

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM627847

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Second Lien Trademark Release and Reassignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ares Capital Corporation		02/11/2021	Collateral Agent:

RECEIVING PARTY DATA

Name:	Plantation Products, LLC
Street Address:	202 South Washington Street
City:	Norton
State/Country:	MASSACHUSETTS
Postal Code:	02766
Entity Type:	Limited Liability Company: DELAWARE
Name:	Ferry-Morse Seed Company
Street Address:	202 South Washington Street
City:	Norton
State/Country:	MASSACHUSETTS
Postal Code:	02766
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Registration Number:	3641538	AMERICAN SEED
Registration Number:	4016821	AMERICA'S SELECT
Registration Number:	4042209	AMERICA'S SELECT
Registration Number:	2001111	CALIFORNIA CHOICE
Registration Number:	0669447	
Registration Number:	0534013	
Registration Number:	0969438	
Registration Number:	1934229	D.M. FERRY
Registration Number:	2707916	DROUGHT FIGHTER
Registration Number:	3561013	ECO-ACCENTS
Registration Number:	0983593	FAST & FINE
Registration Number:	1077575	FERRY MORSE
Registration Number:	0529030	FERRY-MORSE

CH \$1165.00 3641538

Property Type	Number	Word Mark
Registration Number:	4158127	FERRY~MORSE SEEDS GUARANTEED TO GROW
Registration Number:	1449969	FERRY'S SEEDS
Registration Number:	0428508	F-M
Registration Number:	1497960	FREDONIA
Registration Number:	2530655	GARDENER'S DELIGHT
Registration Number:	3808671	GARDENER'S HELPLINE
Registration Number:	0192923	GOLDEN GATE PARK
Registration Number:	3722901	GREEN ARBOR
Registration Number:	3722943	GREEN ARBOR KIDS
Registration Number:	3955276	GROW
Registration Number:	2885771	HEALTH SMART
Registration Number:	0191520	HOMELAWN
Registration Number:	1679049	KIDSEEDS
Registration Number:	1011665	LET THE GOOD EARTH PRODUCE
Registration Number:	0422975	MORSE'S
Registration Number:	1666340	NATURE'S CHOICE
Registration Number:	2141007	NK LAWN & GARDEN
Registration Number:	0104566	NORTHLAND
Registration Number:	0228511	PARKVIEW
Registration Number:	2495246	PLANTATION PRODUCTS
Registration Number:	0434952	PLAYGROUND
Registration Number:	1084187	PREVAIL
Registration Number:	2769719	QUICK 'N EASY
Registration Number:	1819146	QUICK 'N' EASY
Registration Number:	0652544	QUICK TURF
Registration Number:	1610001	SHOWLAWN
Registration Number:	2843762	START SMART
Registration Number:	3716884	TASTE OF ASIA
Registration Number:	2086394	THE HAND THAT SEEDS THE WORLD
Registration Number:	3684056	THE ITALIAN CHOICE
Registration Number:	3557427	THE PERFECT INDOOR START FOR YOUR GARDEN
Registration Number:	1044371	THRIFTY
Registration Number:	2762683	WILDGAME MAX

CORRESPONDENCE DATA

Fax Number: 9495676710

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: 5039434828

Email: cvicino@orrick.com, ipprosecution@orrick.com
Correspondent Name: Kristin S. Cornuelle
Address Line 1: 2050 Main Street, Suite 1100
Address Line 2: Orrick, Herrington & Sutcliffe LLP
Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER: 6257.212

NAME OF SUBMITTER: Kristin S. Cornuelle

SIGNATURE: /Kristin S. Cornuelle/

DATE SIGNED: 02/23/2021

Total Attachments: 9

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SECOND LIEN TRADEMARK RELEASE AND REASSIGNMENT

THIS SECOND LIEN TRADEMARK RELEASE AND REASSIGNMENT (this “Release”) is made as of February 11, 2021, by ARES CAPITAL CORPORATION, in its capacity as administrative agent and as collateral agent (in such capacity, the “Collateral Agent”) in favor of Plantation Products, LLC, a Delaware limited liability company and Ferry-Morse Seed Company, a Delaware limited liability company (collectively, the “Grantors”). Capitalized terms used but not defined herein shall have the same meanings assigned to such terms in the Security Agreement or the Trademark Security Agreement (each as defined below), as applicable.

