

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
United Laboratories, Inc.		11/06/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Fifth Third Bank
Street Address:	233 South Wacker Drive
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	CORPORATION: MICHIGAN

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1923206	EARTH-SMART
Registration Number:	0948047	BIATRON

CORRESPONDENCE DATA	
Fax Number:	(312)569-3000
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-569-1000
Email:	IPDOCKET@GCD.COM
Correspondent Name:	Mary Margaret Murray
Address Line 1:	191 North Wacker Drive, Suite 3700
Address Line 4:	Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	064133-0008
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NAME OF SUBMITTER:	Mary Margaret Murray
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Total Attachments: 5
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, UNITED LABORATORIES INC., a Delaware corporation the "Grantor") with principal offices at 320 37th Avenue, St. Charles, Illinois 60174, hereby assigns and grants to FIFTH THIRD BANK (CHICAGO) with principal offices at 233 South Wacker Drive, Chicago, Illinois 60606 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

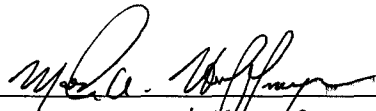
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor and the Grantee, and the Grantee, dated as of November 6, 2003 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

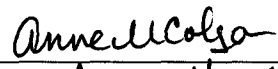
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 6th day of November , 2003.

UNITED LABORATORIES INC., Grantor

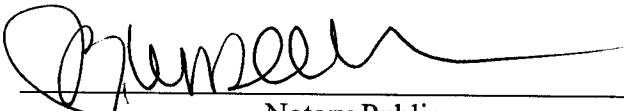
By: 
Name: MARK A. HOFFMEYER
Title: CFO

FIFTH THIRD BANK (CHICAGO)
as Grantee

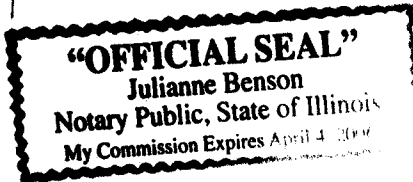
By: 
Name: Anne M. Colgan
Title: Vice President

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 6th day of November, 2003, before me personally came MARLA HOFFMEYER
who, being by me duly sworn, did state as follows: that [s]he is CEO of
UNITED LABORATORIES INC., that [s]he is authorized to execute the foregoing Grant on
behalf of said corporation and that [s]he did so by authority of the Board of Directors of said
corporation.



Notary Public

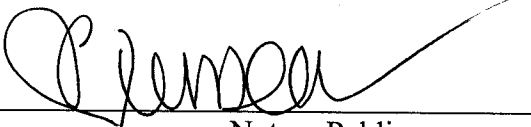


STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 6th day of November, 2003, before me personally came ANNE M. COLGAN who, being by me duty sworn, did state as follows: that [s]he is Vice President of FIFTH THIRD BANK (CHICAGO) that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



Notary Public



SCHEDULE A

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Earth-Smart	1,923,206	10/03/95
Biatron	948,047	11/28/72