

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM449460

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Moon Valley Nursery, Inc.		10/31/2017	Corporation: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association, as Administrative Agent		
<b>Street Address:</b>	101 N. First Ave.		
<b>Internal Address:</b>	#1600		
<b>City:</b>	Phoenix		
<b>State/Country:</b>	ARIZONA		
<b>Postal Code:</b>	85003		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4480472	DESERT JUICE CACTUS, AGAVE & SUCCULENT X	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6123408827		
<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>	612-492-6819		
<b>Email:</b>	ip.docket@dorsey.com		
<b>Correspondent Name:</b>	Evan P. Everist, Dorsey & Whitney LLP		
<b>Address Line 1:</b>	50 South Sixth Street		
<b>Address Line 2:</b>	Suite 1500		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402-1498		
<b>NAME OF SUBMITTER:</b>	Evan Everist		
<b>SIGNATURE:</b>	/Evan Everist/		
<b>DATE SIGNED:</b>	11/02/2017		
<b>Total Attachments: 4</b>			
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source=Executed Confirmatory Grant in Trademarks (MVN Inc.) - 10-31-2017-v1#page2.tif			
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OP \$40.00 4480472

Confirmatory Grant of Security Interest in Trademarks

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Confirmatory Grant") is made effective as of October 31, 2017, by and from the grantor party hereto (the "Grantor"), to and in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Secured Party") for itself and as Administrative Agent for the Lenders (as defined in the Credit Agreement referenced below).

WHEREAS, the Grantor and Moon Valley Nursery Farm Holdings, LLC, a Delaware limited liability company ("Farm Holdings" and together with the Grantor, the "Borrowers") are or will be party to the Credit Agreement dated as of October 31, 2017 between the Borrowers, the lenders that are signatories thereto (the "Lenders"), and U.S. Bank National Association as Administrative Agent for the Lenders (as may be amended, restated, supplemented, or otherwise modified from time to time, the "Credit Agreement") pursuant to which the Lenders have agreed to extend to the Borrowers certain credit accommodations;

WHEREAS, the Grantor has granted security interests to the Secured Party under the Security Agreement dated as of October 31, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A, which are registered or applied for with the United States Patent and Trademark Office; and

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to the Secured Party under the Security Agreement. The rights and remedies of the Secured Party with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. If any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Obligations and (ii) all of the obligations and liabilities of the Guarantors under the Guaranty. Upon the payment in full of all Obligations (other than contingent indemnification obligations), the Secured Party shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor (at the Grantor's expense) all reasonably requested instruments releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to the Secured Party a security interest in all of the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor.

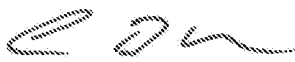
(c) Notwithstanding the immediately preceding Section 2(b), this Confirmatory Grant will not relate to or affect Grantor's trademark applications based on intent-to-use the mark—which are identified and marked with an asterisk in Exhibit A—until after such time as a verified amendment to allege use or statement of use is filed and accepted by the U.S. Patent and Trademark Office for such trademark applications and the marks are actually used in commerce.

(d) Unless and until an Event of Default occurs and is continuing, the Grantor shall retain the legal and equitable title to the Trademarks, and shall have the right to use and register the Trademarks, Patents and Copyrights in the ordinary course of the business of the Grantor.

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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.

MOON VALLEY NURSERY, INC.

By:   
Name: Leslie Blake  
Title: President

[Signature Page to Confirmatory Grant in Trademarks]

**TRADEMARK**  
**REEL: 006195 FRAME: 0395**

CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

**Exhibit A - SCHEDULE OF TRADEMARKS**

**United States Trademarks:**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Country</b>
DESERT JUICE CACTUS, AGAVE & SUCCULENT XERISCAPE FORMULA	4480472	11-FEB-2014	USA