W I T N E S S E T H:

WHEREAS, pursuant to the terms of that certain Second Lien Security Agreement dated as of December 23, 2014, by and among Collateral Agent, the Grantors and the other Loan Parties from time to time party thereto (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), the Grantors granted to Collateral Agent, for the benefit of the Lenders, a security interest in certain intellectual property, including but not limited to, certain trademarks (“Trademarks”) and Trademark Collateral (as defined below) as security for certain obligations owing by such Grantors to Collateral Agent, including those set forth on Schedule A hereto;

WHEREAS, pursuant to the Security Agreement, Collateral Agent and the Grantors entered into that certain Second Lien Trademark Security Agreement dated as of December 23, 2014 (the “Trademark Security Agreement”);

WHEREAS, the Trademark Security Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office on December 23, 2014, at Reel 005427, Frame 0020; and

WHEREAS, the Grantors have requested that Collateral Agent release its security interest in the Collateral and reassign any and all right, title and interest in, to and under the same to such Grantors.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Collateral Agent hereby releases its security interest and all of its right, title and interest in and to the following (collectively the “Trademark Collateral”):

(a) each Trademark listed on Schedule A annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(b) all products and proceeds of the foregoing, including without limitation, any claim by the Grantors against third parties for past, present or future (i) infringement or dilution of each such Trademark, or (ii) injury to the goodwill associated with each such Trademark.

2. Collateral Agent hereby releases, grants and conveys to such Grantors, without any representation, recourse or undertaking by Collateral Agent, any and all of Collateral Agent’s right, title and interest in and to the Trademarks and the Trademark Collateral.

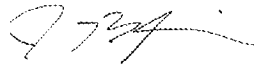
3. Collateral Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the security interest contemplated hereby.

4. This Second Lien Trademark Release and Reassignment is made under and shall be governed by, and construed and interpreted in accordance with, the law of the State of New York, without reference to conflicts of laws provisions.

[Signature Page Follows]

IN WITNESS WHEREOF, Collateral Agent has duly executed this Release as of the date first above written.

ARES CAPITAL CORPORATION, as Collateral
Agent

By: 
Name: _____ Joshua Bloomstein
Title: Authorized Signatory

SCHEDULE A

Trademark Registrations/Applications

U.S. Trademarks

Trademark	Client Matter No.	SubCase	Application Number	Publication Number	Registration Number	Status
Country	Case Type	Filing Date	Publication Date	Registration Date	Next Renewal	
AMERICAN SEED	34258-0047	76/449,442	13-Sep-2002	13-Jan-2004	23-Jun-2009	Registered
United States of America	ORD					23-Jun-2019
Plantation Products, LLC						
Owner:					Attorneys:	
AMERICAS SELECT	34258-0008	85/042,401	19-May-2010	09-Nov-2010	23-Aug-2011	Registered
United States of America	ORD					23-Aug-2021
FMC Acquisition Corp.						
Owner:					Attorneys:	
AMERICAS SELECT	34258-0009	85/306,371	27-Apr-2011	02-Aug-2011	18-Oct-2011	Registered
United States of America	ORD					18-Oct-2021
FMC Acquisition Corp.						
Owner:					Attorneys:	
CALIFORNIA CHOICE	34258-0018	74/710,403	03-Aug-1995	25-Jun-1996	17-Sep-1996	Registered
United States of America	ORD					17-Sep-2016
FMC Acquisition Corp.						
Owner:					Attorneys:	
CUPPED HAND HOLDING EARTH	34258-0028	72/036,794	06-Sep-1957		11-Nov-1958	Registered
United States of America	ORD					11-Nov-2018
FMC Acquisition Corp.						
Owner:					Attorneys:	
CUPPED HAND HOLDING EARTH	34258-0037	71/579,273	21-May-1949		28-Nov-1950	Registered
United States of America	ORD					28-Nov-2020
FMC Acquisition Corp.						
Owner:					Attorneys:	
CUPPED HAND HOLDING EARTH	34258-0038	72/434,955	07-Sep-1972		02-Oct-1973	Registered
United States of America	ORD					02-Oct-2023
FMC Acquisition Corp.						
Owner:					Attorneys:	
D.M. FERRY	34258-0013	74/509,128	05-Apr-1994	29-Nov-1994	07-Nov-1995	Registered
United States of America	ORD					07-Nov-2015
FMC Acquisition Corp.						
Owner:					Attorneys:	
DROUGHT FIGHTER	34258-0003	76/358,832	15-Jan-2002	16-Jul-2002	15-Apr-2003	Registered
United States of America	ORD					15-Apr-2023
FMC Acquisition Corp.						
Owner:					Attorneys:	

