

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM376580

<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>
Bonnie Plants, Inc.		03/01/2016	Corporation: ALABAMA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Scotts Company LLC		
<b>Street Address:</b>	14111 Scottslawn Road		
<b>City:</b>	Marysville		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	43401		
<b>Entity Type:</b>	Limited Liability Company: OHIO		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4131968	BONNIE	
<b>Registration Number:</b>	4135594	BONNIE	
<b>Registration Number:</b>	3465919	BONNIE PLANTS	
<b>Registration Number:</b>	3465918	BONNIE PLANTS	
<b>Serial Number:</b>	86525733		
<b>Registration Number:</b>	4329434	DIRTY FINGERNAIL CLUB	
<b>Registration Number:</b>	4275819	DIRTY FINGERNAIL CLUB	
<b>Registration Number:</b>	4685318	GARDENING AT YOUR FINGERTIPS	
<b>Registration Number:</b>	4474007	GARDENING AT YOUR FINGERTIPS	
<b>Registration Number:</b>	3866992	GREENER. SMARTER. EASY.	
<b>Serial Number:</b>	86525714	HOMEGROWN WITH BONNIE PLANTS	
<b>Registration Number:</b>	3448145	HOO-RAY FOR HERBS!	
<b>Registration Number:</b>	3846813	LITTLE GREEN JUG	
<b>Registration Number:</b>	3474986	OUR ROOTS RUN DEEP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8043447999		
<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>	(804) 788-8331		

CH \$365.00 4131968

**Email:** HWITM@hunton.com  
**Correspondent Name:** Stephen P. Demm, Hunton & Williams LLP  
**Address Line 1:** 951 East Byrd Street  
**Address Line 4:** Richmond, VIRGINIA 23219-4074

**ATTORNEY DOCKET NUMBER:** 54936.25331

**NAME OF SUBMITTER:** Stephen P. Demm

**SIGNATURE:** /Stephen P. Demm/

**DATE SIGNED:** 03/14/2016

**Total Attachments: 5**

source=Trademark Security Agreement#page1.tif

source=Trademark Security Agreement#page2.tif

source=Trademark Security Agreement#page3.tif

source=Trademark Security Agreement#page4.tif

source=Trademark Security Agreement#page5.tif

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

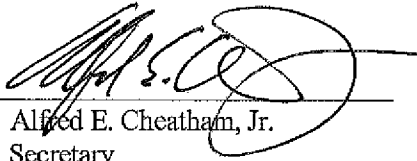
Please be advised that pursuant to the Security Agreement dated as of March 1, 2016 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and between Bonnie Plants, Inc., an Alabama corporation (the "Grantor"), and The Scotts Company LLC, an Ohio limited liability company (the "Lender"), the Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Lender.

The Grantor and the Lender hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature Page Follows]

Very truly yours,

BONNIE PLANTS, INC.

By:   
Name: Alfred E. Cheatham, Jr.  
Title: Secretary

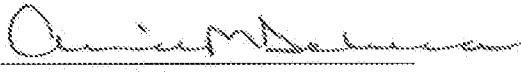
Acknowledged and Accepted:

THE SCOTTS COMPANY LLC,  
as Lender

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

THE SCOTTS COMPANY LLC,  
as Lender


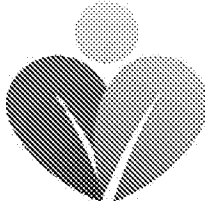
By: 

Name: Aimee DeLuca

Title: Vice President, Taxes & Assistant Secretary

Schedule I

Trademarks

<b>Grantor</b>	<b>Mark</b>	<b>App. No.</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
Bonnie Plants, Inc.	BONNIE	85/409,912	4,131,968	24-Apr-2012
Bonnie Plants, Inc.	BONNIE (Stylized) <b>Bonnie</b>	85/457,626	4,135,594	01-May-2012
Bonnie Plants, Inc. Assigned by Alabama Farmer's Cooperative, Inc., to Bonnie Plants, Inc. Signed 01-Aug-2009 Recorded 18-Feb-2010, Reel/Frame 4151/0295	BONNIE PLANTS	77/217,283	3,465,919	15-Jul-2008
Bonnie Plants, Inc. Assigned by Alabama Farmer's Cooperative, Inc., to Bonnie Plants, Inc. Signed 01-Aug-2009 Recorded 18-Feb-2010, Reel/Frame 4151/0295	BONNIE PLANTS and Design 	77/217,274	3,465,918	15-Jul-2008
Bonnie Plants, Inc.	Design Only 	86/525,733		
Bonnie Plants, Inc.	DIRTY FINGERNAIL CLUB	85/639,204	4,329,434	30-Apr-2013
Bonnie Plants, Inc.	DIRTY FINGERNAIL CLUB	85/669,893	4,275,819	15-Jan-2013
Bonnie Plants, Inc.	GARDENING AT YOUR FINGERTIPS	85/895,310	4,685,318	10-Feb-2015
Bonnie Plants, Inc.	GARDENING AT	85/895,331	4,474,007	28-Jan-2014

Inc.	YOUR FINGERTIPS			
Bonnie Plants, Inc.	GREENER. SMARTER. EASY.	77/959,820	3,866,992	26-Oct-2010
Bonnie Plants, Inc.	HOMEGROWN WITH BONNIE PLANTS	86/525,714		
Bonnie Plants, Inc. Assigned by Alabama Farmer's Cooperative, Inc., to Bonnie Plants, Inc. Signed 01-Aug-2009 Recorded 18-Feb-2010, Reel/Frame 4151/0295	HOO-RAY FOR HERBS!	77/226,216	3,448,145	17-Jun-2008
Bonnie Plants, Inc.	LITTLE GREEN JUG	77/959,793	3,846,813	07-Sep-2010
Bonnie Plants, Inc. Assigned by Alabama Farmer's Cooperative, Inc., to Bonnie Plants, Inc. Signed 01-Aug-2009 Recorded 18-Feb-2010, Reel/Frame 4151/0295	OUR ROOTS RUN DEEP	77/217,259	3,474,986	29-Jul-2008