

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM330827

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Change of Administrative Agent and Collateral Agent - Assignment for Security

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ares Capital Corporation, as Administrative Agent and Collateral Agent		01/30/2015	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	Bank of Montreal, as Administrative Agent and Collateral Agent
Street Address:	111 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	a Canadian chartered bank acting through its Chicago branch: CANADA

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Registration Number:	3641538	AMERICAN SEED
Registration Number:	4016821	AMERICA'S SELECT
Registration Number:	4042209	AMERICA'S SELECT
Registration Number:	2001111	CALIFORNIA CHOICE
Registration Number:	0669447	
Registration Number:	0534013	
Registration Number:	0969438	
Registration Number:	1934229	D.M. FERRY
Registration Number:	2707916	DROUGHT FIGHTER
Registration Number:	3561013	ECO-ACCENTS
Registration Number:	0983593	FAST & FINE
Registration Number:	1077575	FERRY MORSE
Registration Number:	0529030	FERRY-MORSE
Registration Number:	4158127	FERRY~MORSE SEEDS GUARANTEED TO GROW
Registration Number:	1449969	FERRY'S SEEDS
Registration Number:	0428508	F-M
Registration Number:	1497960	FREDONIA

CH \$1165.00 3641538

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2530655	GARDENER'S DELIGHT
Registration Number:	3808671	GARDENER'S HELPLINE
Registration Number:	0192923	GOLDEN GATE PARK
Registration Number:	3722901	GREEN ARBOR
Registration Number:	3722943	GREEN ARBOR KIDS
Registration Number:	3955276	GROW
Registration Number:	2885771	HEALTH SMART
Registration Number:	0191520	HOMELAWN
Registration Number:	1679049	KIDSEEDS
Registration Number:	1011665	LET THE GOOD EARTH PRODUCE
Registration Number:	0422975	MORSE'S
Registration Number:	1666340	NATURE'S CHOICE
Registration Number:	2141007	NK LAWN & GARDEN
Registration Number:	0104566	NORTHLAND
Registration Number:	0228511	PARKVIEW
Registration Number:	2495246	PLANTATION PRODUCTS
Registration Number:	0434952	PLAYGROUND
Registration Number:	1084187	PREVAIL
Registration Number:	2769719	QUICK 'N EASY
Registration Number:	1819146	QUICK 'N' EASY
Registration Number:	0652544	QUICK TURF
Registration Number:	1610001	SHOWLAWN
Registration Number:	2843762	START SMART
Registration Number:	3716884	TASTE OF ASIA
Registration Number:	2086394	THE HAND THAT SEEDS THE WORLD
Registration Number:	3684056	THE ITALIAN CHOICE
Registration Number:	3557427	THE PERFECT INDOOR START FOR YOUR GARDEN
Registration Number:	1044371	THRIFTY
Registration Number:	2762683	WILDGAME MAX

CORRESPONDENCE DATA

Fax Number: 3129021061

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.

Phone: 312.577.8034

Email: oscar.ruiz@kattenlaw.com

Correspondent Name: Oscar Ruiz c/o Katten Muchin Rosenman

Address Line 1: 525 West Monroe Street

Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	207545-70
NAME OF SUBMITTER:	Oscar Ruiz
SIGNATURE:	/Oscar Ruiz/
DATE SIGNED:	02/03/2015

Total Attachments: 11

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NOTICE OF CHANGE OF ADMINISTRATIVE AGENT AND COLLATERAL AGENT –
ASSIGNMENT FOR SECURITY
(TRADEMARKS)

(the “Assignment”)

January 30, 2015

WHEREAS, PLANTATION PRODUCTS, LLC, a Delaware limited liability company (“Plantation”) and FERRY-MORSE SEED COMPANY, a Delaware corporation (“Ferry”; together with Plantation each a “Grantor” and collectively “Grantors”), have adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A for which United States registrations and applications for registration are subsisting as indicated on Schedule 1A (such marks, applications and registrations, collectively, the “Trademarks”);

WHEREAS, each Grantor entered into (i) that certain First Lien Credit Agreement dated as of December 23, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), with, among others, ARES CAPITAL CORPORATION, as Administrative Agent and Collateral Agent for the Lenders party thereto from time to time (“Ares”), and (ii) that certain First Lien Security Agreement, dated as of December 23, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), with, among others, Ares to secure its Obligations under the Credit Agreement;

WHEREAS, pursuant to the Security Agreement, each Grantor granted a first priority security interest in the Trademarks, together with the goodwill of the business symbolized thereby, to Ares on terms and conditions more fully set forth in the Security Agreement;

WHEREAS, Ares’s first priority security interest in the Trademarks is evidenced by that certain First Lien Trademark Security Agreement, dated as of December 23, 2014 (the “Trademark Agreement”), executed by each of Plantation and Ferry, recorded on December 23, 2014 in the United States Patent and Trademark Office at Reel 5426, Frame 0943; and

