)	1,776,947	6/15/93
	WESTERN (31)	0,803,669	2/15/66

Schedule A

LA1:963107.1

RECORDED: 04/05/2002

**TRADEMARK
REEL: 002523 FRAME: 0476**