

TRADEMARK ASSIGNMENT COVER SHEET

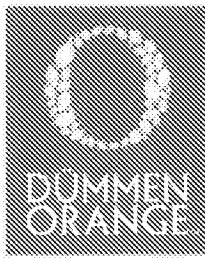
Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM430981

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Terra Nigra B.V.		04/06/2017	Private Limited Liability Company:
RECEIVING PARTY DATA			
Name:	DÜMMEN GROUP B.V.		
Street Address:	Coldenhovelaan 6		
City:	De Lier		
State/Country:	NETHERLANDS		
Postal Code:	2678 PS		
Entity Type:	Private Limited Liability Company: NETHERLANDS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	75058401	TERRA NIGRA	
Serial Number:	74027518	GERMINI	
Serial Number:	77270538	GERRONDO	
CORRESPONDENCE DATA			
Fax Number:	4124714094		
<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>			
Phone:	412-471-8815		
Email:	assignments@webblaw.com		
Correspondent Name:	Julie W. Meder, The Webb Law Firm		
Address Line 1:	One Gateway Center		
Address Line 2:	420 Ft. Duquesne Blvd., Suite 1200		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15222		
NAME OF SUBMITTER:	Julie W. Meder, Reg. No. 36,216		
SIGNATURE:	/Julie W. Meder/		
DATE SIGNED:	06/13/2017		
Total Attachments: 10			
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DEED OF TRANSFER INTELLECTUAL PROPERTY RIGHTS
("DEED OF TRANSFER")

THIS DEED OF TRANSFER IS MADE BETWEEN:

PARTIES:

- I. **TERRA NIGRA B.V.**, a private company with limited liability, incorporated under the laws of The Netherlands, with registered seat in De Kwakel, The Netherlands, registered with the Dutch trade register under number 33181225 ("**Assignor**"); and
- II. **DÜMMEN GROUP B.V.**, a private company with limited liability, incorporated under the laws of The Netherlands, with registered seat in De Lier, The Netherlands, registered with the Dutch trade register under number 57757496 ("**Assignee**").

collectively referred to as the "**Parties**", and each individually a "**Party**".

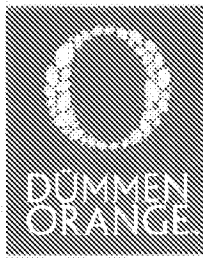
RECITALS:

- A. Parties are currently ultimately 100% owned by DNA Green Group B.V., which is a holding company incorporated in the Netherlands.
- B. By the virtue this Deed of Assignment, the Parties hereby agree to the sale, assignment and transfer of Intellectual Property Rights ("**IPR**"), including the Trademarks as listed in Annex A and the Plant Breeders' Rights ("**PBR**") as listed in Annex B in accordance with the terms and conditions set out in this Deed of Transfer.

IT IS HEREBY AGREED AS FOLLOWS:

1. RIGHTS ASSIGNMENT AND TRANSFER

- 1.1. Assignor sells, assigns and transfers to Assignee, and Assignee purchases and accepts the assignment and transfer from Assignor of all rights, title and interest in the IPR, with effective date as of 1 January 2017 ("**Effective Date**"). The related secret technical or business know-how and the related functions shall be transferred to Assignee together with IPR in a "package deal".
- 1.2. The Parties agree that this Deed of Transfer shall function as an instrument of delivery of all rights, title and interest in the IPR to Assignee as per the Effective Date.
- 1.3. The Assignor and Assignee agree on a purchase price for the sale, assignment and transfer of the IPR from Assignor to Assignee of EUR 1.146.818,06 ("**Purchase Price**").



- 1.4. The Purchase Price represents the book value of the IPR as at the Effective Date. The Parties agree that an amount equal to the Purchase Price shall be adopted in the current account relationship currently existing between them on the Purchase Date. As a result, payment of the Purchase Price shall be governed by the terms and conditions of this existing current account relationship.
- 1.5. The Purchase Price is determined considering the future profitability of the business. The Parties shall document how the Purchase Price was determined in a transfer pricing documentation.

2. REGISTRATION

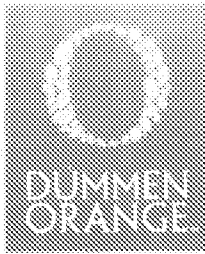
- 2.1. Assignee shall have the right to register the assignment and transfer of the IPR in the relevant register held by the Community Plant Variety Office, the Dutch Plant Variety Office (*Raad voor plantenrassen*), the Office for Harmonization in the Internal Market, the Benelux Office for Intellectual Property, the United States Patents and Trademark Office or any other relevant national or international Intellectual Property Office worldwide. Unless otherwise agreed between the Parties, any costs associated with such registration will be for the account of and shall be paid by Assignee.
- 2.2. Assignor shall provide Assignee with all necessary cooperation for the registration after the date of this Deed of Transfer. Assignor hereby grants an irrevocable power of attorney to Assignee to sign any additional documents and to undertake any other acts that may be necessary in order to complete the assignment and transfer of the IPR referred to in article 1.1 and the recordal thereof in the register as referred to in article 2.1.

3. GOVERNING LAW AND JURISDICTION

3.1. Applicable law and forum

- 3.1.1. This Deed of Transfer and the transactions contemplated herein shall be governed by and construed in accordance with the laws of the Netherlands.
- 3.1.2. All disputes arising from or in connection with this Deed of Transfer and the transactions contemplated herein shall be exclusively submitted to the competent court in The Hague, The Netherlands.

[signature page follows hereafter]



[signature page Deed of Transfer Intellectual Property Rights – Terra Nigra B.V. – Dümmen Group B.V.]

THUS AGREED AND EXECUTED IN TWOFOLD BY:

TERRA NIGRA B.V.

name: T.A. van de Werken
position: Director
place: De Lier, The Netherlands
date: 6-11-2017

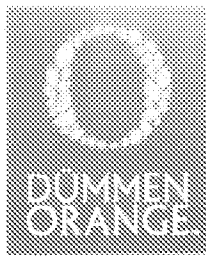
TERRA NIGRA B.V.

H.E.M. Kloppenburg
Director
De Lier, The Netherlands

DÜMMEN GROUP B.V.

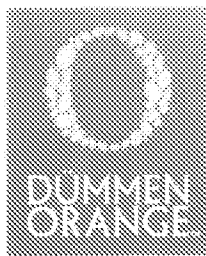
DNA Green Group B.V.
name: H.E.M. Kloppenburg
position: Director
place: De Lier, The Netherlands
date: 6-11-2017

DNA Green Group B.V.
name: T.A. van de Werken
position: Director
place: De Lier, The Netherlands
date: 6-11-2017

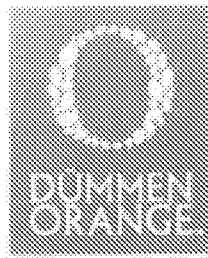


Annex A - Trademarks

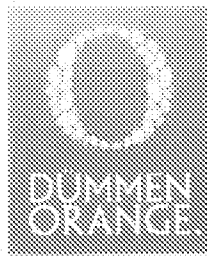
Country	Trademark	Application No.	Application Date	Trademark	Owner
Benelux	Registered	1191886	11-Dec-2009	A1	TERRA NIGRA B.V.
Benelux	Registered	1194099	02-Dec-2010	Bandota	TERRA NIGRA B.V.
Benelux	Registered	1203349	20/05/2010	Cristal	TERRA NIGRA B.V.
Benelux	Registered	1103512	02-Aug-2006	DOVE	TERRA NIGRA B.V.
Benelux	Registered	1181722	13/07/2009	Embrace	TERRA NIGRA B.V.
Benelux	Registered	1159705	21/05/2008	Enchanting	TERRA NIGRA B.V.
Benelux	Registered	1138824	07-Jun-2007	GERFOLIA	TERRA NIGRA B.V.
Benelux	Registered	1103513	02-Aug-2006	GERRONDO	TERRA NIGRA B.V.
Benelux	Registered	1191885	11-Dec-2009	Glacier	TERRA NIGRA B.V.
Benelux	Registered	1159704	21/05/2008	Glamorous	TERRA NIGRA B.V.
Benelux	Registered	1203334	21/06/2010	Trose	TERRA NIGRA B.V.
Benelux	Registered	1159703	21/05/2008	Lady Linsey	TERRA NIGRA B.V.
Benelux	Registered	1103510	02-Aug-2006	ORION	TERRA NIGRA B.V.
Benelux	Registered	1211641	10-Dec-2010	Pacaya	TERRA NIGRA B.V.
Benelux	Registered	1277822	30/10/2013	Pink Ribbon	TERRA NIGRA B.V.
Benelux	Registered	1277836	30/10/2013	Pink Sudoku	TERRA NIGRA B.V.
Benelux	Registered	1203332	21/06/2010	Solsy	TERRA NIGRA B.V.
Benelux	Registered	1166232	09-May-2008	A-one	TERRA NIGRA B.V.



