

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Termination of Trademark Collateral Security and Pledge Agreement
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, NA	Fleet Bank, N.A., formerly BankBoston, N.A., formerly First National Bank of Boston, N.A.	09/14/2004	National Association: UNITED STATES

RECEIVING PARTY DATA	
Name:	Smith & Hawken, Ltd.
Street Address:	4 Hamilton Landing, Suite 100,
City:	Novato
State/Country:	CALIFORNIA
Postal Code:	94949
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	1670055	BIOSTACK
Registration Number:	1659800	GIVERNY
Registration Number:	1918049	MUD FLATS
Registration Number:	1659799	PETIT GIVERNY
Registration Number:	1384035	SMITH & HAWKEN
Registration Number:	2121287	THE MORE I GARDEN, THE MORE I GROW
Registration Number:	2196480	HANDS-ON GARDENER

CORRESPONDENCE DATA	
Fax Number:	(650)213-0260
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650)812-1300
Email:	patrademarks@manatt.com
Correspondent Name:	Manatt, Phelps & Phillips, LLP
Address Line 1:	1001 Page Mill Road, Building 2
Address Line 4:	Palo Alto, CALIFORNIA 94304

CH \$190.00 1670055

TRADEMARK

REEL: 002937 FRAME: 0389

ATTORNEY DOCKET NUMBER:

24997.030

NAME OF SUBMITTER:

Charlotte C. Carberry, Paralegal

Total Attachments: 2

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**TERMINATION
OF
TRADEMARK COLLATERAL SECURITY
AND PLEGE AGREEMENT**

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, the undersigned, Bank of America, N.A. (successor in interest to Fleet Bank, N.A (successor in interest to BankBoston, N.A. (formerly known as First National Bank of Boston, N.A.,))) ("Lender"), hereby unconditionally releases and terminates any and all security interests and liens that the Lender may have in the Released Collateral (as hereinafter defined), including, without limitation, any and all security interests and liens created pursuant to (i) the Trademark Collateral Security and Pledge Agreement, dated as of April 17, 1996, between Lender, on one hand, and Smith & Hawken, Ltd., a Delaware corporation (such persons and entities, together with their respective successors, heirs and assigns, being hereinafter collectively referred to as "Borrower"), on the other hand, as recorded with the US Patent and Trademark Office on April 26, 1996, Reel and Frame No. 1454/0442 (the "Original Agreement"), (ii) the Amended and Restated Trademark Collateral Security and Pledge Agreement dated as of July 27, 1998, as recorded with the US Patent and Trademark Office on October 16, 1998, Reel and Frame No. 1800/0195, and (iii) Amendment No. 1 to Trademark Collateral Security and Pledge Agreement dated as of February 27, 1998, as recorded with the U.S. Patent and Trademark Office, Reel and Frame No. 1694/0666 (together with the Original Agreement, the "Trademark Agreements").

As used herein, the term "Released Trademarks" shall have the same meaning as the term "Pledged Trademarks" in the Trademark Agreements and shall include, without limitation, all of the Lender's respective right, title and interest, throughout the world in perpetuity, in the trademarks (including all renewals thereof), set forth on Exhibit 1, attached hereto.

Lender hereby authorizes the Borrower and/or Borrower's designated legal representative, to record this instrument in the U.S. Patent and Trademark Office or any public office and to file such UCC termination statements as the Borrower may deem necessary or advisable in order to evidence the release and termination of the liens and security interests referred to above.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed as of the 19th day of September, 2004.

BANK OF AMERICA, N.A.
(formerly known as Fleet Bank, N.A.)
(formerly known as BankBoston, N.A.)
(formerly known as First National Bank of Boston, N.A.)

By: 

Name: Timothy J. Clarke
Title: Vice President

LIST OF U.S. TRADEMARKS

Mark	Registration Number	Registration Date
GREENGOODS	2,012,984	11/05/1996
BIOSTACK	1,670,055	12/31/1991
GIVERNY	1,659,800	10/08/1991
MUD FLATS	1,918,049	09/12/1995
PETIT GIVERNY	1,659,799	10/08/1991
SMITH & HAWKEN	1,384,035	02/25/1986
THE MEMORY HAT	1,644,800	05/14/1991
THE POTTING SHED	2,105,331	10/14/1997
THE MORE I GARDEN, THE MORE I GROW	2,121,287	12/16/1997
HANDS-ON GARDENER	2,196,480	10/13/1998

LIST OF FOREIGN TRADEMARKS

Mark	Country	Registration Number	Registration Date
BIOSTACK	Canada	424580	03/14/1994
SMITH & HAWKEN	NewZealand	214792	06/13/1996
SMITH & HAWKEN	NewZealand	214793	06/13/1996
SMITH & HAWKEN	Japan	2562008	07/30/1993
SMITH & HAWKEN	Japan	2618790	01/31/1994
SMITH & HAWKEN	Canada	323386	02/06/1987
SMITH & HAWKEN	Australia	A565312	10/15/1991
SMITH & HAWKEN	Australia	A565311	10/15/1991
SMITH & HAWKEN	Germany	2039654	07/01/1993
SMITH & HAWKEN	Germany	2032333	03/15/1993
SMITH HAWKEN	United Kingdom	B1480545	10/24/1991
SMITH HAWKEN	United Kingdom	B1480544	10/24/1991
SMITH HAWKEN	France	92408300	03/03/1992

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