WHEREAS, Ares, Plantation and Ferry, with, among others, entered into that certain First Amendment to First Lien Credit Agreement and to First Lien Security Agreement, Resignation, Waiver, Consent and Appointment Agreement, dated as of January 23, 2015 (the “Resignation Agreement”), with BANK OF MONTREAL (“BMO”) whereby Ares resigned as Administrative Agent and Collateral Agent for the Lenders under the Credit Agreement, the Security Agreement and the other Loan Documents and BMO replaced Ares as Administrative Agent and Collateral Agent for the Lenders under the Credit Agreement, the Security Agreement and the other Loan Documents.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree and confirm that:

1. Ares has ceased to be the Administrative Agent and Collateral Agent for the Lenders under the Security Agreement, the Trademark Agreement and the other Loan Documents;
2. BMO is now the Administrative Agent for the Lenders under the Security Agreement, the Trademark Agreement and the other Loan Documents;
3. Ares's first priority security interest in the Trademarks, together with the goodwill of the business symbolized thereby, and all of its interests, rights and obligations in, to and/or under the Trademark Agreement are hereby assigned and transferred to BMO as Administrative Agent and Collateral Agent for the Lenders; and
4. the execution and delivery of this Assignment shall not in any way affect or modify the liability of either Grantor under the Trademark Agreement hereby assigned, it being understood and agreed that notwithstanding this Assignment, all of the obligations of each Grantor under the Trademark Agreement shall be and remain enforceable by BMO, or by its successors and assigns, against either Grantor.

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Credit Agreement.

*[Remainder of Page Intentionally Left Blank;
Signature Pages Follow]*

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed by their officers thereunto duly authorized as of the date first set forth above.

ARES CAPITAL CORPORATION

By: 

Name: **Ian Fitzgerald**

Title: **Authorized Signatory**

BANK OF MONTREAL

By: _____

Name:


Title:

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed by their officers thereunto duly authorized as of the date first set forth above.

ARES CAPITAL CORPORATION


By: _____
Name:
Title:

BANK OF MONTREAL

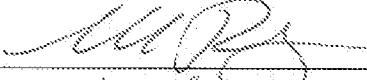
By:  _____
Name: Todd Meiggs
Title: Director

AGREED AND ACKNOWLEDGED:

PLANTATION PRODUCTS, LLC

By: 
Name: *Michael Pienas*
Title: *President*

FERRY-MORSE SEED COMPANY

By: 
Name: *Michael Pienas*
Title: *President*

SCHEDULE 1A
(TRADEMARKS AND TRADEMARK APPLICATIONS)

See attached.

U.S. Trademarks

<u>Trademark</u>	<u>Client Matter No.</u>	<u>SubCase</u>	<u>Application Number</u>	<u>Publication Number</u>	<u>Registration Number</u>	<u>Status</u>
<u>Country</u>	<u>Case Type</u>	<u>Filing Date</u>	<u>Publication Date</u>	<u>Registration Date</u>	<u>Next Renewal</u>	
AMERICAN SEED	34258-0047	ORD	76/449,442	13-Jan-2004	23-Jun-2009	Registered
United States of America			13-Sep-2002			23-Jun-2019
Plantation Products, LLC						
Owner:						
AMERICAS SELECT	34258-0008	ORD	85/042,401	09-Nov-2010	23-Aug-2011	Registered
United States of America			19-May-2010			23-Aug-2021
FMC Acquisition Corp.						
Owner:						
AMERICAS SELECT	34258-0009	ORD	85/306,371	02-Aug-2011	18-Oct-2011	Registered
United States of America			27-Apr-2011			18-Oct-2021
FMC Acquisition Corp.						
Owner:						
CALIFORNIA CHOICE	34258-0018	ORD	74/710,403	25-Jun-1996	17-Sep-1996	Registered
United States of America			03-Aug-1995			17-Sep-2016
FMC Acquisition Corp.						
Owner:						
CUPPED HAND HOLDING EARTH	34258-0028	ORD	72/036,794		669,447	Registered
United States of America			06-Sep-1957			11-Nov-2018
FMC Acquisition Corp.						
Owner:						
CUPPED HAND HOLDING EARTH	34258-0037	ORD	71/579,273		534,013	Registered
United States of America			21-May-1949			28-Nov-2020
FMC Acquisition Corp.						
Owner:						
CUPPED HAND HOLDING EARTH	34258-0038	ORD	72/434,955		969,438	Registered
United States of America			07-Sep-1972			02-Oct-2023
FMC Acquisition Corp.						
Owner:						
D.M. FERRY	34258-0013	ORD	74/509,128	29-Nov-1994	07-Nov-1995	Registered
United States of America			05-Apr-1994			07-Nov-2015
FMC Acquisition Corp.						
Owner:						
DROUGHTEIGHTER	34258-0003	ORD	76/358,832	16-Jul-2002	15-Apr-2003	Registered
United States of America			15-Jan-2002			15-Apr-2023
FMC Acquisition Corp.						
Owner:						