ECO-ACCENTS	34258-0029	United States of America	ORD	77/508,035	25-Jun-2008	28-Oct-2008	13-Jan-2009	3,561,013	Registered	13-Jan-2019
Owner:	FMC Acquisition Corp.						Attorneys:			
FAST & FINE	34258-0058	United States of America	ORD	72/443,679	13-Dec-1972		14-May-1974	983,593	Registered	14-May-2024
Owner:	Plantation Products, LLC						Attorneys:			
FERRY MORSE	34258-0030	United States of America	ORD	73/109,783	16-Dec-1976		15-Nov-1977	1,077,575	Registered	15-Nov-2017
Owner:	FMC Acquisition Corp.						Attorneys:			
FERRY-MORSE (Stylized)	34258-0032	United States of America	ORD	71/556,566	08-May-1948		15-Aug-1950	529,030	Registered	15-Aug-2020
Owner:	FMC Acquisition Corp.						Attorneys:			
FERRY-MORSE SEEDS	34258-0026	United States of America	ORD	77/692,007	16-Mar-2009	15-Mar-2011	12-Jun-2012	4,158,127	Registered	12-Jun-2022
GUARANTEED TO GROW (Stylized)										
Owner:	FMC Acquisition Corp.						Attorneys:			
FERRY'S SEEDS	34258-0033	United States of America	ORD	73/616,965	27-Aug-1986	05-May-1987	28-Jul-1987	1,449,969	Registered	28-Jul-2017
Owner:	FMC Acquisition Corp.						Attorneys:			
F-M	34258-0027	United States of America	ORD	71/500,869	25-Apr-1946		25-Mar-1947	428,508	Registered	25-Mar-2017
Owner:	FMC Acquisition Corp.						Attorneys:			
FREDONIA	34258-0055	United States of America	ORD	73/605,991	23-Jun-1986	03-May-1988	26-Jul-1988	1,497,960	Registered	26-Jul-2018
Owner:	Plantation Products, LLC						Attorneys:			
GARDENER'S DELIGHT and Design	34258-0049	United States of America	ORD	75/981,180	23-Dec-1998	04-Jan-2000	15-Jan-2002	2,530,655	Registered	15-Jan-2022
Owner:	Plantation Products, LLC						Attorneys:			
GARDENER'S HELPLINE	34258-0019	United States of America	ORD	77/673,702	19-Feb-2009		22-Jun-2010	3,808,671	Registered	22-Jun-2020
Owner:	FMC Acquisition Corp.						Attorneys:			
GOLDEN GATE PARK (Stylized)	34258-0015	United States of America	ORD	71/201,574	18-Aug-1924		16-Dec-1924	192,923	Registered	16-Dec-2014
Owner:	FMC Acquisition Corp.						Attorneys:			
GREEN ARBOR	34258-0022			77/286,117				3,722,901	Registered	

Owner:	United States of America	ORD	21-Sep-2007	20-Jan-2009	08-Dec-2009	08-Dec-2019
	FMC Acquisition Corp.				Attorneys:	
GREEN ARBOR KIDS	34258-0031		77/328/609			3,722,943 Registered
	United States of America	ORD	13-Nov-2007	20-Jan-2009	08-Dec-2009	08-Dec-2019
Owner:	FMC Acquisition Corp.				Attorneys:	
GROW and Design	34258-0034		77/633,163			3,955,276 Registered
	United States of America	ORD	15-Dec-2008	21-Apr-2009	03-May-2011	03-May-2021
Owner:	FMC Acquisition Corp.				Attorneys:	
HEALTH SMART	34258-0023		76/501,793			2,885,771 Registered
	United States of America	ORD	21-Mar-2003	09-Jun-2004	21-Sep-2004	21-Sep-2024
Owner:	FMC Acquisition Corp.				Attorneys:	
HOMELAWN	34258-0062		71/199,382			191,520 Registered
	United States of America	ORD	30-Jun-1924		11-Nov-1924	11-Nov-2014
Owner:	Plantation Products, LLC				Attorneys:	
KIDSEEDS	34258-0054		74/042,385			1,679,049 Registered
	United States of America	ORD	26-Mar-1990	22-Jan-1991	10-Mar-1992	10-Mar-2022
Owner:	Plantation Products, LLC				Attorneys:	
LET THE GOOD EARTH PRODUCE	34258-0024		73/024,785			1,011,665 Registered
	United States of America	ORD	20-Jun-1974		27-May-1975	27-May-2015
Owner:	FMC Acquisition Corp.				Attorneys:	
MORSE'S	34258-0036		71/488,083			422,975 Registered
	United States of America	ORD	07-Sep-1945	14-May-1946	20-Aug-1946	20-Aug-2016
Owner:	FMC Acquisition Corp.				Attorneys:	

