

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark Assignment		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
United Industries Corporation		12/01/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Homer TLC, Inc.		
<b>Street Address:</b>	1007 Orange Street, Nemours Building		
<b>Internal Address:</b>	Suite 1424		
<b>City:</b>	Wilmington		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19801		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3222945	VIGORO	
Registration Number:	3384721	VIGORO	
Registration Number:	0822216	VIGORO	
Registration Number:	0186125	VIGORO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(770)384-5831		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	770 433 8211		
<b>Email:</b>	sheldon_shorter@homedepot.com		
<b>Correspondent Name:</b>	Issac T. Lin		
<b>Address Line 1:</b>	1007 Orange Street, Nemours Building		
<b>Address Line 2:</b>	Suite 1424		
<b>Address Line 4:</b>	Wilmington, DELAWARE 19801		
<b>NAME OF SUBMITTER:</b>	Issac T. Lin		

**CH \$115.00 3222945**

**900134427**

**TRADEMARK  
 REEL: 003990 FRAME: 0203**

Signature:	/Issac T. Lin/
Date:	05/20/2009
Total Attachments: 5 source=UnitedIndustriesCorpTMassign#page1.tif source=UnitedIndustriesCorpTMassign#page2.tif source=UnitedIndustriesCorpTMassign#page3.tif source=UnitedIndustriesCorpTMassign#page4.tif source=UnitedIndustriesCorpTMassign#page5.tif	

ATTACHMENT A

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 1<sup>st</sup> day of December, 2008 by United Industries Corporation, a Delaware corporation, having its principal place of business at 51x Concourse Parkway Suite 3000 Atlanta, GA. 30328 ("Assignor") and HOMER TLC, Inc., a Delaware corporation, having its principal place of business at 1007 Orange Street, Nemours Building, Suite 1424, Wilmington, Delaware 19801 ("Assignee"). The parties agree as follows:

WITNESSETH:

WHEREAS, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the trademarks identified in Exhibit A (the "Marks"), together with any artwork, marketing collateral and all other goodwill of the business associated therewith, and any applications or registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign, and convey to Assignee all of Assignor's right, title and interest in and to the Marks listed in Schedule A together with any artwork, marketing collateral and all other goodwill of the business symbolized by the Marks, including, without limitation, Assignor's right, title and interest in and to (1) the right to sue for past, present and future infringements of the Marks; (2) all damages and payments for past or future infringements thereof; (3) the right to secure registrations for the Marks; and (4) the right to secure all renewals for any registration of the Marks.

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed effective as of the date first above written.

ASSIGNOR

UNITED INDUSTRIES CORPORATION

By: [Signature]

Name: J. D. WALKER

Title: SVP Sales and Marketing

ASSIGNEE

HOMER TLC, INC.

By: [Signature]

Name: Scott Manning

Title: MVP D290

ASSIGNEE

HOMER TLC, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT A**

<b>Trademark</b>	<b>Reg. No.</b>	<b>App. No.</b>	<b>Class</b>	<b>Goods</b>
VIGORO	3222945	78901364	8	Hand operated sprayers, spreaders and other application devices for dispensing pesticides, fungicides, herbicides, insecticides and other chemicals
VIGORO*	3384721	77212200	31	Agricultural seeds
VIGORO	0822216	72244151	5	Pesticides and weedicides
VIGORO	0186125	71192650	1	Fertilizer
VIGORO (Canada)	45670	145736	1	Fertilizer
VIGORO DEEP GREEN (Canada)	329864	565594	1	Fertilizer

\* This registration has been licensed to Agrium, Inc. for use in with Agricultural seed.