

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM319562

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Quali-Grow Garden Products Inc.		09/29/2014	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	9005749 CANADA INC.		
<b>Street Address:</b>	771 Principale		
<b>City:</b>	Saint-Bonaventure, Quebec		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	J0C 1C0		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77899400	QUALI-GROW	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2027568087		
<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>Email:</b>	rkim@mwe.com		
<b>Correspondent Name:</b>	Richard Kim		
<b>Address Line 1:</b>	500 North Capitol Street, N.W.		
<b>Address Line 4:</b>	Washington, D.C. 20001		
<b>ATTORNEY DOCKET NUMBER:</b>	67600-168		
<b>NAME OF SUBMITTER:</b>	Richard Y. Kim		
<b>SIGNATURE:</b>	/Richard Y. Kim/		
<b>DATE SIGNED:</b>	10/09/2014		
<b>Total Attachments: 3</b>			
source=Assignment_between_QUALI-GROW_INC_and_9005749_Canada_Inc_#page1.tif			
source=Assignment_between_QUALI-GROW_INC_and_9005749_Canada_Inc_#page2.tif			
source=Assignment_between_QUALI-GROW_INC_and_9005749_Canada_Inc_#page3.tif			

CH \$40.00 77899400

**TRADE-MARK  
ASSIGNMENT**

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WHEREAS LES PRODUITS JARDINIERS QUALI-GROW INC / QUALI-GROW GARDEN PRODUCTS INC., the full post office address of whose principal office or place of business is 2472, Highway 17, L'Original, Ontario, K0B 1K0 (the "**Assignor**"), is the owner of the entire right, title and interest in and to the trade-mark identified in Schedule A and Schedule B attached hereto (the "**Marks**"), as well as the goodwill associated with and symbolised by the Marks;

WHEREAS 9005749 CANADA INC., the full post office address of whose principal office or place of business is 771 Principale, Saint-Bonaventure, Quebec, J0C 1C0 (the "**Assignee**") is desirous of obtaining the entire right, title and interest in and to the Marks, as well as the goodwill associated with and symbolised by the Marks;

NOW, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to said Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the Marks, including the goodwill associated with and symbolised by the Marks, together with the right to registration, the applications for registration and registrations set out in Schedule A and Schedule B attached hereto and all rights of action accrued under and by virtue thereof, including the right to sue and recover for past infringement of the marks and any rights of opposition accrued to the Assignor and any of its predecessors in title (the "**Assignment**");

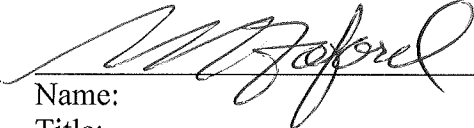
AND the Assignor agrees to execute all such documents and do all such acts, at the costs of the Assignee, as may be necessary to give effect to this Assignment and the recordal thereof;

AND the Assignor declares that any prior use of the Marks by it or by any of its predecessors in title enures to the exclusive benefit of the Assignee.

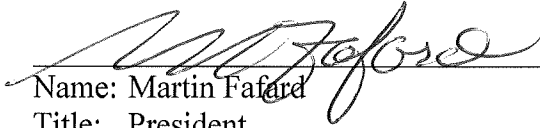
[SIGNATURE PAGE FOLLOWS]

EXECUTED in Montreal this 29 day of September, 2014.

The Assignor:  
LES PRODUITS JARDINIERS QUALI-  
GROW INC. / QUALI-GROW GARDEN  
PRODUCTS INC.

Per:   
Name:  
Title:

The Assignee: 9005749 CANADA INC

Per:   
Name: Martin Fafard  
Title: President

**SCHEDULE B**  
**UNITED STATES OF AMERICA**

Assigned Trade-mark

Trade-mark

Appl'n No.

Reg'n No.

**1. QUALI-GROW**

77/899,400

3,921,784