

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT									
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights (previously recorded at Reel 1857 Frame 0815)									
CONVEYING PARTY DATA										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>JPMorgan Chase Bank, N.A., as Administrative Agent</td> <td>FORMERLY The Chase Manhattan Bank</td> <td>10/19/2005</td> <td>National Banking Association:</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	JPMorgan Chase Bank, N.A., as Administrative Agent	FORMERLY The Chase Manhattan Bank	10/19/2005	National Banking Association:		
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JPMorgan Chase Bank, N.A., as Administrative Agent	FORMERLY The Chase Manhattan Bank	10/19/2005	National Banking Association:							
RECEIVING PARTY DATA										
Name:	Sanford Scientific, Inc.									
Street Address:	c/o The Scotts Miracle-Gro Company									
Internal Address:	14111 Scottslawn Road									
City:	Marysville									
State/Country:	OHIO									
Postal Code:	43041									
Entity Type:	CORPORATION: NEW YORK									
PROPERTY NUMBERS Total: 2										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 20%;">Number</th> <th style="width: 60%;">Word Mark</th> </tr> <tr> <td>Registration Number:</td> <td>2004837</td> <td>GREENGENE</td> </tr> <tr> <td>Registration Number:</td> <td>2004838</td> <td>GENEGUARD</td> </tr> </table>	Property Type	Number	Word Mark	Registration Number:	2004837	GREENGENE	Registration Number:	2004838	GENEGUARD	
Property Type	Number	Word Mark								
Registration Number:	2004837	GREENGENE								
Registration Number:	2004838	GENEGUARD								
CORRESPONDENCE DATA										
Fax Number: (212)455-2502 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: (212) 455-7698 Email: ksolomon@stblaw.com Correspondent Name: Mark Solomon, Esq. Address Line 1: Simpson Thacher & Bartlett LLP Address Line 2: 425 Lexington Avenue Address Line 4: New York, NEW YORK 10017										
ATTORNEY DOCKET NUMBER:	509265/0559									

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900034576

**TRADEMARK
REEL: 003180 FRAME: 0738**

NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/
Date:	10/24/2005
Total Attachments: 4 source=SANSCI_T#page1.tif source=SANSCI_T#page2.tif source=SANSCI_T#page3.tif source=SANSCI_T#page4.tif	

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS RIGHTS**

TERMINATION AND RELEASE dated as of October 19, 2005, from JPMORGAN CHASE BANK, N.A. (formerly known as The Chase Manhattan Bank), as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to SANFORD SCIENTIFIC, INC., a New York corporation.

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated December 4, 1998, made by the Grantors (as defined therein) in favor of the Agent (as amended or modified from time to time, the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademarks Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in Trademarks Rights, among the Agent and Sanford Scientific, Inc. (the "Security Agreement"), Sanford Scientific, Inc., by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademarks Collateral;

WHEREAS, the Security Agreement was recorded in the Trademarks Division of the United States Patent and Trademark Office at Reel 1857 and Frame 0815; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademarks Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademarks Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademarks Collateral, and any right, title or interest of the Agent in such Trademarks Collateral shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A. (formerly
known as The Chase Manhattan Bank)

By: 

Name: Randolph Cates

Title: Vice President

STATE OF New York)
COUNTY OF Bronx)

ss.:

On this ____ day of October, 2005, before me personally appeared Randolph Cates to me known who, being by me duly sworn, did depose and say that he is a Vice President of JPMorgan Chase Bank, N.A., described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted by JPMorgan Chase Bank, N.A.

Ranisha Pitt
Notary Public

(Affix Seal Below)

RANESHA PITT
Notary Public, State of New York
No. 01P18046637
Qualified in Bronx County
Commission Expires August 14, 2006

Schedule A
U.S. Trademark Registrations and Applications

Title	Registration or Serial Number
GREENGENE	2,004,837
GENEGUARD	2,004,838

509265-0559-08892-NY01.2515728.1