

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473985

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Southern States Cooperative, Incorporated		05/11/2018	Corporation: VIRGINIA

RECEIVING PARTY DATA

Name:	Crystal Financial LLC
Street Address:	Two International Place
Internal Address:	17th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 59

Property Type	Number	Word Mark
Registration Number:	0858931	AGWAY
Registration Number:	2200381	STAGE
Registration Number:	0859518	AGWAY
Registration Number:	3540193	GOLD LABEL PLUS
Registration Number:	3543120	BRANDS YOU TRUST. PEOPLE WHO KNOW.
Registration Number:	1525164	SUPER GREEN
Registration Number:	2229944	BUFFERZONE
Registration Number:	1529163	GREEN CHARGER
Registration Number:	3638821	ECO AWARE
Registration Number:	3672404	FRESH FROM THE HEART · FRESH FROM THE FA
Registration Number:	0684124	CALF MAKER
Registration Number:	1560070	FEEDER'S SELECT
Registration Number:	1561706	GROWERS PRIDE
Registration Number:	4499112	WITH ECO-GREEN APPLIED SCIENCE
Registration Number:	3762695	AGWAY ENVIRONMENTALLY FRIENDLY PRODUCTS
Registration Number:	3762694	ECO AWARE AGWAY ENVIRONMENTALLY FRIENDLY
Registration Number:	2349114	FARMER'S CATCH
Registration Number:	1600379	STATESMAN

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1622533	HI-TRACTION
Registration Number:	2409481	SS CHEMICLEAN
Registration Number:	2414712	SS SUREMARK
Registration Number:	4671803	GREEN LABEL PLUS
Registration Number:	2422237	SS FOAMMAX
Registration Number:	2427524	SS FOAMFREE
Registration Number:	0712670	WEAR GREEN
Registration Number:	1640717	SPOT GREEN
Registration Number:	1641278	EASY-STIR
Registration Number:	2469695	CARPETMAKER
Registration Number:	2485311	AFFIX
Registration Number:	4071637	READY GREEN
Registration Number:	2534283	ADEPT
Registration Number:	2534284	RELIABLE
Registration Number:	1188858	SHADY GREEN
Registration Number:	4897715	SIL-SPREAD
Registration Number:	4116336	SHADEE
Registration Number:	0730224	DURA-GREEN
Registration Number:	2578415	CRITTER FEAST
Registration Number:	0733641	GREENLAWN
Registration Number:	2604356	CHLORO GOLD 720
Registration Number:	1815294	SS SOUTHERN STATES
Registration Number:	1264470	GROWMASTER
Registration Number:	1833570	BIG STRIKE
Registration Number:	1847932	AGWAY
Registration Number:	1849767	SG
Registration Number:	2912895	SS SOUTHERN STATES
Registration Number:	1341322	SOUTHERN STATES
Registration Number:	2985269	GREEN-GRO
Registration Number:	3065355	AGWAY
Registration Number:	3065356	AGWAY
Registration Number:	0808749	AGWAY
Registration Number:	1977506	SS SOUTHERN STATES
Registration Number:	1396295	SOUTHERN STATES
Registration Number:	0813726	AGWAY
Registration Number:	0816100	AGWAY
Registration Number:	2032464	SUPERGOLD
Registration Number:	3446854	FIELDMASTER

Property Type	Number	Word Mark
Registration Number:	2169079	DE-FAC
Registration Number:	0823866	AGWAY
Registration Number:	4183033	FOR THOSE WHO DO

CORRESPONDENCE DATA

Fax Number: 6172484000
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: 617-248-5000
Email: tmadmin@choate.com
Correspondent Name: Daniel L. Scales
Address Line 1: Two International Pl.
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2011597-0022
NAME OF SUBMITTER:	Daniel L. Scales
SIGNATURE:	/daniel l. scales/
DATE SIGNED:	05/15/2018

Total Attachments: 12

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GRANT OF A SECURITY INTEREST -- TRADEMARKS

This Trademark Security Agreement (this “**Trademark Security Agreement**”) is made as of May 11, 2018 by SOUTHERN STATES COOPERATIVE, INCORPORATED, a Virginia corporation (the “**Grantor**”), in favor of CRYSTAL FINANCIAL LLC, in its capacity as administrative agent for itself and the other Secured Parties (together with its successors and permitted assigns in such capacity, “**Grantee**”).

