

TO:CHRISTINE SLATTERY COMPANY;PROSKAUER ROSE LLP

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FLORAL PLANT GROWERS, L.L.C.		11/03/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	GOLUB CAPITAL MANAGEMENT LLC, AS AGENT		
Street Address:	551 Madlson Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LIMITED LIABILITY COMPANY: <i>Delaware</i>		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3833023	HERB'N CHILLERS	
Registration Number:	3833024	HERB'N GRILLERS	
CORRESPONDENCE DATA			
Fax Number:	(617)526-9899		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	6175269628		
Email:	cslattery@proskauer.com		
Correspondent Name:	Christine Slattery		
Address Line 1:	Proskauer Rose LLP		
Address Line 2:	One International Place		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	31189/002		
NAME OF SUBMITTER:	Christine Slattery		
Signature:	/Christine Slattery/		

CH \$65.00 3833023

TO:CHRISTINE SLATTERY COMPANY:PROSKAUER ROSE LLP

Date:

11/04/2010

Total Attachments: 4

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REEL: 004426 FRAME: 0047

TO:CHRISTINE SLATTERY COMPANY:PROSKAUER ROSE LLP

Execution Copy

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 3rd day of November, 2010, by **FLORAL PLANT GROWERS, L.L.C.**, a Delaware limited liability company ("Grantor") in favor of **GOLUB CAPITAL MANAGEMENT**, in its capacity as Agent for the Term C Lenders party to the Credit Agreement (defined below) ("Grantee");

WITNESSETH

WHEREAS, Grantor and Grantee are parties to that certain Second Amended and Restated Credit Agreement dated as of October 26, 2006 (as the same may be amended, restated, supplemented or otherwise modified and in effect from time to time, the "Credit Agreement"), pursuant to which the Term C Lenders have provided extensions of credit to Grantor:

WHEREAS, pursuant to the terms of a certain Security Agreement dated as of September 30, 2002 (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), and as ratified and confirmed by that certain Master Reaffirmation and Amendment to Collateral Documents, dated as of October 26, 2006, Grantor has granted to Grantee, for the benefit of the Term C Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Term C Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

[Signature Page to Follow]

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IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

FLORAL PLANT GROWERS, L.L.C., a Delaware limited liability company

By: Sean P. Ward
Name: Sean P. Ward
Title: Vice President

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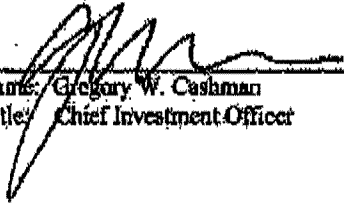
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TO:CHRISTINE SLATTERY COMPANY:PROSKAUER ROSE LLP

Agreed and Accepted as of the Date First Written Above

GOLUB CAPITAL MANAGEMENT LLC,
as Agent

By:


Name: Gregory W. Cashman
Title: Chief Investment Officer

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SCHEDULE A**TRADEMARK REGISTRATIONS**

Owner	Trademark Description	U.S. Registration No.	Date Registered
Floral Plant Growers, L.L.C.	Herb 'N Chillers	3,833,023	8/10/10
Floral Plant Growers, L.L.C.	Herb 'N Grillers	3,833,024	8/10/10

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TO:CHRISTINE SLATTERY COMPANY:PROSKAUER ROSE LLP



UNITED STATES PATENT AND TRADEMARK OFFICE

 UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
 DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECEMBER 03, 2010

PTAS

 CHRISTINE SLATTERY
 PROSKAUER ROSE LLP
 ONE INTERNATIONAL PLACE
 BOSTON, MA 02110


900176693

 UNITED STATES PATENT AND TRADEMARK OFFICE
 NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 900176693

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE,
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 YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT
 571-272-3350.

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MEMBERS THAT COMPOSE THE PARTNERSHIP OR JOINT VENTURE. 37 C.F.R.
Å§3.31(A)(8).

2. RETURN ALL DOCUMENTS BACK TO FAX 571-273-0140

MARY BENTON, EXAMINER
ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION

TRADEMARK

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Proskauer Rose LLP One International Place Boston, MA 02110-2600

t 617.526.9600
f 617.526.9899

Date: December 6, 2010

Client-Matter: 31199-002

Total Pages (Including Cover): 10

From: Christine G. Slattery

Sender's Voice Number: 617.526.9628

Sender's Email: cslattery@proskauer.com

Sender's Room Number: 2373

Main Fax Number: 617.526.9899

Fax Transmittal

To:	Mary Benton	Fax No.:
Company:	Assignment Services Branch/Public Records Division	Voice No.:

Revised

REVISED ASSIGNMENT COVER SHEET IS ATTACHED.

THANK YOU.

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 Company: PROSKAUER ROSE LLP
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