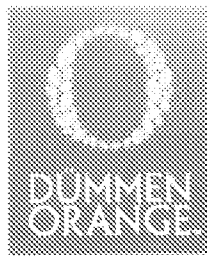
Benelux	Registered	0716234	29/06/1988	ANGEL	TERRA NIGRA B.V.
Benelux	Registered	1166233	09-May-2008	Adoration	TERRA NIGRA B.V.
Benelux	Registered	0722740	27/12/1988	DOMINGO	TERRA NIGRA B.V.
Benelux	Registered	0716235	29/06/1988	DRAGON	TERRA NIGRA B.V.
Benelux	Registered	0713876	04-Jul-1988	FLOREVER	TERRA NIGRA B.V.
Benelux	Registered	0924022	16/10/1998	GERBERA GALA (word/device)	TERRA NIGRA B.V.
Benelux	Registered	0721754	24/11/1988	GERMINI	TERRA NIGRA B.V.
Benelux	Registered	0737822	12-Nov-1989	GERMINI	TERRA NIGRA B.V.
Benelux	Registered	0723700	01-Oct-1989	GLORY	TERRA NIGRA B.V.
Benelux	Registered	0918115	07-Jan-1998	GRAND PRIX	TERRA NIGRA B.V.
Benelux	Registered	0716233	29/06/1988	PACIFIC	TERRA NIGRA B.V.
Benelux	Registered	0723699	01-Oct-1989	PARTY	TERRA NIGRA B.V.
Benelux	Registered	1166231	09-May-2008	Rembrandt	TERRA NIGRA B.V.
Benelux	Registered	0723703	01-Oct-1989	SECRET	TERRA NIGRA B.V.
Benelux	Registered	0708644	23/12/1987	select roses bv (word/device)	TERRA NIGRA B.V.
Benelux	Registered	0723698	01-Oct-1989	SHADOW	TERRA NIGRA B.V.
Benelux	Registered	0713874	04-Jul-1988	TENNESSEE	TERRA NIGRA B.V.
Benelux	Registered	0722741	27/12/1988	TWISTER	TERRA NIGRA B.V.
Benelux	Registered	0723753	01-Oct-1989	VICKY	TERRA NIGRA B.V.
Benelux	Registered	0722735	27/12/1988	XIMENA	TERRA NIGRA B.V.
European Union (Community)	Registered	000004838	04-Jan-1996	DINO	TERRA NIGRA B.V.



European Union (Community)	Registered	000004820	04-Jan-1996	GRAND PRIX	TERRA NIGRA B.V.
Benelux	Registered	1167014	19/09/2008	Angel's Love	TERRA NIGRA B.V.
United States of America	Registered	75058401	15/02/1996	TERRA NIGRA	TERRA NIGRA B.V.
United States of America	Registered	74027518	02-Sep-1990	GERMINI	TERRA NIGRA B.V.
Ecuador	Registered	80190	25/07/1997	TERRA NIGRA	TERRA NIGRA B.V.
Ecuador	Registered	80186	25/07/1997	TERRA NIGRA	TERRA NIGRA B.V.
Ecuador	Registered	80189	25/07/1997	TERRA NIGRA	TERRA NIGRA B.V.
Ecuador	Registered	80213	25/07/1997	GRAND PRIX	TERRA NIGRA B.V.
Ecuador	Registered	80214	25/07/1997	GRAND PRIX	TERRA NIGRA B.V.
Ecuador	Registered	238297	26/11/2010	MARILENA	TERRA NIGRA B.V.
Ecuador	Registered	238298	26/11/2010	WHITE CHOCOLATE	TERRA NIGRA B.V.
Ecuador	Registered	188036	22/08/2007	WHITE DOVE	TERRA NIGRA B.V.
Ecuador	Registered	131193	02-Nov-2003	CELEBRITY	TERRA NIGRA B.V.
United States of America	Registered	77270538	09-Apr-2007	GERRONDO	TERRA NIGRA B.V.
China (People's Republic)	Registered	8490133	19/07/2010	TERRA NIGRA	TERRA NIGRA B.V.
China (People's Republic)	Registered	8490152	19/07/2010	TERRA NIGRA	TERRA NIGRA B.V.
China (People's Republic)	Registered	8490151	19/07/2010	tai ni ge (Chinese characters)	TERRA NIGRA B.V.
China (People's Republic)	Registered	8490150	19/07/2010	tai ni ge (Chinese characters)	TERRA NIGRA B.V.
Ukraine	Registered	895440	28/07/2006	GRAND PRIX	TERRA NIGRA B.V.
Int'l Registration - Madrid Agreement / Protocol	Registered	895440	28/07/2006	GRAND PRIX	TERRA NIGRA B.V.