NATURE'S CHOICE	34258-0053	United States of America	ORD	74/088,719	17-Aug-1990	14-May-1991	03-Dec-1991	1,666,340	Registered	03-Dec-2021
Owner:		Plantation Products, LLC					Attorneys:			
NK LAWN & GARDEN (Stylized)	34258-0051	United States of America	ORD	75/268,426	02-Apr-1997	09-Dec-1997	03-Mar-1998	2,141,007	Registered	03-Mar-2018
Owner:		Plantation Products, LLC					Attorneys:			
NORTHLAND	34258-0063	United States of America	ORD	71/084,379	08-Feb-1915			104,566	Registered	01-Jun-2015
Owner:		Plantation Products, LLC					Attorneys:			
PARKVIEW	34258-0061	United States of America	ORD	71/242,689	11-Jan-1927			228,511	Registered	07-Jun-2017
Owner:		Plantation Products, LLC					Attorneys:			
PLANTATION PRODUCTS	34258-0050	United States of America	ORD	75/457,137	25-Mar-1998	17-Jul-2001	09-Oct-2001	2,495,246	Registered	09-Oct-2021
Owner:		Plantation Products, LLC					Attorneys:			
PLAYGROUND (Stylized)	34258-0039	United States of America	ORD	71/514,190	13-Dec-1946			434,952	Registered	09-Dec-2017
Owner:		FMC Acquisition Corp.					Attorneys:			
PREVAIL	34258-0056	United States of America	ORD	73/111,923	10-Jan-1977			1,084,187	Registered	31-Jan-2018
Owner:		Plantation Products, LLC					Attorneys:			
QUICK 'N EASY	34258-0007	United States of America	ORD	76/224,505	14-Mar-2001	17-Sep-2002	30-Sep-2003	2,769,719	Registered	30-Sep-2023
Owner:		FMC Acquisition Corp.					Attorneys:			
QUICK 'N EASY	34258-0006	United States of America	ORD	74/389,799	13-May-1993	09-Nov-1993	01-Feb-1994	1,819,146	Registered	01-Feb-2024
Owner:		FMC Acquisition Corp.					Attorneys:			
QUICK TURF	34258-0060	United States of America	ORD	72/012,283	17-Jul-1956			652,544	Registered	08-Oct-2017
Owner:		Plantation Products, LLC					Attorneys:			
SHOWLAWN	34258-0010	United States of America	ORD	73/838,807	13-Nov-1989	22-May-1990	14-Aug-1990	1,610,001	Registered	14-Aug-2020
Owner:		FMC Acquisition Corp.					Attorneys:			

START SMART	34258-0011	76/500,409	2,843,762	Registered
Owner:	United States of America	ORD	14-Mar-2003	11-Nov-2003
	FMC Acquisition Corp.			18-May-2004
				Attorneys:
TASTE OF ASIA	34258-0040	77/977,715	3,716,884	Registered
Owner:	United States of America	ORD	20-May-2008	21-Oct-2008
	FMC Acquisition Corp.			24-Nov-2009
				Attorneys:
THE HAND THAT SEEDS THE WORLD	34258-0035	75/010,740	2,086,394	Registered
Owner:	United States of America	ORD	26-Oct-1995	01-Oct-1996
	FMC Acquisition Corp.			05-Aug-1997
				Attorneys:
THE ITALIAN CHOICE	34258-0020	77/478,916	3,684,056	Registered
Owner:	United States of America	ORD	20-May-2008	21-Oct-2008
	FMC Acquisition Corp.			15-Sep-2009
				Attorneys:
THE PERFECT INDOOR START FOR YOUR GARDEN!	34258-0021	77/494,436	3,557,427	Registered
Owner:	United States of America	ORD	09-Jun-2008	21-Oct-2008
	FMC Acquisition Corp.			06-Jan-2009
				Attorneys:
THRIFTY	34258-0057	73/070,346	1,044,371	Registered
Owner:	United States of America	ORD	28-Nov-1975	20-Jul-1976
	Plantation Products, LLC			
				Attorneys:
WILDGAME MAX	34258-0001	76/399,832	2,762,683	Registered
Owner:	United States of America	ORD	23-Apr-2002	07-Jan-2003
	FMC Acquisition Corp.			09-Sep-2003
				Attorneys: