

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------------------|----------|----------------|-----------------------|
| Howard Johnson's Enterprises, Inc. | | 02/28/2011 | CORPORATION: MISSOURI |

RECEIVING PARTY DATA

| | |
|-------------------|-----------------------|
| Name: | HJE Acquisition Corp. |
| Street Address: | 1340 Treat Boulevard |
| Internal Address: | Suite 600 |
| City: | Walnut Creek |
| State/Country: | CALIFORNIA |
| Postal Code: | 94597 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|---------|------------------|
| Registration Number: | 0778870 | ALL SEASON |
| Registration Number: | 0778864 | ALL-SEASON |
| Registration Number: | 1910958 | ALL-SEASON |
| Registration Number: | 2125257 | HOWARD JOHNSON'S |
| Registration Number: | 1728751 | NURSERY PRO |
| Registration Number: | 3197518 | ORGOLIFE |
| Registration Number: | 3314541 | PET-GUARD |
| Registration Number: | 3045906 | ZEROICE |
| Registration Number: | 3396570 | ZOOM |

CORRESPONDENCE DATA

Fax Number: (415)773-5759
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415-773-5700

900185221

**TRADEMARK
 REEL: 004488 FRAME: 0184**

CH \$240.00 0778870

Email: ipprosecutionsf@orrick.com
Correspondent Name: Beth M. Goldman
Address Line 1: 405 Howard Street
Address Line 2: Orrick, Herrington & Sutcliffe LLP
Address Line 4: San Francisco, CALIFORNIA 94105-2669

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 6257-158 |
| NAME OF SUBMITTER: | Betsy C. Wang |
| Signature: | /Betsy C. Wang/ |
| Date: | 03/01/2011 |

Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made by Howard Johnson's Enterprises, Inc., a Missouri corporation with a principal place of business at 700 West Virginia Street # 222, Milwaukee, Wisconsin, 53204 ("HJE") in favor of HJE Acquisition Corp., a Delaware corporation ("Acquisition"), effective as of February 28, 2011.

WHEREAS, HJE owns all right, title and interest in and to the trademarks and the registrations thereof identified in the attached Exhibit A (the "Marks"), and the goodwill associated therewith; and

WHEREAS, pursuant to that certain Agreement of Purchase and Sale (the "Agreement") executed simultaneously herewith between HJE and Acquisition, HJE agreed to assign the Marks and the goodwill associated therewith to Acquisition.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, HJE assigns to Acquisition all of its right, title and interest in the Marks as identified in Exhibit A, attached hereto and incorporated herein by this reference, together with the goodwill associated therewith including, without limitation, its right to sue for and collect damages for infringement or other violations of the same, including for past infringements or other violations.

HJE does hereby further agree and promise to execute all instruments and render all such assistance as Acquisition may request to confirm in Acquisition legal title to the Marks and registrations thereof.

This Assignment of Trademarks is subordinate to the Agreement and to the extent that there is any conflict between the terms of this Assignment of Trademarks and the Agreement, the terms of the Agreement shall be controlling. This Assignment of Trademarks shall not be interpreted to grant rights or responsibilities beyond those expressly granted in the Agreement.

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IN WITNESS WHEREOF, this Assignment of Trademarks has been duly executed and delivered as of the date first written above:

HOWARD JOHNSON'S ENTERPRISES, INC.

By: *Rachel Stephens*

Name: *Rachel Stephens*

Title: *CEO*

Date: *28 Feb 2011*

EXHIBIT A

| Mark | App. No./ Filing Date | Reg. No. / Reg. Date | Class |
|------------------|----------------------------------|---------------------------------|--------------|
| ALL SEASON | 72/193,243 05/11/1964 | 0,778,870 10/20/1964 | 1 |
| ALL-SEASON | 72/178,843 10/11/1963 | 0,778,864 10/20/1964 | 31 |
| ALL-SEASON | 74/544,683 07/01/1994 | 1,910,958 08/15/1995 | 1 |
| HOWARD JOHNSON'S | 75/180,038 10/10/1996 | 2,125,257 12/30/1997 | 1 |
| NURSERY PRO | 74/136,281 02/04/1991 | 1,728,751 11/03/1992 | 1 |
| ORGOLIFE | 78/602,698 04/06/2005 | 3,197,518 01/09/2007 | 1 |
| PET-GUARD | 78/869,133 04/25/2006 | 3,314,541 10/16/2007 | 1 |
| ZEROICE | 78/524,617 11/30/2004 | 3,045,906 01/17/2006 | 1 |
| ZOOM | 78/979,303 12/23/2004 | 3,396,570 03/11/2008 | 1 |