

08-26-2003

U.S. Department of Commerce
Patent and Trademark Office

8-21-03



OFFICE

102534722

To the Honorable Commissioner of Patents and Trademarks:

1. Name of conveying party(ies) 2003 AUG 21 AM 9:08
International Garden Products, Inc.

FINANCE SECTION

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: June 30, 2003

2. Name and address of receiving party(ies):
 Name: Tennenbaum Capital Partners, LLC
 Internal Address: _____
 Street Address: 11100 Santa Monica Boulevard, Suite 210
 City: Los Angeles State: CA Zip: 90025
 Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: _____
 Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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): 76/003787
76003787 Additional numbers attached?

B. Trademark Registration No.(s):
 Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: Mandy Robertson-Bora
 Internal Address: Gibson, Dunn & Crutcher LLP
Suite 4000
 Street Address: 2029 Century Park East
 City Los Angeles State CA Zip 90067

6. Total number of applications and registrations involved: 1
 7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: _____
 (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.

Mandy Robertson-Bora
 Name of Person Signing

Mandy Robert-Bora
 Signature

August 21, 2003
 Date

Total number of pages including cover sheet, attachments and document: 5

08/25/2003 DBYRNE 00000158 76003787

01 FC-0321 OMB No. 0651-0011 40.00 UP

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Assignment Division
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002810 FRAME: 0329

**NOTICE OF SECURITY INTEREST
IN
PATENTS AND TRADEMARKS**

NOTICE IS HEREBY GIVEN that INTERNATIONAL GARDEN PRODUCTS, INC., a Delaware corporation (the "**Grantor**"), with an office located at 30590 SE Kelso Road, Boring, Oregon 97009 and TENNENBAUM CAPITAL PARTNERS, LLC, a Delaware limited liability company (the "**Collateral Agent**"), with an office located at 11100 Santa Monica Boulevard, Suite 210, Los Angeles, California 90025, on behalf of itself and certain other creditors of the Grantor. (collectively, the "**Secured Parties**"), have entered into a Security Agreement dated as of June 30, 2003 (the "**Security Agreement**"; terms defined in the Security Agreement and not otherwise defined herein are used herein as therein defined).

Pursuant to the Security Agreement, the Grantor has conveyed, pledged, assigned and transferred to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, and has granted to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, a security interest in, (a) the Patents and Patent Licenses listed in Schedule A hereto and (b) the Trademarks and Trademark Licenses listed in Schedule B hereto, together with the goodwill of the business symbolized thereby, in each case to secure the prompt payment, performance and observance of the Obligations of such Grantor.

Dated: June 30, 2003

INTERNATIONAL GARDEN
PRODUCTS, INC.,
a Delaware corporation

By: 

Name: James H. Hulbert

Title: Chief Executive Officer

**Schedule A
to
Notice of Security Interest in Patents and Trademarks**

Patents and Patent Licenses

International Garden Products, Inc.
30590 SE Kelso Road
Boring, Oregon 97009

None

Schedule B
to
Notice of Security Interest in Patents and Trademarks

Trademarks and Trademark Licenses

International Garden Products, Inc.
30590 SE Kelso Road
Boring, Oregon 97009

U.S. Federal Trademarks

	Serial	Reg.	Mark	Status
1	76003787		INTERNATIONAL GARDEN PRODUCTS 	Pending Application