ECO-ACCENTS	34258-0029	77/508,035	3,561,013	Registered
	United States of America	ORD	25-Jun-2008	28-Oct-2008
Owner:	FMC Acquisition Corp.			13-Jan-2009
				Attorneys:
FAST & FINE	34258-0058	72/443,679	983,593	Registered
	United States of America	ORD	13-Dec-1972	14-May-1974
Owner:	Plantation Products, LLC			Attorneys:
FERRY MORSE	34258-0030	73/109,783	1,077,575	Registered
	United States of America	ORD	16-Dec-1976	15-Nov-1977
Owner:	FMC Acquisition Corp.			Attorneys:
FERRY-MORSE (Stylized)	34258-0032	71/556,566	529,030	Registered
	United States of America	ORD	08-May-1948	15-Aug-1950
Owner:	FMC Acquisition Corp.			Attorneys:
FERRY-MORSE SEEDS	34258-0026	77/692,007	4,158,127	Registered
	United States of America	ORD	16-Mar-2009	15-Mar-2011
GUARANTEED TO GROW (Stylized)				12-Jun-2012
Owner:	FMC Acquisition Corp.			Attorneys:
FERRY'S SEEDS	34258-0033	73/616,965	1,449,969	Registered
	United States of America	ORD	27-Aug-1986	05-May-1987
Owner:	FMC Acquisition Corp.			Attorneys:
F-M	34258-0027	71/500,869	428,508	Registered
	United States of America	ORD	25-Apr-1946	25-Mar-1947
Owner:	FMC Acquisition Corp.			Attorneys:
FREDONIA	34258-0055	73/605,991	1,497,960	Registered
	United States of America	ORD	23-Jun-1986	03-May-1988
Owner:	Plantation Products, LLC			Attorneys:
GARDENER'S DELIGHT and Design	34258-0049	75/981,180	2,530,655	Registered
	United States of America	ORD	23-Dec-1998	04-Jan-2000
Owner:	Plantation Products, LLC			Attorneys:
GARDENER'S HELPLINE	34258-0019	77/673,702	3,808,671	Registered
	United States of America	ORD	19-Feb-2009	22-Jun-2010
Owner:	FMC Acquisition Corp.			Attorneys:
GOLDEN GATE PARK (Stylized)	34258-0015	71/201,574	192,923	Registered
	United States of America	ORD	18-Aug-1924	16-Dec-1924
Owner:	FMC Acquisition Corp.			Attorneys:
GREEN ARBOR	34258-0022	77/286,117	3,722,901	Registered

Owner:	United States of America	ORD	21-Sep-2007	20-Jan-2009	08-Dec-2009	08-Dec-2019
	FMC Acquisition Corp.				Attorneys:	
GREEN ARBOR KIDS	34258-0031		77/328/609		3,722,943	Registered
	United States of America	ORD	13-Nov-2007	20-Jan-2009	08-Dec-2009	08-Dec-2019
Owner:	FMC Acquisition Corp.				Attorneys:	
GROW and Design	34258-0034		77/633,163		3,955,276	Registered
	United States of America	ORD	15-Dec-2008	21-Apr-2009	03-May-2011	03-May-2021
Owner:	FMC Acquisition Corp.				Attorneys:	
HEALTH SMART	34258-0023		76/501,793		2,885,771	Registered
	United States of America	ORD	21-Mar-2003	09-Jun-2004	21-Sep-2004	21-Sep-2024
Owner:	FMC Acquisition Corp.				Attorneys:	
HOMELAWN	34258-0062		71/199,382		191,520	Registered
	United States of America	ORD	30-Jun-1924		11-Nov-1924	11-Nov-2014
Owner:	Plantation Products, LLC				Attorneys:	
KIDSEEDS	34258-0054		74/042,385		1,679,049	Registered
	United States of America	ORD	26-Mar-1990	22-Jan-1991	10-Mar-1992	10-Mar-2022
Owner:	Plantation Products, LLC				Attorneys:	
LET THE GOOD EARTH PRODUCE	34258-0024		73/024,785		1,011,665	Registered
	United States of America	ORD	20-Jun-1974		27-May-1975	27-May-2015
Owner:	FMC Acquisition Corp.				Attorneys:	
MORSE'S	34258-0036		71/488,083		422,975	Registered
	United States of America	ORD	07-Sep-1945	14-May-1946	20-Aug-1946	20-Aug-2016
Owner:	FMC Acquisition Corp.				Attorneys:	

