

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Easy Gardener Products Holdings, Inc.		11/07/2006	CORPORATION:
Easy Gardener Products, Inc.		11/07/2006	CORPORATION:

**RECEIVING PARTY DATA**

Name:	D.B. Zwirn Special Opportunities Fund, L.P., as agent
Street Address:	745 Fifth Avenue
Internal Address:	18th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10151
Entity Type:	LIMITED PARTNERSHIP:

**PROPERTY NUMBERS Total: 66**

Property Type	Number	Word Mark
Registration Number:	3091231	EASY GARDENER YARD & GARDEN BAG
Registration Number:	3091035	DUCKBILL KNIFE
Registration Number:	2969910	JOBE'S
Registration Number:	2953484	GREEN-AGAIN
Registration Number:	2780853	VILLA GARDEN TILES
Registration Number:	2892282	ENGLISH STONE VILLA GARDEN TILES
Registration Number:	2667208	COUNTRY CLASSIC BORDER
Registration Number:	2892032	ROMA VILLAGARDEN TILES
Registration Number:	2664490	WHIMSICAL ARCH
Registration Number:	2696514	WHIMSICAL LOOP
Registration Number:	2892283	ENGLISH STONE FINIAL VILLA GARDEN TILES
Registration Number:	2898349	ADOBE VILLA GARDEN TILES

CH \$1665.00 3091231

Registration Number:	2359625	GREAT RESULTS. LESS WORK.
Registration Number:	2321088	JOBE'S WEED CONTROL FABRIC
Registration Number:	2334841	WEED BLOCK
Registration Number:	2356107	EASY GARDENER
Registration Number:	2294225	EASY GARDENER
Registration Number:	2010199	TREE GARD
Registration Number:	1981079	FABRICPEGS
Registration Number:	1989049	XP-20
Registration Number:	1986161	SCATTER CAP
Registration Number:	1938066	BIO BLOCK
Registration Number:	1921278	STOPS WEEDS FOR YEARS
Registration Number:	1928560	EMERALD EDGE
Registration Number:	1769537	TREE STAKIT
Registration Number:	1804536	BIRD BLOCK
Registration Number:	1802112	DEER BLOCK
Registration Number:	1768337	IT WORKS. YOU DON'T.
Registration Number:	1741296	ROSS
Registration Number:	1671754	FAST START
Registration Number:	1682545	ROSS
Registration Number:	1664643	GRO-STAKES
Registration Number:	1675783	ROSS ROOT FEEDER
Registration Number:	1684947	ROSS
Registration Number:	1557426	FABRICPEGS
Registration Number:	1475961	GRO COVER
Registration Number:	1447569	GRO-BAGS
Registration Number:	1445222	EASY GARDENER
Registration Number:	1408576	WEEDBLOCK
Registration Number:	1252606	CLOUD COVER
Registration Number:	1084414	'TOMATO BOOMERS'
Registration Number:	2883762	JOBE'S
Registration Number:	3112789	EASY GARDENER PLANT PROTECTOR BAGS
Registration Number:	3142855	EASY GARDENER POT TOP & LINER
Registration Number:	3143749	FEEDS A LITTLE EVERY DAY
Registration Number:	3121605	PRO WEEDBLOCK
Serial Number:	78891237	JOBES

Serial Number:	78863045	WEED BLOCK ULTRA
Serial Number:	78656023	ILLUMA-EDGE
Serial Number:	78656371	JOBE'S DRIP FEEDER
Serial Number:	78656340	JOBE'S HYDRO-FEEDER
Serial Number:	78656415	BIO FABRICPEGS
Serial Number:	78430033	EASY GARDENER SUN SCREEN CANOPY
Serial Number:	78430057	EASY GARDENER PLANT PROTECTING BLANKET
Serial Number:	78430067	EASY GARDENER CHRISTMAS TREE BAG
Serial Number:	78430069	EASY GARDENER CHRISTMAS TREE SAVER
Serial Number:	78906553	POLYSPUN 350
Serial Number:	78958323	GARDEN DEFENSE OWL
Serial Number:	78920240	JOBE'S CRYSTALS
Serial Number:	78961674	JOBE'S ORGANICS
Serial Number:	78958371	MAXIGRID
Serial Number:	78958351	QUICKSTACK
Serial Number:	78958386	TREE WRAP
Serial Number:	78921866	ULTRA-EDGE
Serial Number:	78973217	WEEDBLOCK
Serial Number:	78430047	EASY GARDENER X-TREME DEER BARRIER

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-756-2388  
Email: daniel.angel@srz.com  
Correspondent Name: Daniel Angel, Esq.  
Address Line 1: 919 Third Avenue  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	017962.0111
NAME OF SUBMITTER:	Daniel Angel, Esq. (017962.0111)
Signature:	/kc for da/
Date:	11/09/2006

