

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM315748

|   |                                     |                       |  |
|---|-------------------------------------|-----------------------|--|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                      |                       |  |
| <b>NATURE OF CONVEYANCE:</b>  | SECURITY INTEREST                   |                       |  |
| <b>CONVEYING PARTY DATA</b>   |                                     |                       |  |
| <b>Name</b>   | <b>Formerly</b>                     | <b>Execution Date</b> | <b>Entity Type</b>                     |
| FLORAL PLANT GROWERS,<br>L.L.C.   |                                     | 08/29/2014            | LIMITED LIABILITY<br>COMPANY: DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |                                     |                       |  |
| <b>Name:</b>  | JPMORGAN CHASE BANK, N.A.           |                       |  |
| <b>Street Address:</b>  | 200 College Avenue                  |                       |  |
| <b>City:</b>  | Appleton                            |                       |  |
| <b>State/Country:</b>   | WISCONSIN                           |                       |  |
| <b>Postal Code:</b>   | 54911                               |                       |  |
| <b>Entity Type:</b>   | National Association: UNITED STATES |                       |  |
| <b>PROPERTY NUMBERS Total: 4</b>  |                                     |                       |  |
| <b>Property Type</b>  | <b>Number</b>                       | <b>Word Mark</b>      |  |
| <b>Registration Number:</b>   | 1349846                             | NATURAL BEAUTY        |  |
| <b>Registration Number:</b>   | 2209457                             | LIVING PLEASURES      |  |
| <b>Registration Number:</b>   | 3833023                             | HERB'N CHILLERS       |  |
| <b>Registration Number:</b>   | 3833024                             | HERB'N GRILLERS       |  |
| <b>CORRESPONDENCE DATA</b>  |                                     |                       |  |
| <b>Fax Number:</b>  |                                     |                       |  |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> |                                     |                       |  |
| <b>Phone:</b>   | 414-298-1000                        |                       |  |
| <b>Email:</b>   | tmadmin@reinhartlaw.com             |                       |  |
| <b>Correspondent Name:</b>  | Daniel E. Kattman                   |                       |  |
| <b>Address Line 1:</b>  | 1000 N Water St.                    |                       |  |
| <b>Address Line 2:</b>  | Suite 1900                          |                       |  |
| <b>Address Line 4:</b>  | Milwaukee, WISCONSIN 53202          |                       |  |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 051502-0001                         |                       |  |
| <b>NAME OF SUBMITTER:</b>   | Daniel E. Kattman                   |                       |  |
| <b>SIGNATURE:</b>   | /dek/                               |                       |  |
| <b>DATE SIGNED:</b>   | 09/02/2014                          |                       |  |
| <b>Total Attachments: 4</b>   |                                     |                       |  |

CH \$115.00 1349846

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## NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS, dated as of August 29, 2014 is by and between FLORAL PLANT GROWERS, L.L.C., a Delaware limited liability company (the "Borrower"), and JPMORGAN CHASE BANK, N.A., a national banking association (the "Bank").

The Borrower and the Bank acknowledge the following:

A. The Bank and NBG Holdings, Inc., a Wisconsin corporation ("Holdings" and together with the Borrower, individually, a "Loan Party" and collectively, the "Loan Parties") have entered into a Credit Agreement dated as of the date hereof (as amended restated, supplemented or otherwise modified from time to time, the "Credit Agreement") with the Bank, pursuant to which the Bank has agreed to make loans and other financial accommodations available to the Borrower.

B. The Loan Parties and the Bank have entered into a Security Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which each Loan Party granted to the Bank a security interest in substantially all of its personal property (whether tangible or intangible) to secure the prompt payment and performance of the obligations of the Loan Parties to the Bank.

C. The Borrower owns the trademarks (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.

D. Pursuant to the Security Agreement, the Borrower has granted to the Bank 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.

E. The Borrower hereby grants to the Bank 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, on the terms and conditions set forth in the Security Agreement.

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

BORROWER:

FLORAL PLANT GROWERS, L.L.C.

By: Scott Lueder

Name: Scott L. Lueder  
Title: President/CEO

Address: P.O. Box 790  
N781 Curran Road  
Denmark, WI 54208

BANK:

JPMORGAN CHASE BANK, N.A.

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

Name: Justin G. Evans  
Title: Authorized Signor

Address: 200 College Avenue  
Appleton, WI 54911

*Signature Page to Notice of Security Interest in Trademarks*

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

Name: Justin G. Evans

Title: Authorized Signor

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*Signature Page to Notice of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 005355 FRAME: 0159**

EXHIBIT A

U.S. Trademarks

| <u>Company</u>               | <u>Trademark</u> | <u>Trademark Number</u> | <u>Filing Date</u> | <u>Registration Date</u> |
|------------------------------|------------------|-------------------------|--------------------|--------------------------|
| Floral Plant Growers, L.L.C. | Natural Beauty   | 1,349,846               | 09/29/1982         | 07/16/1985               |
| Floral Plant Growers, L.L.C. | Living Pleasures | 2,209,457               | 06/27/1996         | 12/08/1998               |
| Floral Plant Growers, L.L.C. | Herb 'N Chillers | 3,833,023               | 10/09/2009         | 08/10/2010               |
| Floral Plant Growers, L.L.C. | Herb 'N Grillers | 3,833,024               | 10/09/2009         | 08/10/2010               |