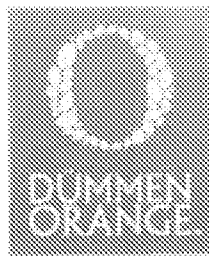


China (People's Republic)	Registered	895441	28/07/2006	TINEKE	TERRA NIGRA B.V.
Int'l Registration - Madrid Agreement / Protocol	Registered	895441	28/07/2006	TINEKE	TERRA NIGRA B.V.
Ecuador	Published	IEPI-2015- 13453	04-Sep-2015	CHRISTA	TERRA NIGRA B.V.

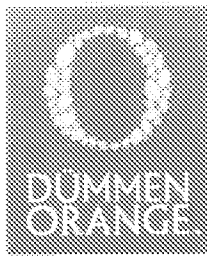


Annex B – PBR

Crop	Application Number	Denomination	Registered Owner	Application Date	PBR Status	Region
Cut Gerbera	2012/0547	Tervoldemort	Terra Nigra B.V.	5/3/2012	Active	EU
Cut Gerbera	2012/0658	Tersnoek	Terra Nigra B.V.	21-3-2012	Active	EU
Cut Gerbera	2012/0767	Terlipari	Terra Nigra B.V.	2/4/2012	Active	EU
Cut Gerbera	2013/0806	Terladas	Terra Nigra B.V.	16-4-2013	Pending	EU
Cut Gerbera	201403269	Terkorund	Terra Nigra B.V.	4/4/2014	Pending	EU
Cut Gerbera	201403270	Terguitar	Terra Nigra B.V.	4/4/2014	Pending	EU
Cut Gerbera	201403271	Termccoy	Terra Nigra B.V.	18-4-2014	Pending	EU
Cut Gerbera	201404261	Terostjaaks	Terra Nigra B.V.	13-6-2014	Pending	EU
Cut Gerbera	2002/0669	Terpulco	Terra Nigra B.V.	29-4-2002	Active	EU
Cut Gerbera	2003/0605	Terprison	Terra Nigra B.V.	28-3-2003	Active	EU
Cut Gerbera	2005/0659	Terblind	Terra Nigra B.V.	5/4/2005	Active	EU
Cut Gerbera	2011/0657	Terspot	Terra Nigra B.V.	10/3/2011	Active	EU
Cut Gerbera	2011/0658	Terrhode	Terra Nigra B.V.	10/3/2011	Active	EU
Cut Gerbera	2011/0659	Termythos	Terra Nigra B.V.	10/3/2011	Active	EU
Cut Gerbera	2011/0662	Tergoldeniand	Terra Nigra B.V.	10/3/2011	Active	EU
Cut Gerbera	2011/1882	Terresidence	Terra Nigra B.V.	26-7-2011	Active	EU
Cut Gerbera	2012/1131	Terkadans	Terra Nigra B.V.	22-5-2012	Active	EU
Cut Gerbera	2012/1888	Terpratchett	Terra Nigra B.V.	3/9/2012	Active	EU
Cut Gerbera	GRB1902	Termaalke	Terra Nigra B.V.		Active	NL
Cut Gerbera	GRB1939	Terstrip	Terra Nigra B.V.		Active	NL
Cut Gerbera	GRB1988	Terpizza	Terra Nigra B.V.		Active	NL
Cut Gerbera	GRB2001	Terart	Terra Nigra B.V.		Active	NL
Cut Gerbera	GRB2042	Terhut	Terra Nigra B.V.		Active	NL
Cut Gerbera	GRB2073	Terwolf	Terra Nigra B.V.		Active	NL
Cut Gerbera	GRB2156	Terdrum	Terra Nigra B.V.		Active	NL
Cut Gerbera	GRB2161	Terdrink	Terra Nigra B.V.		Active	NL
Cut Gerbera	2005-393	Terbasic	Terra Nigra B.V.	23-11-2005	Active	KR
Cut Gerbera	2013-542	Terbrilliant	Terra Nigra B.V.	9/12/2013	Active	KR



