

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet 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 |
|---------------------------------------|----------|----------------|-----------------------|
| INTERNATIONAL MULCH AND COMPANY, INC. | | 08/29/2012 | CORPORATION: MISSOURI |

RECEIVING PARTY DATA

| | |
|-------------------|-------------------------------|
| Name: | CAPX FUND IV, L.P. |
| Street Address: | 155 North Wacker Drive |
| Internal Address: | Suite 1760 |
| City: | Chicago |
| State/Country: | ILLINOIS |
| Postal Code: | 60606 |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|----------------------|---------|------------------|
| Registration Number: | 3083389 | RUBBERIFIC |
| Registration Number: | 2665542 | RUBBERIFIC MULCH |
| Registration Number: | 3990720 | RE-PLAY |
| Registration Number: | 3551789 | NUSCAPE |
| Registration Number: | 3094248 | NUPLAY |

CORRESPONDENCE DATA

Fax Number: 4142988097
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 4142981000
 Email: tadmin@reinhardtllaw.com
 Correspondent Name: Michele Dietz
 Address Line 1: 1000 North Water Street
 Address Line 2: Suite 1800

CH \$140.00 3083389

Address Line 4: Milwaukee, WISCONSIN 53202

NAME OF SUBMITTER:

Michele Dietz

Signature:

/mld/

Date:

08/30/2012

Total Attachments: 4

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NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is made the 29th day of August, 2012 by and between CAPX FUND IV, L.P., a Delaware limited partnership (the "Lender") and INTERNATIONAL MULCH AND COMPANY, INC., a Missouri corporation (the "Borrower").

The Borrower and the Lender acknowledge the following:

A. The Borrower owns the trademarks or trademark applications (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks have been granted by, or applications therefor are pending before, the United States Patent and Trademark Office.

B. The Borrower has granted to the Lender a security interest in the Trademarks on the terms and conditions set forth in that certain Security Agreement dated as of August 29, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") by and between the Borrower and the Lender, to secure the payment and performance of the Secured Obligations (as defined in the Security Agreement).


C. Pursuant to the Security Agreement, the Borrower has granted to the Lender a security interest in and to all of the Trademarks and applications therefor, now owned or from time to time after the date hereof owned or acquired by the Borrower, and in and to all proceeds and benefits thereof to secure the payment and performance of the Secured Obligations, and does hereby confirm and reaffirm the grant of the security interest in such assets.

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IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

Address:
One Mulch Lane
Bridgeton, MO 63044

INTERNATIONAL MULCH AND COMANY, INC.

By: 
Name: MICHAEL MILLER
Title: PRESIDENT

CAPX FUND IV, L.P.

By: CAPX PARTNERS IV GP, LLC, its General Partner

By: CAPX MANAGEMENT CORP.,
its Manager

Address:
155 North Wacker Drive, Suite 1760
Chicago, IL 60606

By: _____
Name: Jeffrey S. Pfeffer
Title: President

Signature Page to Notice of Security Interest in Trademarks

TRADEMARK
REEL: 004853 FRAME: 0214

IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

Address:
One Mulch Lane
Bridgeton, MO 63044

INTERNATIONAL MULCH AND COMANY, INC.


By: _____
Name: _____
Title: _____

CAPX FUND IV, L.P.

By: CAPX PARTNERS IV GP, LLC, its General Partner

By: CAPX MANAGEMENT CORP.,
its Manager

Address:
155 North Wacker Drive, Suite 1760
Chicago, IL 60606

By:  _____
Name: Jerry S. Pfeffer
Title: President

Signature Page to Notice of Security Interest in Trademarks

TRADEMARK
REEL: 004853 FRAME: 0215

EXHIBIT A
TRADEMARKS

| Trademarks | Registration Number | Date Issued |
|------------------|---------------------|-------------|
| Rubberific | 3083389 | 4/18/2006 |
| Rubberific Mulch | 2665542 | 12/24/2002 |
| Re-Play | 3990720 | 7/5/2011 |
| NuScape | 3551789 | 12/23/2008 |
| NuPlay | 3094248 | 5/16/2006 |