Total Attachments: 9  
source=Easy Gardener Assignment for Security#page1.tif  
source=Easy Gardener Assignment for Security#page2.tif  
source=Easy Gardener Assignment for Security#page3.tif

source=Easy Gardener Assignment for Security#page4.tif  
source=Easy Gardener Assignment for Security#page5.tif  
source=Easy Gardener Assignment for Security#page6.tif  
source=Easy Gardener Assignment for Security#page7.tif  
source=Easy Gardener Assignment for Security#page8.tif  
source=Easy Gardener Assignment for Security#page9.tif

## ASSIGNMENT FOR SECURITY

### TRADEMARKS

WHEREAS, the Persons listed on the signature pages hereof (each an "Assignor" and collectively, the "Assignors") have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignors have entered into a Security Agreement, dated as of November 3, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of D.B. Zwirn Special Opportunities Fund, L.P., as collateral agent for certain agents and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, each Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Assignee and the Lenders (as defined in the Security Agreement) a continuing security interest in all right, title and interest of such Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grant to the Assignee for the benefit of the Assignee and the Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

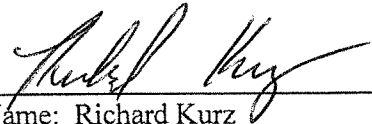
Each Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

---

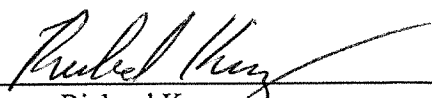
IN WITNESS WHEREOF, each Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of November 1<sup>st</sup>, 2006.

ASSIGNORS:

EASY GARDENER PRODUCTS HOLDINGS,  
INC.

By:   
Name: Richard Kurz  
Title: Chief Financial Officer

EASY GARDENER PRODUCTS, INC.

By:   
Name: Richard Kurz  
Title: Chief Financial Officer

STATE OF Texas  
COUNTY OF Mchenran ss.:

On this 2nd day of November, 2006, before me personally came Richard Kuz to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the CFO of Easy Gardener Products, Inc., a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of Easy Gardener Products, Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

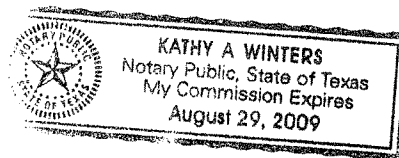
Kathy A Winters



STATE OF Texas  
COUNTY OF McKenney ss.:

On this 2nd day of November, 2006, before me personally came Richard Kurz to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the CEO of Easy Gardener Products Holdings, Inc., a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of Easy Gardener Products Holdings, Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Kathy A Winters





SCHEDULE A TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

1. Registered Trademarks

**U.S. TRADEMARK REGISTRATIONS**

<b>Trademark Description</b>	<b>Registration No.</b>
Easy Gardener Yard & Garden Bag	3091231
Duckbill knife	3091035
Jobe's	2969910
Green-Again	2953484
Villa Garden Tiles	2780853
English Stone Villa Garden Tiles	2892282
Country Classic Border	2667208
Roma Villa Garden Tiles	2892032
Whimsical Arch	2664490
Whimsical Loop	2696514
English Stone Finial Villa Garden Tiles	2892283
Adobe Villa Garden Tiles	2898349
Great Results. Less Work.	2359625
Jobe's Weed Control Fabric	2321088
Weed Block	2334841
Easy Gardener	2356107
Easy Gardener	2294225
Tree Gard	2010199
FabricPegs	1981079
XP-20	1989049
Scatter Cap	1986161
BioBlock	1938066
Stops Weeds For Years	1921278
Emerald Edge	1928560
TreeStakit	1769537
BirdBlock	1804536
DeerBlock	1802112
It Works. You Don't.	1768337
Ross	1741296
FastStart	1671754
Ross	1682545
Gro-Stakes	1664643
Ross Root Feeder	1675783
Ross	1684947
FabricPegs	1557426
GroCover	1475961
Gro-Bags	1447569
Easy Gardener	1445222

WeedBlock	1408576
Cloud Cover	1252606
'Tomato Boomers'	1084414
Jobe's	2883762
Easy Gardener Plant Protector Bags	3112789
Easy Gardener Pot Top & Liner	3142855
Feeds A Little Every Day	3143749
Pro WeedBlock	3121605

### FOREIGN TRADEMARKS

	<b>Canada Registration No.</b>	
Cloud Cover	TMA296485	10/26/84
Diamondback & Design	TMA468376	01/08/97
Diamondback	TMA440830	03/24/95
FabricPegs	382560	04/05/91
It Works. You Don't.	433728	09/23/94
Jobe's	215778	09/03/76
Jobe's Does the Job...At the Roots	431846	08/12/94
Jobe's Spikes and design	234082	06/29/79
WeedBlock & Design	361814	11/03/89

