TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2

ETAS ID: TM322526

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Eco Scraps, Inc.		11/07/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Hawthorne Gardening Company
Street Address:	14111 Scottslawn Road
City:	Marysville
State/Country:	OHIO
Postal Code:	43041
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	4117813	ECOSCRAPS
Registration Number:	4117778	CLEAN EARTH SOILS
Registration Number:	4097377	NO POOP

CORRESPONDENCE DATA

Fax Number: 8043447999

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 804-788-8331

Email: HWRITM@hunton.com

Stephen P. Demm - Hunton & Williams LLP **Correspondent Name:**

Address Line 1: 951 East Byrd Street

Address Line 2: Riverfront Plaza - East Tower Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	54936.025288
NAME OF SUBMITTER:	Stephen P. Demm
SIGNATURE:	/Stephen P. Demm/
DATE SIGNED:	11/07/2014

Total Attachments: 2

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> TRADEMARK REEL: 005396 FRAME: 0532

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

November 7, 2014

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Loan and Security Agreement dated as of November 7, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement"), by and between Eco Scraps, Inc., a Delaware corporation (the "Borrower"), and The Hawthorne Gardening Company (the "Lender"), the Borrower has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Lender as security of the Secured Obligations:

TRADEMARKS

Trademark Registration No.	Description of Trademark	Registration Date
4117813	ECOSCRAPS	3/27/2012
4117778	CLEAN EARTH SOILS	3/27/2012
4097377	NO POOP	2/07/2012

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In witness whereof, the Borrower has caused this Notice of Grant of Security Interest in Trademarks to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

ECO SCRAPS, INC., a Delaware corporation

RECORDED: 11/07/2014

By: Name: Daviel Blake

Title:

TRADEMARK REEL: 005396 FRAME: 0534