

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|-----------------------|
| GRO-WELL BRANDS, INC. | | 06/16/2008 | CORPORATION: DELAWARE |
| BENICK BRANDS INC. | | 06/16/2008 | CORPORATION: CANADA |
| WESTERN ORGANICS INC. | | 06/16/2008 | CORPORATION: ARIZONA |

RECEIVING PARTY DATA

| | |
|------------------------|------------------------------|
| Name: | LASALLE BUSINESS CREDIT, LLC |
| Street Address: | 135 South LaSalle Street |
| City: | Chicago |
| State/Country: | ILLINOIS |
| Postal Code: | 60603 |
| Entity Type: | LIMITED LIABILITY COMPANY: |

PROPERTY NUMBERS Total: 22

| Property Type | Number | Word Mark |
|----------------------|---------|----------------------|
| Registration Number: | 1291568 | GRO-WELL |
| Registration Number: | 0873664 | PRO-TEK |
| Registration Number: | 0840261 | NO-GRO |
| Registration Number: | 1772991 | COLOROCK |
| Registration Number: | 1044368 | DRIFTWOOD |
| Registration Number: | 0988673 | ECO-LITE |
| Registration Number: | 3091194 | MULTI MULCH |
| Registration Number: | 3066757 | NATURAL & ORGANIC |
| Registration Number: | 3061196 | REDUCE WATER BY HALF |
| Registration Number: | 3110206 | OPEN EARTH |
| Registration Number: | 2579919 | NIVEUS |
| Registration Number: | 2394068 | BIG EVEREST |

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|----------------------|----------|--------------------------|
| Registration Number: | 2782484 | VAPORIZER |
| Registration Number: | 2670928 | ROARING BROOK ORGANIC |
| Registration Number: | 2759801 | ACCESORIA |
| Registration Number: | 3161229 | PRE-VENT |
| Registration Number: | 3339505 | GRO-WELL |
| Serial Number: | 78836689 | NATURALLY INSPIRED |
| Serial Number: | 78836669 | GROW-WELL PRO |
| Serial Number: | 78836332 | GRO-WELL |
| Serial Number: | 77034590 | WATER PROTECT & PRESERVE |
| Serial Number: | 78908721 | SIERRA ORGANICS BRANDS |

CORRESPONDENCE DATA

Fax Number: (314)259-2020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 314-259-2000
Email: dacrowe@bryancave.com
Correspondent Name: Daniel A. Crowe
Address Line 1: 211 N. Broadway, 36th Floor
Address Line 4: St. Louis, MISSOURI 63102

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | C027591/0220911 |
| NAME OF SUBMITTER: | Daniel A. Crowe |
| Signature: | /Daniel A. Crowe/ |
| Date: | 07/17/2008 |

Total Attachments: 5
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GRANT OF SECURITY INTEREST IN TRADEMARKS AND PATENTS

WHEREAS, GRO-WELL BRANDS, INC., a Delaware corporation, WESTERN ORGANICS INC., an Arizona corporation, and BENICK BRANDS INC., a Quebec corporation (collectively, the “**Grantor**”) own the trademarks, trademark registrations, trademark applications, patents, and any and all goodwill associated therewith, and the patents and patent applications, in each case set forth on Schedule A and Schedule B attached hereto; and

WHEREAS, LASALLE BUSINESS CREDIT, LLC having its principal offices at 135 South LaSalle Street, Chicago, Illinois 60603 (the “**Grantee**”), desires to acquire a security interest in, and lien on, all of Grantor’s right, title and interest in and to Grantor’s trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Trademark, Patent and Copyright Security Agreement, dated as of even date herewith, among the Grantor, its affiliates and the Grantee (as amended from time to time, the “**Security Agreement**”), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, all of Grantor’s right, title and interest in and to (i) the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the “**Marks**”) set forth on Schedule A attached hereto, (ii) the patents and patent applications (the “**Patents**”) set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement) of the Marks, (iv) all of the goodwill of the businesses with which the Marks are associated, and (v) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks and/or Patents or unfair competition regarding the same.

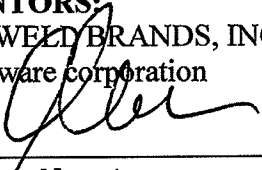
This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Liabilities (as such term is defined in the Security Agreement) of the Grantor and shall be effective as of the date of the Security Agreement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

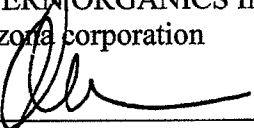
IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 16th day of June, 2008.

