

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
Plant Health Care, Inc.		01/12/2011	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Lebanon Seaboard Corporation
Street Address:	1600 East Cumberland Street
City:	Lebanon
State/Country:	PENNSYLVANIA
Postal Code:	17042
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2533255	PHC
Registration Number:	2415112	POND SAVER
Registration Number:	2392771	PALM SAVER
Registration Number:	2399132	TREE SAVER
Registration Number:	2685087	PLANT SAVER
Registration Number:	2793391	FLOWER SAVER
Registration Number:	2392770	HEALTHY START
Registration Number:	3830991	NATURAL START
Registration Number:	2407784	TERRA-SORB
Registration Number:	2399130	PHC BIOPAK
Registration Number:	2533256	COMPETE
Registration Number:	2535223	YUCCA
Registration Number:	2359623	FLEXX
Registration Number:	2657545	MYCOR

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Registration Number:	2399131	MYCORTREE
Registration Number:	3817424	STRESS RE-LEAF
Registration Number:	3817423	BOUNTIFY
Serial Number:	77877252	BE-LEAF IN NATURE
Serial Number:	77955691	ACIDIFY
Serial Number:	85193207	A NATURAL SYSTEMS APPROACH

CORRESPONDENCE DATA

Fax Number: (610)371-8506
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 609 987 7050
Email: ejs@stevenslee.com
Correspondent Name: Elliott J. Stein
Address Line 1: 100 Lenox Drive
Address Line 2: Suite 200
Address Line 4: Lawrenceville, NEW JERSEY 08648

ATTORNEY DOCKET NUMBER:	004656.00087
NAME OF SUBMITTER:	Elliott J. Stein
Signature:	/varlawyer/
Date:	01/13/2011

Total Attachments: 3
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ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS

ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS (the "Assignment of Trademarks") made as of January 12, 2011, by Plant Health Care, Inc., a Pennsylvania corporation ("Assignor"), to Lebanon Seaboard Corporation, a Pennsylvania corporation ("Assignee").

RECITAL

Assignee and Assignor are parties to an Asset Purchase Agreement dated as of January 12, 2011 (the "Purchase Agreement"), pursuant to which, among other things, Assignor has agreed to sell to Assignee, and Assignee has agreed to acquire, all of Assignor's U.S. right, title and interest in, to and under all of the U.S. Trademark Registrations and Applications listed on Schedule A annexed hereto and incorporated herein by reference (all of the foregoing being referred to herein as the "Marks"); and

In accordance therewith, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's U.S. right, title and interest in, to and under all of the Marks.

NOW, THEREFORE, Assignor, for and in exchange for the payment of the consideration set forth in the Purchase Agreement, the receipt of which is hereby acknowledged, does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's U.S. right, title and interest in, to and under the Marks, and each of them, together with the goodwill of the business associated therewith in the U.S. and which is symbolized thereby, all rights to sue and recover for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment of Trademarks, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States, the same to be held and enjoyed by the said Assignee, its successors and assigns, from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment of Trademarks not been made, and all common law rights in the Marks.

Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Assignment of Trademarks shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without giving effect to the principles of conflicts of laws thereof.

This Assignment of Trademarks is made subject to, and shall not alter or modify the terms of and rights granted under the Purchase Agreement and the other Transaction Documents, and these shall remain in full force and effect to the full extent provided therein.

IN WITNESS WHEREOF, Assignor has caused its duly authorized officer to execute this Assignment of Trademarks as of the date first above written.

PLANT HEALTH CARE, INC.

By: 

Name: John Brady

Title: President and Chief Executive Officer

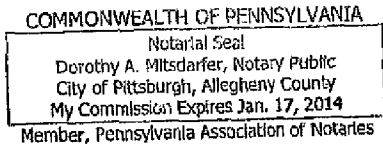
State of) *Pennsylvania*
) ss.:
County of) *Allegheny*

On this 12th day of January 2011, before me, a Notary Public, personally appeared John Brady, President and Chief Executive Officer of Plant Health Care, Inc., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within Assignment of Servicemarks and Trademarks and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the Assignment of Servicemarks and Trademarks the person, or the entity upon behalf of which the person acted, executed the Assignment of Servicemarks and Trademarks.

Witness my hand and official seal.

Dorothy A. Mitsdarfer

Notary Public



SCHEDULE A

Registered Trademarks

<u>U.S. Registration No.</u>	<u>Trademark</u>	<u>Registration Date</u>
2533255	PHC®	January 29, 2002
2415112	POND SAVER®	February 11, 2003
2392771	PALM SAVER®	October 10, 2000
2399132	TREE SAVER®	October 31, 2000
2685087	PLANT SAVER®	February 11, 2003
2793391	FLOWER SAVER®	December 16, 2003
2392770	HEALTHY START®	October 10, 2000
3830991	NATURAL START®	August 10, 2010
2407784	TERRA-SORB®	November 28, 2000
2399130	PHC BIOPAK®	October 31, 2000
2533256	COMPETE®	January 29, 2002
2535223	YUCCA®	February 5, 2002
2359623	FLEXX®	June 20, 2000
2657545	MYCOR®	December 10, 2002
2399131	MYCORTREE®	October 31, 2000
3817426	BOUNTIFY®	July 13, 2010
3817424	STRESS RE-LEAF®	July 13, 2010

Pending Trademark Applications

<u>U.S. Application Number</u>	<u>Trademark</u>	<u>Application Date</u>
77877252	BE-LEAF IN NATURE	November 20, 2009
77955691	ACIDIFY	March 10, 2010
85/193,207	A NATURAL SYSTEMS APPROACH	December 8, 2010