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “**Trademarks**”);

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated May 11, 2018 (as amended, restated, supplemented, modified or otherwise changed from time to time, the “**Security Agreement**”), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “**Collateral**”), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations. Notwithstanding the foregoing, no grant of any Lien or security interest shall be deemed granted hereunder on or in any “intent to use” Trademark application for which a Statement of Use or Amendment to Allege Use, as applicable, has not been filed and accepted with the U.S. Patent and Trademark Office.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.


The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Grantee pursuant to the Security Agreement and the Grantor hereby acknowledges and agrees that the rights and remedies of the Grantee with respect to the security interest in the Trademark granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between this Agreement and the Security Agreement, the Security Agreement shall control.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

**SOUTHERN STATES COOPERATIVE,
INCORPORATED**


By: 
Name: Fred Jezouit
Title: Chief Financial Officer

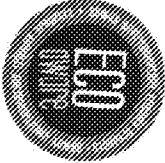
[Signature Page to Trademark Security Agreement]

**TRADEMARK
REEL: 006330 FRAME: 0655**


SCHEDULE A TO GRANT OF A SECURITY INTEREST



TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER/ REGISTRATION NUMBER	DATE FILED/ISSUED
AGWAY	Southern States Cooperative, Incorporated	021	House brooms, barn brooms, household brushes, dairy brushes, and stock brushes	72/189,675/ 0,858,931	3/26/64/ 10/22/68
STAGE	Southern States Cooperative, Incorporated	001	Lawn fertilizer for domestic use	75/228,819/ 2,200,381	1/21/97/ 10/27/98
AGWAY	Southern States Cooperative, Incorporated	001	Insecticides, fungicides, herbicides, water softening preparations, preparation for controlling crab grass, rodenticide	72/224,364/ 0,859,518	7/28/65/ 11/5/68
GOLD LABEL PLUS	Southern States Cooperative, Incorporated	022	Binder and baler twine; twine	77/455,556/ 3,540,193	4/23/08/ 12/2/08
BRANDS YOU TRUST. PEOPLE WHO KNOW	Southern States Cooperative, Incorporated	035	Retail store services featuring a wide variety of consumer goods of others; retail convenience stores	77/450,553/ 3,543,120	4/17/08/ 12/9/08
SUPER GREEN	Southern States Cooperative, Incorporated	004	Diesel fuel	73/709,291/ 1,525,164	2/4/88/ 2/21/89
BUFFERZONE	Southern States Cooperative, Incorporated	001	Agricultural chemicals, namely, adjuvants used in the application of pesticides	75/248,946/ 2,229,944	2/27/97/ 3/9/99




TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER/ REGISTRATION NUMBER	DATE FILED/ISSUED
GREEN CHARGER	Southern States Cooperative, Incorporated	001	Fertilizers and lime for agricultural, home, garden or commercial use	73/727,797/ 1,529,163	5/11/88/ 3/14/89
ECO AWARE	Southern States Cooperative, Incorporated	001	Lawn and garden fertilizer	77/612,846/ 3,638,821	11/12/08/ 6/16/09
	Southern States Cooperative, Incorporated	031	Pet food	77/662,288/ 3,672,404	2/3/09/ 8/25/09
CALF MAKER	Southern States Cooperative, Incorporated	031	Calf feed	72/028,390/ 0,684,124	4/17/57/ 8/25/59
FEEDER'S SELECT	Southern States Cooperative, Incorporated	031	Bird seed	73/764,675/ 1,560,070	11/21/88/ 10/10/89
GROWER'S PRIDE	Southern States Cooperative, Incorporated	001	Fertilizer	73/780,897/ 1,561,706	2/15/89/ 10/24/89
WITH ECO-GREEN APPLIED SCIENCE	Southern States Cooperative, Incorporated	031	Environmentally-friendly slow growing grass seed	85/774,402/ 4,499,112	11/8/12/ 3/18/14
AGWAY ENVIRONMENTALLY FRIENDLY PRODUCTS	Southern States Cooperative, Incorporated	001	Lawn and garden fertilizer	77/782,324/ 3,762,695	7/16/09 3/23/10

TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER/ REGISTRATION NUMBER	DATE FILED/ISSUED
	Southern States Cooperative, Incorporated	001	Lawn and garden fertilizer	77/782,317/ 3,762,694	7/16/09/ 3/23/10
FARMER'S CATCH	Southern States Cooperative, Incorporated	029	Food, namely fish	75/554,740/ 2,349,114	9/17/98/ 5/9/00
STATESMAN	Southern States Cooperative, Incorporated	007	Spreaders; water pumps not for vehicles	73/838,266/ 1,600,379	11/13/89/ 6/12/90
HI-TRACTION	Southern States Cooperative, Incorporated	019	Coal Tar based driveway sealer and filler	73/814,143/ 1,622,533	7/24/89/ 11/13/90
SS CHEMICLEAN	Southern States Cooperative, Incorporated	003	Chemical cleaning preparations, namely, tank cleaners for agricultural use	75/702,897/ 2,409,481	5/11/99/ 11/28/00
SS SUREMARK	Southern States Cooperative, Incorporated	002	Chemical colorants, namely, spray indicators for use in agricultural spray solutions	75/702,890/ 2,414,712	5/11/99/ 12/19/00
GREEN LABEL PLUS	Southern States Cooperative, Incorporated	022	Binder and baler twine; twine	86/320,371/ 4,671,803	6/25/14/ 1/13/15
SS FOAMMAX	Southern States Cooperative, Incorporated	001	Agricultural chemicals, namely foam markers	75/758,324/ 2,422,237	7/23/99/ 1/16/01
SS FOAMTREE	Southern States Cooperative, Incorporated	001	Agricultural chemicals, namely, defoamers	75/702,896/ 2,427,524	5/11/99/ 2/6/01

TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER/ REGISTRATION NUMBER	DATE FILED/ISSUED
WEAR GREEN	Southern States Cooperative, Incorporated	031	Grass seed mixture	72/099,313/ 0,712,670	6/20/60/ 3/21/61
SPOT GREEN	Southern States Cooperative, Incorporated	031	Lawn grass seed	74/060,379/ 1,640,717	5/18/90/ 4/9/91
EASY STIR	Southern States Cooperative, Incorporated	019	Coal tar based driveway sealer and filler	73/814,882/ 1,641,278	7/26/89/ 4/16/91
CARPETMAKER	Southern States Cooperative, Incorporated	001	Fertilizers for domestic and commercial use	76/086,477/ 2,469,695	7/11/00 7/17/01
AFFIX	Southern States Cooperative, Incorporated	006	Adjuvant used in the application of pesticides	76/148,943/ 2,485,311	10/18/00/ 9/4/01
READY GREEN	Southern States Cooperative, Incorporated	031	Grass seed	85/136,257/ 4,071,637	9/23/10/ 12/13/11
ADEPT	Southern States Cooperative, Incorporated	001	Agricultural adjuvant for the purpose of enhancing pesticide performance	76/293,007/ 2,534,283	8/2/01/ 1/29/02
RELIABLE	Southern States Cooperative, Incorporated	001	Agricultural adjuvant for the purpose of enhancing pesticide performance	76/293,008/ 2,534,284	8/2/01/ 1/29/02
SHADY GREEN	Southern States Cooperative, Incorporated	031	Grass seed mixtures	73/243,701/ 1,188,858	12/21/79/ 2/2/82

TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER / REGISTRATION NUMBER	DATE FILED/ISSUED
SIL-SPREAD	Southern States Cooperative, Incorporated	001 1(a)	Adjuvants for use with agricultural chemicals; adjuvants for use in the application of insecticides, herbicides and pesticides; adjuvants used to enhance performance of insecticides, herbicides and pesticides	86/621,805/ 4,897,715	5/7/15/ 2/9/16
SHADEE	Southern States Cooperative, Incorporated	031	Grass seed	85/012,268/ 4,116,336	4/12/10/ 3/20/12
DURA-GREEN	Southern States Cooperative, Incorporated	031	Grass seed	72/073,176 0,730,224	4/23/59/ 4/24/62
CRITTER FEAST	Southern States Cooperative, Incorporated	031	Foodstuffs for domestic and non-domestic animals	76/297,584/ 2,578,415	8/9/01/ 6/11/02
GREENLAWN	Southern States Cooperative, Incorporated	001	Fertilizers	72/124,631/ 0,733,641	7/25/61/ 7/3/62
CHLORO GOLD 720	Southern States Cooperative, Incorporated	005	Fungicides for agricultural and commercial use	76/265,609/ 2,604,356	6/4/01/ 8/6/02
 SOUTHERN STATES	Southern States Cooperative, Incorporated	042	Retail consumer goods, agricultural products, lawn and garden equipment and supplies, and convenience store services	74/800,405/ 1,815,294	11/15/90/ 1/4/94

TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER / REGISTRATION NUMBER	DATE FILED/ISSUED
GROWMASTER	Southern States Cooperative, Incorporated	037	Custom application of plant foods, pesticides, herbicides and fungicides	73/371,682/ 1,264,470	6/25/82/ 1/17/84
		042	Providing soil and plan tissue sampling and laboratory reports; providing plant food, pesticide, herbicide and fungicide use recommendations; providing agronomic information and records relating to farming		
BIG STRIKE	Southern States Cooperative, Incorporated	001	Fertilizers for use in fish ponds	74/394,308/ 1,833,570	5/25/93/ 5/3/94
AGWAY	Southern States Cooperative, Incorporated	042	Retail general merchandise store services	74/074,501/ 1,847,932	7/2/90/ 8/2/94
	Southern States Cooperative, Incorporated	004	Diesel fuel	74/440,607/ 1,849,767	9/27/93/ 8/16/94
	Southern States Cooperative, Incorporated	031	Clover seed	78/273,124/ 2,912,895	7/11/03/ 12/21/04
SOUTHERN STATES	Southern States Cooperative, Incorporated	031	Animal feed	73/509,174/ 1,341,322	11/16/84/ 6/11/85

TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER/ REGISTRATION NUMBER	DATE FILED/ISSUED
GREEN-GRO	Southern States Cooperative, Incorporated	001	Fertilizer for domestic, commercial and agricultural use	78/405,524/ 2,985,269	4/21/04/ 8/16/05
	Southern States Cooperative, Incorporated	035	Retail general merchandise store services	78/482,705/ 3,065,355	9/13/04/ 3/7/06
	Southern States Cooperative, Incorporated	035	Retail general merchandise store services	78/482,716/ 3,065,356	9/13/04/ 3/7/06
AGWAY	Southern States Cooperative, Incorporated	001	Lawn fertilizer, garden fertilizer, plan goods, mulches, composts, (liquid fertilizers), soil conditioners (ammonium sulfate sold as fertilizer) and peat moss	72/224,365/ 0/808,749	7/28/65/ 5/24/66
 SOUTHERN STATES	Southern States Cooperative, Incorporated	037	Gasoline station services	74/115,425/ 1,977,506	11/15/90/ 6/4/96
SOUTHERN STATES	Southern States Cooperative, Incorporated	001	Fertilizers with and without pesticides	73/563,373/ 1,396,295	10/15/85/ 6/10/86

TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER / REGISTRATION NUMBER	DATE FILED/ISSUED
AGWAY	Southern States Cooperative, Incorporated	001	Lawn and grass seed, garden seed, field seed (ryegrass), clover seed, alfalfa seed, bean seed, bluegrass seed, plant bulbs, rose bushes, soil, limestone, packaged plug of turf, pet litter, oyster shells, calcite crystals, poultry grit, potting soils, granite grit for poultry, charcoal briquettes and charcoal lighter	72/224,363/ 0,813,726	7/28/65/ 8/30/66
AGWAY	Southern States Cooperative, Incorporated	007	Hand and power operated sprayers for agricultural use	72/224,366/ 0,816,100	7/28/65/ 10/4/66
SUPER GOLD	Southern States Cooperative, Incorporated	004	Diesel fuel	74/438,158/ 2,032,464	9/20/93/ 1/21/97
FIELDMASTER	Southern States Cooperative, Incorporated	009	Electric fence chargers	78/881,786/ 3,446,854	5/11/06/ 6/10/08
DE-FAC	Southern States Cooperative, Incorporated	001	Surfactant for use with agricultural insecticides	75/215,697/ 2,169,079	12/19/96/6/30/98
AGWAY	Southern States Cooperative, Incorporated	022	Rope	72/244,867/ 0,823,866	5/4/66/ 2/14/67

TRADEMARK / SERVICE MARK	OWNERSHIP	CLASS	GOODS / SERVICES	SERIAL NUMBER / REGISTRATION NUMBER	DATE FILED/ISSUED
FOR THOSE WHO DO	Southern States Cooperative, Incorporated	035	Retail store services featuring agricultural products, lawn and garden equipment and supplies, products for pets, clothing and footwear, and convenience store services	85/490,353/ 4,183,033	12/8/11/ 7/31/12