GRANTORS:

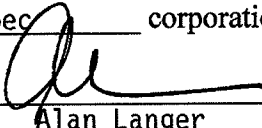
GRO-WELD BRANDS, INC.,
a Delaware corporation

By: 
Name: Alan Langer
Title: Chairman

WESTERMORGANICS INC.,
an Arizona corporation

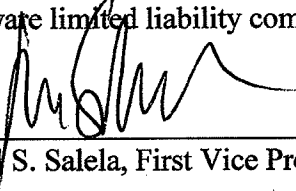
By: 
Name: Alan Langer
Title: President

BENICK BRANDS INC.,
a Quebec corporation

By: 
Name: Alan Langer
Title: President

LENDER:

LASALLE BUSINESS CREDIT, LLC,
a Delaware limited liability company

By: 
Michael S. Salela, First Vice President

Schedule A – Trademarks

Trademark Registrations

| Country | Trademark | Registration # | Date of Registration | Owner |
|----------------|-----------------------|-----------------------|-----------------------------|---|
| USA | GRO-WELL | 1291568 | 8/28/84 | GRO-WELL Brands, Inc. |
| USA | PRO-TEK | 0873664 | 7/29/69 | GRO-WELL Brands, Inc. |
| USA | NO-GRO | 0840261 | 12/12/67 | GRO-WELL Brands, Inc. |
| USA | PRO-TEK | 0873664 | 7/29/69 | GRO-WELL Brands, Inc. |
| USA | COLOROCK | 1772991 | 5/25/93 | Western Organics, Inc. |
| USA | DRIFWOOD | 1044368 | 7/20/76 | Western Organics, Inc. |
| USA | ECO-LITE | 988673 | 7/23/74 | Western Organics, Inc. |
| USA | Multi Mulch | 3091194 | 5/9/06 | Western Organics, Inc. d/b/a Gro-Well Brands |
| USA | Natural & Organic | 3066757 | 3/7/06 | Western Organics, Inc. d/b/a Gro-Well Brands |
| USA | Reduced Water by Half | 3061196 | 2/21/06 | Western Organics, Inc. d/b/a Gro-Well Brands |
| USA | Open Earth | 3110206 | 6/27/06 | Western Organics, Inc. d/b/a Gro-Well Brands |
| USA | Niveus | 2579919 | 6/11/02 | Benick Brands Inc. |
| USA | Big Everest | 2394068 | 10/10/02 | Benick Brands Inc. |
| USA | Vaporizer | 2782484 | 11/11/03 | Benick Brands Inc. |
| USA | Roaring Brook Organic | 2670928 | 9/2/03 | Benick Brands Inc. |
| USA | Accesoria | 2759801 | 9/2/03 | Benick Brands Inc. |
| Canada | Big Everest | Canada TNA533336 | 9/25/00 | Benick Brands Inc. |
| USA | PRE-VENT | 3161229 | 10/24/06 | GRO-WELL Brands, Inc. |
| USA | GRO-WELL | 3339505 | 11/20/07 | GRO-WELL Brands, Inc. |

Trademark Applications

| Country | Trademark | Serial # | Date Filing | of | Owner |
|----------------|--------------------------|-----------------|--------------------|-----------|---|
| USA | NATURALLY INSPIRED | 78836689 | 3/14/06 | | GRO-WELL Brands, Inc. |
| USA | GROW-WELL PRO | 78836669 | 3/14/06 | | GRO-WELL Brands, Inc. |
| USA | GRO-WELL | 78836332 | 3/14/06 | | GRO-WELL Brands, Inc. |
| USA | WATER PROTECT & PRESERVE | 77034590 | 11/1/06 | | GRO-WELL Brands, Inc. |
| USA | SIERRA ORGANICS BRANDS | 78908721 | 6/15/06 | | Western Organics, Inc. d/b/a Gro-Well Brands |

Schedule B - Patents

| Country | Patent Title | Patent # | Issue Date | Owner |
|----------------|---|-----------------|-------------------|--------------------------------|
| USA | Snow and ice-melting granules and method for preparing same | 6,849,199 | 2/1/05 | Global Specialty Chemicals LLC |