Cut Gerbera	2013-540	Terdonga	Terra Nigra B.V.	9/12/2013	Active	KR
Cut Gerbera	2013-539	Terlaurace	Terra Nigra B.V.	9/12/2013	Active	KR
Cut Gerbera	2013-538	Terspot	Terra Nigra B.V.	9/12/2013	Active	KR
Cut Gerbera	08/574,099	Terandara	Terra Nigra B.V.	28-11-1995	Active	US
Cut Gerbera	08/574,102	Tersnel	Terra Nigra B.V.	28-11-1995	Active	US
Cut Gerbera	08/566,579	Terflorin	Terra Nigra B.V.	28-11-1995	Active	US
Cut Gerbera	08/574,100	Termarieke	Terra Nigra B.V.	28-11-1995	Active	US
Cut Gerbera	09/048,201	Tercedi	Terra Nigra B.V.	26-3-1998	Active	US
Cut Gerbera	09/048,203	Terwish	Terra Nigra B.V.	26-3-1998	Active	US
Cut Gerbera	09/048,199	Tereros	Terra Nigra B.V.	26-3-1998	Active	US
Cut Gerbera	09/048,200	Terhertz	Terra Nigra B.V.	26-3-1998	Active	US
Cut Rose	2989/95	Selaurum	Terra Nigra B.V.	23-11-1995	Active	EU
Cut Rose	2010/2212	Selsangre	Terra Nigra B.V.	26-10-2010	Active	EU
Cut Rose	2010/2213	Selchemical	Terra Nigra B.V.	26-10-2010	Active	EU
Cut Rose	2012/2519	Selstrawberry	Terra Nigra B.V.	14-11-2012	Active	EU
Cut Rose	2014/1609	Selhanjie	Terra Nigra B.V.	13-6-2014	Pending	EU
Cut Rose	201403274	Selteasing	Terra Nigra B.V.	18-4-2014	Pending	EU
Cut Rose	15949	SELBOURG	Terra Nigra Holding B.V.	18-8-2003	Active	JP
Cut Rose	706/2005	Seliron	Terra Nigra B.V.	3/11/2005	Active	BR
Cut Rose	15950	SELIRON	Terra Nigra Holding B.V.	18-8-2003	Active	JP
Cut Rose	17221	SEL RAIN	Terra Nigra Holding B.V.	20-7-2004	Active	JP
Cut Rose	18554	SELBEAU	Terra Nigra Holding B.V.	27-7-2005	Active	JP
Cut Rose	18555	SELMAR	Terra Nigra Holding B.V.	27-7-2005	Active	JP
Cut Rose	18558	SELSPECIAL	Terra Nigra Holding B.V.	27-7-2005	Active	JP
Cut Rose	21185	SELBLUSHING	Terra Nigra Holding B.V.	22-6-2007	Active	JP
Cut Rose	21186	SELSOULMUSIC	Terra Nigra Holding B.V.	22-6-2007	Active	JP
Cut Rose	26986	SELENGAGED	Terra Nigra Holding B.V.	27-4-2012	Pending	JP
Cut Rose	26987	SELSPEECH	Terra Nigra Holding B.V.	27-4-2012	Pending	JP
Cut Rose	61416/8653316	Selvulcano	Terra Nigra B.V.	2/9/2013	Pending	RU
Cut Rose	61415/8653315	Selpromiss	Terra Nigra B.V.	2/9/2013	Pending	RU
Cut Rose	2013-448	Selstrawberry	Terra Nigra B.V.	23-10-2013	Active	KR



Cut Rose	5246012	Selaurum	Terra Nigra B.V.	28-10-2005	Active	UA
Cut Rose	08/591,389	Selbarium	Terra Nigra B.V.	25-1-1996	Active	US
Cut Rose	08/610,396	Selaurum	Terra Nigra B.V.	4/3/1996	Active	US
Cut Rose	08/591,386	Selantimoon	Terra Nigra B.V.	25-1-1996	Active	US
Cut Rose	08/591,387	Selantalium	Terra Nigra B.V.	25-1-1996	Active	US
Cut Rose	08/591,388	Selgalia	Terra Nigra B.V.	25-1-1996	Active	US
Cut Rose	09/048,205	Selruthenium	Terra Nigra B.V.	26-3-1998	Active	US
Cut Rose	10/307,572	Seliron	Terra Nigra B.V.	2/12/2002	Active	US
Cut Rose	10/307,573	Selquest	Terra Nigra B.V.	2/12/2002	Active	US
Cut Rose	2015/0693	Selhonda	Terra Nigra B.V.	26-3-2015	Pending	EU
Cut Rose	1000075	Selplane	Terra Nigra B.V.	29-4-2011	Pending	TW
Cut Rose	1020107	Selsangre	Terra Nigra B.V.	6/8/2013	Pending	TW
Cut Rose	21806.000026/2016	Selstrawberry	Terra Nigra B.V.	17-2-2016	Pending	BR
Cut Rose	2006698	Selpalas	Terra Nigra B.V.	25-5-2006	Active	EC
Cut Rose	7811	SELPHOSPHOR	Terra Nigra B.V.	28-4-1995	Active	JP
Cut Rose	2013-447	Selmagical	Terra Nigra B.V.	23-10-2013	Active	KR