

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 |
| Gro-Group UK Limited | | 08/31/2007 | LIMITED LIABILITY COMPANY: UNITED KINGDOM |
| RECEIVING PARTY DATA | | | |
| Name: | Gro-Group Holdings Limited | | |
| Street Address: | 8-9 The Avenue | | |
| City: | Eastbourne, East Sussex | | |
| State/Country: | UNITED KINGDOM | | |
| Postal Code: | BN21 3YA | | |
| Entity Type: | LIMITED LIABILITY COMPANY: UNITED KINGDOM | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2679749 | GROBAG | |
| Registration Number: | 2946655 | GROBAG | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)370-1819 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-661-1400 | | |
| Email: | ddonnelly@vonmaltitz.com | | |
| Correspondent Name: | Diane Donnelly | | |
| Address Line 1: | 60 East 42nd Street | | |
| Address Line 4: | New York, NEW YORK 10165 | | |
| ATTORNEY DOCKET NUMBER: | 8758 | | |
| DOMESTIC REPRESENTATIVE | | | |
| Name: | Diane Donnelly | | |
| Address Line 1: | 60 East 42nd Street | | |

OP \$65.00 2679749

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**TRADEMARK
 REEL: 003613 FRAME: 0742**

Address Line 2: von Maltitz, Derenberg, Kunin et al
Address Line 4: New York, NEW YORK 10165

NAME OF SUBMITTER:

Diane Donnelly

Signature:

/Diane Donnelly/

Date:

08/31/2007

Total Attachments: 2
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THIS DEED is made on 31st August

2007

BETWEEN

- (1) **GRO-GROUP UK LIMITED** a private limited company incorporated in England and Wales (No.3966925) and having its registered office at Linhay Business Park, Ashburton, Devon, TQ13 7UP, United Kingdom ('GGUK'); and
- (2) **GRO-GROUP HOLDINGS LIMITED** a private limited company incorporated in England and Wales (No.04913857) and having its registered office at 8-9 The Avenue, Eastbourne, East Sussex, BN21 3YA, United Kingdom ('GGHL').

INTRODUCTION

- (A) GGUK is the proprietor of US trade mark registration numbers 2,946,655 (for the mark "GROBAG") and 2,679,749 (for the mark "GROBAG" plus device) in classes 24 and 25 ("the Trade Marks").
- (B) GGUK has agreed with GGHL to sell and transfer to GGHL the Trade Marks.
- (C) The parties wish to confirm their agreement as to the above on the terms and conditions set out below.

AGREED TERMS

1. Assignment

GGUK hereby assigns to GGHL all rights that GGUK has in respect of the Trade Marks, including all common law rights and all goodwill attaching to the same, including all rights of action, power and benefits belonging to or accrued to the same (including the right to take action and claim relief in respect of acts occurring prior to the date hereof) TO HOLD the same unto GGHL absolutely.

2. Further assurance

GGUK will at GGHL's request and expense (as to out-of-pocket expenses only) promptly take all steps and do all acts and things and execute all documents and deeds as reasonably requested by GGHL for giving full effect to the terms and provisions of this agreement. GGHL shall be responsible for and shall bear the costs

of any taxes, recordation fees, registration or other official fees relating to the assignment of the Trade Marks and of preparing documents for execution.

3. Law and jurisdiction

3.1. This agreement shall be governed by and construed in accordance with the laws of England and Wales.

3.2. Each of the parties irrevocably agrees to submit any dispute arising out of this agreement, including any question regarding its existence, validity or termination to the exclusive jurisdiction of the English courts.

This agreement has been executed and delivered as a deed on the date first written above.

EXECUTED by)
GRO-GROUP)
UK)
LIMITED)
acting by)



Director



Director/Sectary

EXECUTED by)
GRO-GROUP)
HOLDINGS)
LIMITED)
acting by)



Director



Director/Sectary