

RECORD TR

05-11-2006



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To the Honorable Commissioner of Patents and

103236203

original documents or copy thereof.

1. Name of conveying party(ies):

Grow Company, Inc.

FINANCE SECTION

5-8-06

- 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: May 2, 2006

2. Name and address of receiving party(ies)

Name: Grow Company, Inc.

Internal Address:

Street Address: 55 Railroad Avenue

City: Ridgefield State: NJ ZIP: 07657

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New Jersey, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,388,000

1,390,496

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: MYRON AMER

Internal Address:

05/09/2006 BYRNE 00000110 1300000

01 FC:0521 02 FC:0522

40.00 OP 25.00 OP

Street Address: 114 Old Country Road

Suite 310

City: Mineola State: NY ZIP: 11501

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- 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.

MYRON AMER Name of Person Signing

Myron Amer Signature

5/2/06 Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

On the date written below, GROW COMPANY, INC., a designated Delaware Corporation, at 55 Railroad Avenue, Ridgefield, New Jersey 07657, hereby authorizes MYRON AMER, as attorney, to assign all right, title and interest, in and to:

Trademark Registrations

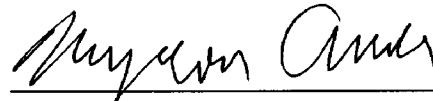
1. Reg. No. 1,388,000 for RE-NATURED
2. Reg. No. 1,390,496 for PRO-NATURED

including the goodwill of the business symbolized thereby to:

Grow Company, Inc.
a New Jersey Corporation
55 Railroad Avenue
Ridgefield, New Jersey 07657

GROW COMPANY, INC.

By:



Myron Amer
As Attorney

Dated: May 2, 2006

Myron Amer, P.C.

Attorney at Law

Patents, Trademarks, Copyrights

114 Old Country Road, Suite 310

Mineola, New York 11501-4477

Telephone (516) 742-5290

Fax (516) 746-1298

E-Mail ma@myronamer.com

May 2, 2006

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

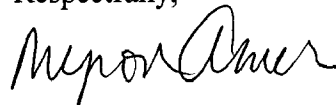
**Re: Recordation of Assignment of
Trademark Registration 1,388,000 and
Trademark Registration 1,390,496
Our File Nos. P-2460-5 and P-2460-6**

Sir:

In connection with the above-identified trademark registration, enclosed please find the following:

1. RECORDATION FORM COVER SHEET and ASSIGNMENT of Trademark Registration No. 1,388,000 and Trademark Registration No. 1,390,496 from Grow Company, Inc., a Delaware Corporation, to Grow Company, Inc., a New Jersey Corporation.; and
2. Assignment fee check in the amount of \$65.00.

Respectfully,



MYRON AMER

MA/ag
Enclosure