

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM413919

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BWGS, LLC		01/27/2017	Limited Liability Company: DELAWARE
BWGS INTERMEDIATE HOLDING, LLC		01/27/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JPMORGAN CHASE BANK, N.A., as Administrative Agent
Street Address:	10 South Dearborn Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	86069464	BLUEPRINT CONTROLLERS
Serial Number:	74478712	
Serial Number:	86082928	DURABREEZE
Serial Number:	86088294	ELEMENTAL SOLUTIONS
Serial Number:	86850476	GROXCESS
Serial Number:	86163988	HARVESTER'S EDGE
Serial Number:	86889575	ION
Serial Number:	86092564	ION
Serial Number:	86307919	MIXSURE+
Serial Number:	86897191	POWER MATRIX
Serial Number:	86354732	SMART SUPPORT
Serial Number:	86897151	SUNLEAVES
Serial Number:	85097804	SUNLEAVES GARDEN PRODUCTS
Serial Number:	86312744	SUNSPOT
Serial Number:	86380800	THE FOUNDATION FOR AUTOMATION
Serial Number:	86287356	VITAPLANT
Serial Number:	74478123	WORM'S WAY

CH \$440.00 86069464

TRADEMARK

CORRESPONDENCE DATA**Fax Number:** 4045725100*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:** 404-572-3431**Email:** cfraser@kslaw.com**Correspondent Name:** Carol Fraser, Paralegal**Address Line 1:** 1180 Peachtree Street**Address Line 2:** King & Spalding LLP**Address Line 4:** Atlanta, GEORGIA 30309**ATTORNEY DOCKET NUMBER:** Worm's -58708.015024**NAME OF SUBMITTER:** Carol Fraser**SIGNATURE:** //Carol Fraser//**DATE SIGNED:** 01/27/2017**Total Attachments: 5**

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that (a) pursuant to the Pledge and Security Agreement dated as of January 27, 2017 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and JPMorgan Chase Bank, N.A. (the "Administrative Agent") for itself and for the other Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks referenced therein, including such trademarks listed on Schedule 1 attached hereto to the Administrative Agent for the benefit of the Secured Parties and (b) the undersigned hereby grants to the Administrative Agent, for the benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Grantor in and to the Trademarks listed on Schedule 1.

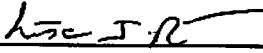
The Grantors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

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Very truly yours,

GRANTORS:

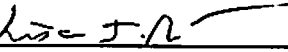
BWGS, LLC

By: 

Name: Lisa Pierson

Title: President and Chief Executive Officer

BWGS INTERMEDIATE HOLDING, LLC

By: 

Name: Lisa Pierson

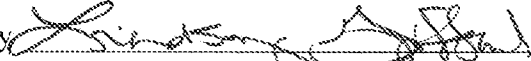
Title: President and Chief Executive Officer

[SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS]

TRADEMARK
REEL: 005974 FRAME: 0185

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By 

Name: Lindsay R. Griffard


Title: Authorized Officer


[SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS]

TRADEMARK
REEL: 005974 FRAME: 0186

**Schedule I
to
Notice of Grant of Security Interest in Trademarks**

TRADEMARKS

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date
BLUEPRINT CONTROLLERS	86069464 09/19/2013	4555011 06/24/2014
 Design only	74478712 01/12/1994	1870183 12/27/1994
DURABREEZE	86082928 10/04/2013	4574865 07/29/2014
ELEMENTAL SOLUTIONS	86088294 10/10/2013	4600143 09/09/2014
GROXCESS	86850476 12/16/2015	5007843 07/26/2016
HARVESTER'S EDGE	86163988 01/13/2014	4993800 07/05/2016
ION	86889575 01/28/2016	5008153 07/26/2016
ION	86092564 10/16/2013	4615110 09/30/2014
MIXSURE+	86307919 06/12/2014	4783217 07/28/2015
POWER MATRIX	86897191 02/04/2016	5056312 10/04/2016
SMART SUPPORT	86354732 08/01/2014	4663945 12/30/2014
SUNLEAVES	86897151 02/04/2016	5008173 07/26/2016

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date
SUNLEAVES GARDEN PRODUCTS  and Design	85097804 08/02/2010	3969439 05/31/2011
SUNSPOT	86312744 06/18/2014	5041647 09/13/2016
THE FOUNDATION FOR AUTOMATION	86380800 08/29/2014	4853757 11/17/2015
VITAPLANT	86287356 05/21/2014	4663512 12/30/2014
WORM'S WAY	74478123 1/10/1994	1870181 12/27/1994