

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sierra Acquisition I LLC (d/b/a Sierra Organics)		06/23/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Western Organics, Inc.
Doing Business As:	DBA GRO-WELL Brands
Street Address:	2377 Main Street
Internal Address:	c/o GRO-WELL Brands, Inc.
City:	Glastonbury
State/Country:	CONNECTICUT
Postal Code:	06033
Entity Type:	CORPORATION: ARIZONA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78419289	AQUA MULCH
Serial Number:	78419238	OPEN EARTH
Serial Number:	78908721	SIERRA ORGANICS BRANDS
Registration Number:	3091194	MULTI MULCH
Registration Number:	3066757	NATURAL & ORGANIC
Registration Number:	3061196	REDUCE WATER BY HALF

CORRESPONDENCE DATA

Fax Number: (212)735-8708
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-735-8876
 Email: scooperman@morrisoncohen.com
 Correspondent Name: Steven Cooperman

CH \$165.00 78419289

Address Line 1: 909 Third Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	17698-005
NAME OF SUBMITTER:	Steven Cooperman
Signature:	/Steven Cooperman/
Date:	07/05/2006

Total Attachments: 4
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TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, dated as of June 23, 2006 (this "Trademark Assignment") by and between SIERRA ACQUISITION I, LLC (d/b/a Sierra Organics), a Delaware limited liability company ("Assignor"), and WESTERN ORGANICS, INC. (d/b/a GRO-WELL Brands), an Arizona corporation ("Assignee"). Capitalized terms used but not defined herein have the respective meanings ascribed to them in the Asset Purchase Agreement, dated as of May 5, 2006 (the "Asset Purchase Agreement"), between Assignor and Assignee.

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor agreed to, among other things, sell, convey, transfer, assign, grant and deliver to Assignee all of Assignor's right, title and interest in and to the marks set forth on Schedule A hereto (the "Marks") and the goodwill appurtenant thereto.

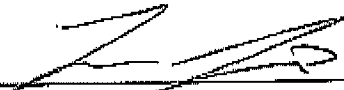
NOW, THEREFORE, in consideration of the representations, warranties and covenants contained herein and in the Asset Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Assignment. Assignor hereby assigns to Assignee all of Assignor's right, title, and interest in and to the Marks, together with the goodwill appurtenant thereto and all registrations and applications heretofore.
2. Rights and Privileges. All rights and privileges, including the right to sue for and receive all damages from past, present or future infringements of the Marks and any income, royalties or payments due or payable as of the date hereof or thereafter, shall be held and enjoyed by Assignee and its successors and assigns.
3. Further Assurances. Assignor agrees to execute and deliver at any future date any additional documents that Assignee reasonably determines are required to perfect Assignee's ownership of or title to any Mark.
4. Authorization. Assignor authorizes and requests the Commissioner for Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record Assignee as Assignee and owner of any and all of Assignor's rights in the Marks.

Signature Page Follows

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Trademark Assignment as of the day and year first above written.

SIERRA ACQUISITION I, LLC
as Assignor

By: 
Name: Zoran Jessop
Title: President

ACCEPTED AND AGREED:

WESTERN ORGANICS, INC.
(d/b/a GRO-WELL Brands)

By: _____
Name:
Title:

Signature Page to Trademark Assignment

TRADEMARK
REEL: 003341 FRAME: 0447

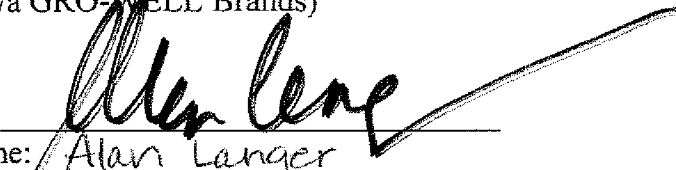
IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Trademark Assignment as of the day and year first above written.

SIERRA ACQUISITION I, LLC
as Assignor

By: _____
Name:
Title:

ACCEPTED AND AGREED:

WESTERN ORGANICS, INC.
(d/b/a GRO-WELL Brands)

By: 
Name: Alan Langer
Title: President

Signature Page to Trademark Assignment

TRADEMARK
REEL: 003341 FRAME: 0448

Schedule A

Marks

<u>Serial Number</u>	<u>Registration Number</u>	<u>Mark</u>
78419289	Not Available	AQUA MULCH
78419238	Not Available	OPEN EARTH
78419219	3091194	MULTI MULCH
78419171	3066757	NATURAL & ORGANIC
78436419	3061196	REDUCE WATER BY HALF
78908721	Not Available	SIERRA ORGANICS