

01-20-2004
102649061

To the Honorable Commissioner of Patents and Trademarks: Please record the enclosed original documents or copy thereof.

1. Name of conveying party(ies): 1-8-04
TPI Acquisition Subsidiary, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: HSBC Bank USA, as Collateral Agent
Internal Address: _____
Address: _____
Street Address: 452 Fifth Avenue
City: New York State: NY Zip: 10018

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other banking corporation and trust company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11/21/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
See attached Schedule A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Rosalind Rodburg
Internal Address: _____

Street Address: Latham & Watkins
885 3rd Avenue
City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 52

7. Total fee (37 CFR 3.41).....\$ 1,315.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Rosalind Rodburg
Name of Person Signing R. Rodburg 1/6/04
Signature Date

DBYRNE 00000111 1781431 Total number of pages including cover sheet, attachments, and document:

01/16/2004
01 FC:8521
02 FC:8522

40.00 OP documents to be recorded with required cover sheet information to:
1275.00 OP Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Schedule A**Active U.S. Federal Trademark Registrations**

OWNER	MARK	Reg. No	Reg. Date
TPI Acquisition Subsidiary, Inc.	AMERICAN PRIDE	1,781,431	07/13/1993
TPI Acquisition Subsidiary, Inc.	AMERICAN YACHTSMAN	1,544,443	06/20/1989
TPI Acquisition Subsidiary, Inc.	COMPETITOR	1,502,192	08/30/1988
TPI Acquisition Subsidiary, Inc.	CONTRACTOR'S CHOICE	2,514,330	12/04/2001
TPI Acquisition Subsidiary, Inc.	COUNTRY CLUB	1,393,243	05/13/1986
TPI Acquisition Subsidiary, Inc.	CRYSTALFLEX	1,946,553	01/09/1996
TPI Acquisition Subsidiary, Inc.	DIAMOND BACK	1,504,849	09/20/1988
TPI Acquisition Subsidiary, Inc.	DURABAND	2,163,141	06/09/1998
TPI Acquisition Subsidiary, Inc.	DURADISC	1,922,078	09/26/1995
TPI Acquisition Subsidiary, Inc.	EARTH QUENCHER	1,546,425	07/04/1989
TPI Acquisition Subsidiary, Inc.	FAIRLAWN	1,208,332	09/14/1982
TPI Acquisition Subsidiary, Inc.	FLATLINE design	896,035	08/04/1970
TPI Acquisition Subsidiary, Inc.	FLEXLITE	1,715,743	09/15/1992
TPI Acquisition Subsidiary, Inc.	FLEXMATE	1,612,942	09/11/1990
TPI Acquisition Subsidiary, Inc.	FORMULA Z7 and design	1,008,815	04/15/1975
TPI Acquisition Subsidiary, Inc.	GARDENFLEX	2,321,884	02/22/2000
TPI Acquisition Subsidiary, Inc.	GRIPPER	1,346,137	07/02/1985
TPI Acquisition Subsidiary, Inc.	HERITAGE	1,124,047	08/14/1979
TPI Acquisition Subsidiary, Inc.	HOZE-O-SAURUS	2,185,780	09/01/1998
TPI Acquisition Subsidiary, Inc.	HOZE-RAP	2,384,653	09/12/2000
TPI Acquisition Subsidiary, Inc.	KEEP GROWING WITH SWAN	1,950,653	01/23/1996
TPI Acquisition Subsidiary, Inc.	LAWNIFLEX	1,504,848	09/20/1988
TPI Acquisition Subsidiary, Inc.	MAXIFLEX	1,511,770	11/8/1988
TPI Acquisition Subsidiary, Inc.	MEDALLION	1,314,600	01/15/1985
TPI Acquisition Subsidiary, Inc.	MORFLEX	1,510,124	10/25/1988
TPI Acquisition Subsidiary, Inc.	NATURE'S CHOICE	2,518,997	12/18/2001
TPI Acquisition Subsidiary, Inc.	PERFECT GARDENER	1,917,956	09/12/1995
TPI Acquisition Subsidiary, Inc.	PERMAFLOW	1,733,042	11/17/1992

TRADEMARK

REEL: 002898 FRAME: 0803

GRANT OF SECURITY INTEREST
IN TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TPI Acquisition Subsidiary, Inc., a Delaware corporation (the "Grantor") with principal offices at 260 North Denton Tap Rd., Suite 150, Coppell, Texas 75019, hereby grants to HSBC Bank USA, as Collateral Agent, with offices at 452 Fifth Avenue, New York, New York 10018, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Second Lien Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Note Obligations of the Grantor, as such term is defined in the Second Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 21, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Second Lien Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Second Lien Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Second Lien Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Second Lien Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event

that any provisions of this Grant are deemed to conflict with the Second Lien Security Agreement, the provisions of the Second Lien Security Agreement shall govern.

Pursuant to the terms of the Indenture (as defined in the Second Lien Security Agreement), the security interest granted herein shall in all circumstances prior to the Priority Lien Satisfaction Date (as defined in the Second Lien Security Agreement) be junior and subordinate in ranking to all Priority Liens (as defined in the Second Lien Security Agreement).

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto duly authorized as of the ___ day of November, 2003.

TPI ACQUISITION SUBSIDIARY, INC.

By: *Kenneth W. R. Baker*
Name: Kenneth W. R. Baker
Title: President

State of TEXAS

County of Denton

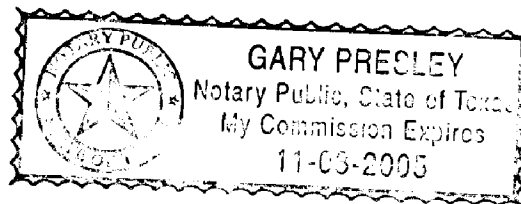
11/15, 2003

Then personally appeared the above named Kenneth Baker, as _____ of TPI ACQUISITION SUBSIDIARY, INC., and acknowledged the foregoing instrument to be his free act and deed as _____ of TPI ACQUISITION SUBSIDIARY, INC., before me,

Gary Presley

Notary Public

My commission expires: 11-03-05



TRADEMARK

REEL: 002898 FRAME: 0806

IN WITNESS WHEREOF, the undersigned has executed this Grant of Trademark Security Interest as of the ____ day of November, 2003.

HSBC BANK USA,
as Collateral Agent and Grantee

By *Frank J. Godino*
Name:
Title: FRANK J. GODINO
Vice President

STATE OF New York)
) ss:
COUNTY OF New York)

On this 21st day of November, 2003, before me personally came Frank J. Godino who, being by me duly sworn, did state as follows: that he is V.P. of HSBC Bank USA, that he is authorized to execute the foregoing Grant of Trademark Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Marcia Markowski
Notary Public

MARCIA MARKOWSKI
No. 24-01344761965
Notary Public, State of New York
Qualified in Kings County
Commission Expires 11-30-06

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TRADEMARK

REEL: 002898 FRAME: 0809

NON-US MARKS AND APPLICATIONS

Entity	Mark	App. No.	Reg. No.	Jurisdiction	Status	File Date	Reg. Date
TPI Acquisition Subsidiary, Inc.	GREENMATE		433,912	Canada	Registered		09/30/1994