

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM337793

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gro-Well Brands, Inc.		04/01/2015	CORPORATION: DELAWARE
WESTERN ORGANICS, INC		04/01/2015	CORPORATION: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	East West Bank		
<b>Street Address:</b>	535 Madison Avenue, 8th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	State Bank: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 17</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3905826	GRO-WELL	
<b>Registration Number:</b>	3905792	GRO-WELL	
<b>Registration Number:</b>	3788829	NATURALLY INSPIRED	
<b>Registration Number:</b>	3865978	NATURALLY INSPIRED	
<b>Registration Number:</b>	3972429	FRESH START	
<b>Registration Number:</b>	4064680	SOAK 'N SWEEP	
<b>Registration Number:</b>	4353178	NATURE'S WAY	
<b>Registration Number:</b>	3339505	GRO-WELL	
<b>Registration Number:</b>	3161229	PRE-VENT	
<b>Registration Number:</b>	1772991	COLOROCK	
<b>Registration Number:</b>	1044368	DRIFTWOOD	
<b>Registration Number:</b>	988673	ECO-LITE	
<b>Registration Number:</b>	1291568	GRO-WELL	
<b>Registration Number:</b>	3091194	MULTI MULCH	
<b>Registration Number:</b>	3066757	NATURAL & ORGANIC	
<b>Registration Number:</b>	3061196	REDUCE WATER BY HALF	
<b>Registration Number:</b>	1635644	PLAYSAFE	

OP \$440.00 3905826

**CORRESPONDENCE DATA****Fax Number:**

*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.*

**Email:** marina.kelly@thomsonreuters.com

**Correspondent Name:** James Murray

**Address Line 1:** 4400 Easton Commons Way Suite 125

**Address Line 2:** CT Lien Solutions

**Address Line 4:** Columbus, OHIO 43219

<b>NAME OF SUBMITTER:</b>	James Murray
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<b>SIGNATURE:</b>	/Marina Kelly, Thomson Reuters/
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<b>DATE SIGNED:</b>	04/09/2015
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**Total Attachments: 6**

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## TRADEMARK ASSIGNMENT OF SECURITY

April 1, 2015

WHEREAS, Gro-Well Brands, Inc., a corporation formed under the laws of Delaware and Western Organics, Inc. a corporation formed under the laws of Arizona (collectively the "**Grantors**"), have adopted, used and is using the marks shown under such Grantor's name in the attached Schedule A (the "**Marks**"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, each Grantor is obligated to East West Bank ("**Lender**") pursuant to a certain Credit and Security Agreement, dated the date hereof, among Lender, Grantors and the other credit parties named therein (as amended, modified, restated or supplemented from time to time, the "**Loan Agreement**"); and

WHEREAS, pursuant to the Loan Agreement, each Grantor is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Loan Agreement and in accordance with the terms and provisions thereof.

[Signature Pages Follows This Page]

Grantor expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Loan Agreement.

GRO-WELL BRANDS, INC., as a  
Grantor

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

  
Alan Langer, its Chairman and CFO

WESTERN ORGANICS, INC., as a  
Grantor

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

  
Alan Langer, its Chairman and CFO

EAST WEST BANK, as Lender

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

Name:

Title:

[Signature Page to Trademark Assignment of Security]

**TRADEMARK**  
**REEL: 005495 FRAME: 0389**

Grantor expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Loan Agreement.

GRO-WELL BRANDS, INC., as a  
Grantor

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


Alan Langer, its Chairman and CFO

WESTERN ORGANICS, INC., as a  
Grantor

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

Alan Langer, its Chairman and CFO

EAST WEST BANK, as Lender

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

Name: Andrew Stein

Title: Sr. Vice President

[Signature Page to Trademark Assignment of Security]

**TRADEMARK**  
**REEL: 005495 FRAME: 0390**

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 1, 2015, by and between Gro-Well Brands, Inc. and Western Organics, Inc., as Grantors and East West Bank, as Lender.

Country	Trademark	Registration	Registration	Owner
US	GRO-WELL	3905826	11-Jan-11	Gro-
US	GRO-WELL	3905792	11-Jan-11	Gro-
US	NATURALLY INSPIRED	3788829	11-May-10	Gro- Well
US	NATURALLY INSPIRED	3865978	19-Oct-10	Gro- Well
US	FRESHSTART	3972429	07-Jun-11	Gro-
US	SOAK'NSWEEP	4064680	29-Nov-11	Gro-
US	NATURE'SWAY	4353178	18-Jun-13	Gro-
US	GRO-WELL	3339505	20-Nov-07	Gro-
US	PRE-VENT	3161229	24-Oct-06	Gro-
US	COLOROCK	1772991	25-May-93	Western
US	DRIFTWOOD	1044368	20-Jul-76	Western
US	ECO-LITE	988673	23-Jul-74	Western
US	GRO-WELL	1291568	28-Aug-84	Gro-
US	MULTIMULCH	3091194	09-May-06	Western
US	NATURAL&ORG A NIC (stylized) and Design	3066757	07-Mar-06	Western Organics
US	REDUCEWATER BYHALF (stylized)	3061196	21-Feb-06	Western Organics
US	PLAYSAFE	1635644	19-Feb-91	Western