

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 1858 Frame 0318)

CONVEYING PARTY DATA

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:

RECEIVING PARTY DATA

Name:	Earthgro, 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: CONNECTICUT

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	1404311	EG
Registration Number:	1403361	EARTHGRO
Registration Number:	1378337	EARTHGRO
Registration Number:	1378721	EARTHGRO
Registration Number:	1402694	EG
Registration Number:	1469572	COMPOST PLUS
Registration Number:	1488061	SUMMIT
Registration Number:	1528519	THE FIRST THING YOU NEED TO GROW
Registration Number:	1723116	EARTHGRO THE NATURAL CHOICE
Registration Number:	1746650	1881 SELECT
Registration Number:	1746652	1881 SELECT
Registration Number:	1785077	E.C.O.

OP \$390.00 1404311

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TRADEMARK
REEL: 003180 FRAME: 0947

Registration Number:	1769587	EARTHGRO
Registration Number:	1877850	SUMMIT
Registration Number:	2178577	PRO BASE

CORRESPONDENCE DATA

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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
NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/
Date:	10/24/2005

Total Attachments: 4

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**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 EARTHGRO, INC., a Connecticut 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 Earthgro, Inc. (the "Security Agreement"), Earthgro, 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 Trademarks and Trademark Office at Reel 1858 and Frame 0318; and

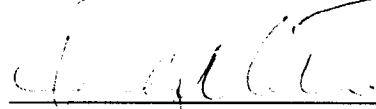
WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks Collateral;

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: 

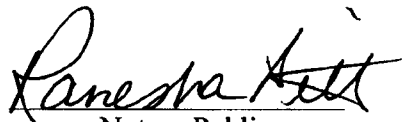
Name: Randolph Cates

Title: Vice President

STATE OF NEW YORK
COUNTY OF BRONX)

SS.:

On this 19TH 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..


Notary Public

(Affix Seal Below)

RANESHA PITT
Notary Public, State of New York
No. 01PI6046637
Qualified in Bronx County
Commission Expires August 14, 2006

Schedule A

U.S. Trademark Registrations and Applications

Title	Registration or Serial Number
EG	1,404,311
EARTHGRO	1,403,361
EARTHGRO	1,378,337
EARTHGRO	1,378,721
EG	1,402,694
COMPOST PLUS	1,469,572
SUMMIT	1,488,061
THE FIRST THING YOU NEED TO GROW	1,528,519
EARTHGRO THE NATURAL CHOICE	1,723,116
1881 SELECT	1,746,650
EARTHGRO THE NATURAL CHOICE	1,723,116
1881 SELECT	1,746,652
E.C.O.	1,785,077
EARTHGRO	1,769,587
SUMMIT	1,877,850
PRO BASE	2,178,577

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