

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535602

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FLOWERFARM, INC.		06/05/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., as Administrative Agent		
Street Address:	2380 Performance Dr.		
Internal Address:	Building C, Mail Code: TX2-984-03-23		
City:	Richardson		
State/Country:	TEXAS		
Postal Code:	75082		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5441542	SMARTER SOURCING	
Registration Number:	5371648	FLOWER FARM	
CORRESPONDENCE DATA			
Fax Number:	7043311159		
<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:	7043311000		
Email:	PTO_TMconfirmation@mvalaw.com, maryelizabethzaldivar@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	100 North Tryon Street		
Address Line 2:	Suite 4700, ATTN: IP DEPARTMENT		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	031752.000256		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		
DATE SIGNED:	08/07/2019		
Total Attachments: 3			
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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 pursuant to the Security and Pledge Agreement dated as of June 5, 2019 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the benefit of the holders of the Secured Obligations referenced therein, to secure the prompt payment and performance in full when due, whether by lapse of time, acceleration, mandatory prepayment or otherwise, of the Secured Obligations, the undersigned Obligor has granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations, a continuing security interest in any and all right, title and interest of such Obligor in and to the Trademarks (as defined in the Agreement) whether now owned or existing or owned, acquired, or arising hereafter, including the United States registered trademarks and trademark applications shown below. Capitalized terms used and not otherwise herein shall have the meanings ascribed to such terms in the Agreement.

TRADEMARKS

<u>Trademark No.</u>	<u>Trademark</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Trademark Applied for</u>	<u>Date of Trademark Application</u>
	See <u>Schedule 1</u> attached hereto	

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application. This Notice of Grant of Security Interest in Trademarks is made in conjunction with the security interest granted to the Administrative Agent pursuant to the Agreement.

Very truly yours,

FLOWERFARM, INC.

By: 

Name: Steven Barnhart

Title: Executive Vice President, Chief Financial Officer and
Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Gavin Shank

Title: VP

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
FLOWERFARM, INC.

TRADEMARK
REEL: 006714 FRAME: 0168

Schedule 1

**Flowerfarm, Inc.
(Delaware Corporation)**

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
SMARTER SOURCING	5441542	04/10/18
FLOWER FARM and Design	5371648	01/02/18