NATURE'S CHOICE	34258-0053	United States of America	ORD	74/088,719	17-Aug-1990	14-May-1991	03-Dec-1991	1,666,340	Registered	03-Dec-2021
Owner:		Plantation Products, LLC					Attorneys:			
NK LAWN & GARDEN (Stylized)	34258-0051	United States of America	ORD	75/268,426	02-Apr-1997	09-Dec-1997	03-Mar-1998	2,141,007	Registered	03-Mar-2018
Owner:		Plantation Products, LLC					Attorneys:			
NORTHLAND	34258-0063	United States of America	ORD	71/084,379	08-Feb-1915		01-Jun-1915	104,566	Registered	01-Jun-2015
Owner:		Plantation Products, LLC					Attorneys:			
PARKVIEW	34258-0061	United States of America	ORD	71/242,689	11-Jan-1927		07-Jun-1927	228,511	Registered	07-Jun-2017
Owner:		Plantation Products, LLC					Attorneys:			
PLANTATION PRODUCTS	34258-0050	United States of America	ORD	75/457,137	25-Mar-1998	17-Jul-2001	09-Oct-2001	2,495,246	Registered	09-Oct-2021
Owner:		Plantation Products, LLC					Attorneys:			
PLAYGROUND (Stylized)	34258-0039	United States of America	ORD	71/514,190	13-Dec-1946		09-Dec-1947	434,952	Registered	09-Dec-2017
Owner:		FMC Acquisition Corp.					Attorneys:			
PREVAIL	34258-0056	United States of America	ORD	73/111,923	10-Jan-1977		31-Jan-1978	1,084,187	Registered	31-Jan-2018
Owner:		Plantation Products, LLC					Attorneys:			
QUICK 'N EASY	34258-0007	United States of America	ORD	76/224,505	14-Mar-2001	17-Sep-2002	30-Sep-2003	2,769,719	Registered	30-Sep-2023
Owner:		FMC Acquisition Corp.					Attorneys:			
QUICK 'N EASY	34258-0006	United States of America	ORD	74/389,799	13-May-1993	09-Nov-1993	01-Feb-1994	1,819,146	Registered	01-Feb-2024
Owner:		FMC Acquisition Corp.					Attorneys:			
QUICK TURF	34258-0060	United States of America	ORD	72/012,283	17-Jul-1956		08-Oct-1957	652,544	Registered	08-Oct-2017
Owner:		Plantation Products, LLC					Attorneys:			
SHOWLAWN	34258-0010	United States of America	ORD	73/838,807	13-Nov-1989	22-May-1990	14-Aug-1990	1,610,001	Registered	14-Aug-2020
Owner:		FMC Acquisition Corp.					Attorneys:			

START SMART	34258-0011	United States of America	ORD	76/500,409	14-Mar-2003	11-Nov-2003	18-May-2004	2,843,762	Registered	18-May-2024
Owner:	FMC Acquisition Corp.									
Attorneys:										
TASTE OF ASIA	34258-0040	United States of America	ORD	77/977,715	20-May-2008	21-Oct-2008	24-Nov-2009	3,716,884	Registered	24-Nov-2019
Owner:	FMC Acquisition Corp.									
Attorneys:										
THE HAND THAT SEEDS THE WORLD	34258-0035	United States of America	ORD	75/010,740	26-Oct-1995	01-Oct-1996	05-Aug-1997	2,086,394	Registered	05-Aug-2017
Owner:	FMC Acquisition Corp.									
Attorneys:										
THE ITALIAN CHOICE	34258-0020	United States of America	ORD	77/478,916	20-May-2008	21-Oct-2008	15-Sep-2009	3,684,056	Registered	15-Sep-2019
Owner:	FMC Acquisition Corp.									
Attorneys:										
THE PERFECT INDOOR START FOR YOUR GARDEN!	34258-0021	United States of America	ORD	77/494,436	09-Jun-2008	21-Oct-2008	06-Jan-2009	3,557,427	Registered	06-Jan-2019
Owner:	FMC Acquisition Corp.									
Attorneys:										
THRIFTY	34258-0057	United States of America	ORD	73/070,346	28-Nov-1975	20-Jul-1976		1,044,371	Registered	20-Jul-2016
Owner:	Plantation Products, LLC									
Attorneys:										
WILDGAME MAX	34258-0001	United States of America	ORD	76/399,832	23-Apr-2002	07-Jan-2003	09-Sep-2003	2,762,683	Registered	03-Sep-2023
Owner:	FMC Acquisition Corp.									
Attorneys:										

TRADEMARK

REEL: 005451 FRAME: 0517

RECORDED: 02/03/2015