

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM330578

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark Collateral Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Southern Gardens Citrus Processing Corporation		01/21/2015	CORPORATION: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association, as Administrative Agent		
<b>Street Address:</b>	1525 West W.T. Harris Blvd.		
<b>Internal Address:</b>	MAC D1109-019		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28262		
<b>Entity Type:</b>	a national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78598237	SOUTHERN GARDENS CITRUS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7043738822		
<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>	(704) 373-4640		
<b>Email:</b>	bsmith@mcguirewoods.com		
<b>Correspondent Name:</b>	Betty G. Smith, Senior Paralegal		
<b>Address Line 1:</b>	McGuireWoods LLP, 201 N. Tryon Street		
<b>Address Line 2:</b>	Suite 3000		
<b>Address Line 4:</b>	Charlotte, NORTH CAROLINA 28202		
<b>ATTORNEY DOCKET NUMBER:</b>	2029724-0732		
<b>NAME OF SUBMITTER:</b>	Betty G. Smith		
<b>SIGNATURE:</b>	/Betty G. Smith/		
<b>DATE SIGNED:</b>	01/30/2015		
<b>Total Attachments: 6</b>			
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## TRADEMARK COLLATERAL AGREEMENT

This 21st day of January, 2015, SOUTHERN GARDENS CITRUS PROCESSING CORPORATION, a Florida corporation (“*Debtor*”) with its principal place of business and mailing address at 111 Ponce de León Avenue, Clewiston, Florida 33440 in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, in its capacity as administrative agent for itself and certain other lenders to the Debtor, with its mailing address at 1525 West W.T. Harris Blvd., MAC D1109-019, Charlotte, North Carolina 28262, and its successors and assigns (in such capacity, the “*Secured Party*”), and grants to Secured Party a continuing security interest in, the following property:

(i) Each trademark, trademark registration and trademark application listed on Schedule A-1 hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) Each trademark license listed on Schedule A-2 hereto and all royalties and other sums due or to become due under or in respect of each such trademark license, together with the right to sue for and collect all such royalties and other sums; and

(iii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed on Schedule A-1 hereto or of any trademark licensed under a trademark license listed on Schedule A-2 or by reason of injury to the goodwill associated with any such trademark, trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Secured Obligations as set out in that certain Second Amended and Restated Security Agreement dated as of January 21, 2015 by and among Debtor, Secured Party and the other parties thereto (the “*Security Agreement*”).

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to Secured Party of any applications by Debtor for a Trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as “*Intent-To-Use Applications*”), but rather, if and so long as Debtor’s Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of Secured Party on such Intent-To-Use Application as collateral security for the Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, trademark applications and trademark licenses made and granted hereby are more fully set forth in the Security Agreement.

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

SOUTHERN GARDENS CITRUS PROCESSING CORPORATION

By: Elaine M. Wood  
Name: Elaine M. Wood  
Title: Secretary and Treasurer

WELLS FARGO BANK, NATIONAL ASSOCIATION, as administrative agent


By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

SOUTHERN GARDENS CITRUS PROCESSING CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

WELLS FARGO BANK, NATIONAL ASSOCIATION, as administrative agent

By:  \_\_\_\_\_  
Name: Richard Ziegner  
Title: Senior Vice President

**SCHEDULE A-1**

**TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS**

**FEDERAL TRADEMARK REGISTRATIONS**

MARKS	REG. NO.	FILED
Southern Garden Citrus	78598237	March 28, 2006

**PENDING FEDERAL TRADEMARK APPLICATIONS**

MARKS	SERIAL NO.	FILED
	NONE	

**COMMON LAW MARKS AND TRADE NAMES**

NONE

**REGISTERED STATE TRADEMARKS  
AND TRADEMARK APPLICATIONS**

NONE

**REGISTERED FOREIGN TRADEMARKS  
AND TRADEMARK APPLICATIONS**

NONE

**SCHEDULE A-2**  
**TO TRADEMARK COLLATERAL AGREEMENT**  
**TRADEMARK LICENSES**

NONE