

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Trademark Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Prince Corporation		10/18/2012	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Wells Fargo Credit, Inc.
Street Address:	8351 County H, East
City:	Marshfield
State/Country:	WISCONSIN
Postal Code:	54449
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	0284354	BLUE MOUND
Registration Number:	1537561	FAST 'N TUFF
Registration Number:	1878819	NO-WASTE
Registration Number:	2319533	PRINCE
Registration Number:	2324667	RAINBO SHADE
Registration Number:	2682374	PRINCE
Registration Number:	2595969	BIRD'S FAVORITE
Registration Number:	2973246	NATURE'S SELECT
Registration Number:	3011983	NATURE'S SELECT
Registration Number:	2897435	NATURE'S SELECT

CORRESPONDENCE DATA

Fax Number: 4142735198
 Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

CH \$265.00 0284354

Phone: 414-273-3500
Email: bgilpin@gklaw.com
Correspondent Name: Brian G. Gilpin; Godfrey & Kahn, S.C.
Address Line 1: 780 N. Water Street
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	008988-0045
NAME OF SUBMITTER:	Brian G. Gilpin
Signature:	/Brian G. Gilpin/
Date:	11/01/2012
Total Attachments: 2 source=notice#page1.tif source=notice#page2.tif	

NOTICE OF TRADEMARK SECURITY INTEREST
(FOR RECORDATION PURPOSES)

This Notice of Trademark Security Interest, dated as of October 29, 2012, is made with regard to PRINCE CORPORATION, a Wisconsin corporation ("Debtor"), having an address for notice at 8351 County H, East, Marshfield, Wisconsin 54449 and WELLS FARGO CREDIT, INC. ("Lender"), having an address for notice at 730 Second Avenue South, 8th Floor, Minneapolis, Minnesota 55402.

R E C I T A L S:

Debtor and Lender have entered into an Amended and Restated Credit and Security Agreement dated as of October 18, 2012 (as the same may hereafter be amended, supplemented or restated from time to time, the "Credit Agreement") setting forth the terms on which Lender may now or hereafter make certain loans or other financial accommodations to or for the account of Debtor. The security interests granted therein continue security interests in Debtor's trademarks previously granted to Lender pursuant to both a Credit and Security Agreement dated March 25, 1999 and a Trademark Security Agreement dated March 25, 1999 to which Debtor and Lender are parties (the "Prior Security Agreements").

ACCORDINGLY, in consideration of the mutual covenants contained in the Credit Agreement, the Prior Security Agreements, and herein, the undersigned gives notice as follows:

Pursuant to the terms of the Credit Agreement and the Prior Security Agreements, Debtor has granted a security interest in favor of Lender in and with respect to the entire right, title, and interest of Debtor in the trademarks identified in the attached schedule (the "Trademarks"), together with the goodwill of the business symbolized by said Trademarks.

IN WITNESS WHEREOF, the undersigned has executed this Notice of Trademark Security Interest as of the date written above.

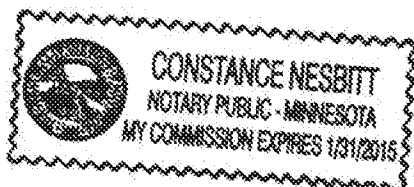
WELLS FARGO CREDIT, INC.

By: _____

Thomas G. Hedberg, Vice President

STATE OF MINNESOTA)
)
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 29th day of October, 2012, by Thomas G. Hedberg, Vice President of Wells Fargo Credit, Inc., on behalf of the corporation.



Constance Nesbitt
Notary Public, State of Minnesota
My commission expires 1/31/2015

SCHEDULE

UNITED STATES TRADEMARKS

Trademark	Registration Number	Registration Date
BLUE MOUND	284,354	23-JUN-1931
FAST 'N TUFF	1,537,561	2-MAY-1989
NO-WASTE	1,878,819	14-FEB-1995
PRINCE	2,319,533	15-FEB-2000
RAINBO SHADE	2,324,667	29-FEB-2000
PRINCE	2,682,374	4-FEB-2003
BIRD'S FAVORITE	2,595,969	16-JUL-2002
NATURE'S SELECT	2,973,246	19-JUL-2005
NATURE'S SELECT	3,011,983	1-NOV-2005
NATURE'S SELECT	2,897,435	26-OCT-2004