	<b>Australia Registration No.</b>	
Jobe's	369781	12/23/88

	<b>Benelux Registration No.</b>	
Jobe's & Design	353936	06/06/88
TerraCotta Tile	29228-00	

	<b>China Registration No.</b>	
Jobe's	3268568	5/21/04
Jobe's & Design	3268567	5/21/04

	<b>CTM Registration No.</b>	
Emerald Edge	2401016	05/14/03
FabricPegs	2401057	03/10/03
Jobe's	2401313	12/17/02
Ross Root Feeder	2400992	05/14/03
Villa Garden Tiles	2401461	05/14/03
Whimsical Borders	2401131	04/09/03
Easy Gardener	2401230	12/03/04
Easy Gardener (rectangle design)	2401032	05/18/04
WeedBlock	2401008	08/04/03
WeedBlock Discs	3014412	12/14/04
Easy Fleece	2983591	04/30/04

Jobe's	<b>Denmark Registration No.</b> 4067/1978	12/15/88
--------	--	----------

Jobe's	<b>France Registration No.</b> 1458246	06/09/78
--------	---	----------

WeedBlock	<b>Germany Registration No.</b> 2084016	07/11/94
Jobe's	981082	11/08/78

Jobe's (class 1)	<b>Hong Kong</b> 8564/2003	06/26/03
Jobe's (class 5)	8565/2003	06/26/03
Jobe's & design (class 1)	8563/2003	08/25/03
Jobe's & design (class 5)	8562/2003	08/25/03

Jobe's	<b>Ireland Registration No.</b> B95317	06/06/85
--------	---	----------

Jobe's	<b>Italy Registration No.</b> 841399	03/22/01
Jobe's Spikes & Design	841398	03/22/01

Jobe's	<b>Japan Registration No.</b> 1325839	03/09/88
Jobe's	1234588	11/18/78
Jobe's (in Katakana characters)	2501368	01/29/93
Easy Gardener	4807620	11/2/04
Easy Gardener (rectangle design)	2003-024049	07/16/04
Emerald Edge	4823383	12/03/04
FabricPegs	4746676	02/06/04
Easy Fleece	4713297	09/26/03

Jobe's (Arabic characters)	<b>Jordan Registration No.</b> 20938	08/13/83
Jobe's	20942	08/13/83

---

Jobe's	<b>Korea South Registration</b> <b>No</b> 76021	03/12/81
Cloud Cover	40-2004-43982	

Easy Gardener	<b>New Zealand Registration</b> <b>No</b> 675503-675532	
Emerald Edge	675533	

Easy Fleece	675534	
	<b>Norway Registration No</b>	
Jobe's	123188	11/28/85
	<b>Oapi (Africa) Registration No</b>	
Jobe's	21143	03/06/81
	<b>Puerto Rico Registration No</b>	
Jobe's	6637	09/08/80
	<b>Saudi Arabia Registration No</b>	
Jobe's	10174	03/20/81
	<b>Spain Registration No</b>	
Jobe's	934556	03/20/81
	<b>Switzerland Registration No</b>	
Jobe's	304571	02/19/00
Easy Fleece	511050	06/03/03
Easy Gardener & Design	512344	07/15/03
Emerald Edge	508980	04/02/03
WeedBlock	507637	02/20/03
FabricPegs	01561/2003	10/17/03
WeedBlock Discs	01817/2003	09/02/03
	<b>UK Registration No.</b>	
Easy Gardener & Design	1521930	02/24/95
WeedBlock & Design	1521927	02/24/95
Gro Cover & Design	1521924	11/9/94
Jobe's	B1096795	06/08/85
Jobe's Spikes & Design	B1096796	06/08/85

---

2. Trademark Applications

**U.S. TRADEMARK APPLICATIONS**

<b>Trademark Application Description</b>	<b>U.S. Application No.</b>
Jobe's	78891237
WeedBlock Ultra	78863045
Illuma-Edge	78656023
Jobe's Drip Feeder	78656371
Jobe's Hydro-Feeder	78656340

Bio FabricPegs	78656415
Easy Gardener Sun Screen Canopy	78430033
Easy Gardener Plant Protecting Blanket	78430057
Easy Gardener Christmas Tree Bag	78430067
Easy Gardener Christmas Tree Saver	78430069
Polyspun 350	78906553
Garden Defense Owl	78958323
Jobe's Crystals	78920240
Jobe's Organics	78961674
MaxiGrid	78958371
QuickStack	78958351
TreeWrap	78958386
Ultra-Edge	78921866
Weedblock	78973217
Easy Gardener X-Treme Deer Barrier	78430047