

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FMC ACQUISITION CORP.		05/18/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RBS CITIZENS, N.A.
Street Address:	28 State Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Serial Number:	77692007	FERRY~MORSE SEEDS GUARANTEED TO GROW
Registration Number:	3955276	GROW
Registration Number:	2827422	AMERICA'S SELECT
Registration Number:	4042209	AMERICA'S SELECT
Registration Number:	4016821	AMERICA'S SELECT
Registration Number:	2001111	CALIFORNIA CHOICE
Registration Number:	0669447	
Registration Number:	1934229	D.M. FERRY
Registration Number:	3360542	DISCOVERY GARDEN
Registration Number:	2707916	DROUGHT FIGHTER
Registration Number:	3561013	ECO-ACCENTS
Registration Number:	1077575	FERRY MORSE
Registration Number:	0529030	FERRY-MORSE
Registration Number:	1449969	FERRY'S SEEDS

OP \$1040.00 77692007

Registration Number:	3126479	FERRY TALES
Registration Number:	0428508	F-M
Registration Number:	3808671	GARDENER'S HELPLINE
Registration Number:	1789573	GOLD TAG
Registration Number:	0192923	GOLDEN GATE PARK
Registration Number:	3722901	GREEN ARBOR
Registration Number:	3722943	GREEN ARBOR KIDS
Registration Number:	2885771	HEALTH SMART
Registration Number:	1011665	LET THE GOOD EARTH PRODUCE
Registration Number:	3380361	MCFAYDEN
Registration Number:	3380363	MCFAYDEN
Serial Number:	85462359	MOISTURE SAVER
Registration Number:	0422975	MORSE'S
Registration Number:	0534013	
Registration Number:	0969438	
Registration Number:	0434952	PLAYGROUND
Registration Number:	1819146	QUICK 'N' EASY
Registration Number:	2769719	QUICK 'N' EASY
Registration Number:	3265529	SEEDS OF JOY
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:	1786946	THE SOURCE OF NATURE
Registration Number:	2762683	WILDGAME MAX

CORRESPONDENCE DATA

Fax Number: 7045032622

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 704 503 2600

Email: trademarks@kslaw.com, jbuchner@kslaw.com, cmhudson@kslaw.com, vbantug@kslaw.com

Correspondent Name: King & Spalding LLP, Jennifer L. Buchner

Address Line 1: 100 N Tryon Street

Address Line
4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18588.015025 FMC ACQ.
-------------------------	-----------------------

NAME OF SUBMITTER:	Vicky R. Bantug, Paralegal
--------------------	----------------------------

Signature:	/Vicky R. Bantug/
------------	-------------------

Date:	06/14/2012
-------	------------

Total Attachments: 8

source=FMC--Signed USTMs#page1.tif
source=FMC--Signed USTMs#page2.tif
source=FMC--Signed USTMs#page3.tif
source=FMC--Signed USTMs#page4.tif
source=FMC--Signed USTMs#page5.tif
source=FMC--Signed USTMs#page6.tif
source=FMC--Signed USTMs#page7.tif
source=FMC--Signed USTMs#page8.tif

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office and Canadian Intellectual Property Office

Ladies and Gentlemen:

Please be advised that (a) pursuant to the Security Agreement dated as of May 18, 2012 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and RBS Citizens, N.A., as Administrative Agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon [the trademarks, trademark licenses and trademark applications] shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Secured Parties and (b) the undersigned hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the Trademarks (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.

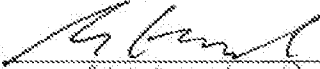
(FMC)

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
PLANETATION PRODUCTS, LLC

Very truly yours,

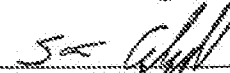
FMC ACQUISITION CORP.,
a Delaware Corporation

By: 
Name: Michael Rubel
Title: Vice-President

NOTICE OF SECURITY INTEREST IN TRADEMARKS
PLANTATION PRODUCTS, LLC

Acknowledged and Accepted:




RBS CITIZENS, N.A.,
as Administrative Agent

By: 
Name: Saun Caldwell
Title: Vice-President

Schedule I
Intellectual Property

Trademarks

I. The following trademarks are owned by FMC Acquisition Corp.

<u>Owner</u>	<u>Country</u>	<u>Trademark</u>	<u>Goods/Services</u>	<u>App. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Due Date</u>
FMC Acquisition Corp.	United States		Annual and perennial seeds, namely, flower, grass, and vegetable seeds for planting; raw herbs; fresh herbs; and live plants	77/692007	Mar. 16, 2009	N/A	N/A	N/A SOU filed on Mar. 13, 2012
FMC Acquisition Corp.	United States		Gift boxes containing seeds, namely, flower, vegetable and herbs	77/633163	Dec. 15, 2008	3,955,276	May 3, 2011	May 3, 2017
FMC Acquisition Corp.	United States	AMERICA'S SELECT	Grass seed	76/503234	Mar. 27, 2003	2,827,422	April 30, 2004	April 30, 2014
FMC Acquisition Corp.	United States	AMERICA'S SELECT	Packet seeds, namely, vegetable, herbs for planting and flower seeds	85/306371	April 27, 2011	4,042,209	Oct. 18, 2011	Oct. 18, 2017
FMC Acquisition Corp.	United States	AMERICA'S SELECT	Potting soil mix	85/042401	May 19, 2010	4,016,821	Aug. 23, 2011	Aug. 23, 2017
FMC Acquisition Corp.	United States	CALIFORNIA CHOICE	Lawn grass seed	74/710403	Aug. 3, 1995	2,001,111	Sept. 17, 1996	Sept. 17, 2016
FMC Acquisition Corp.	United States		Seeds, namely, vegetable, flower, and grass seeds	72/036794	Sept. 6, 1957	669,447	Nov. 11, 1958	Nov. 11, 2018
FMC Acquisition Corp.	United States	D.M. FERRY	Seeds for agricultural purposes	74/509128	April 5, 1994	1,934,229	Nov. 7, 1995	Nov. 7, 2015
FMC Acquisition Corp.	United States	DISCOVERY GARDEN	Flower and vegetable seeds for agricultural use	78/693196	Aug. 16, 2005	3,360,542	Dec. 25, 2007	Dec. 25, 2013



{HTW00004537; 10}

FMC Acquisition Corp.	United States	DROUGHT FIGHTER	Lawn grass seed	76/358832	Jan. 15, 2002	2,707,916	April 15, 2003	April 15, 2013
FMC Acquisition Corp.	United States	ECO-ACCENTS	Plant growing kits consisting primarily of flower and vegetable seeds packet and also containing peat pellets and a biodegradable pot and tray	77/508035	June 25, 2008	3,561,013	Jan. 19, 2009	Jan. 19, 2015
FMC Acquisition Corp.	United States	FERRY MORSE	Agricultural seeds, pasture seeds, forage seeds, and grain seeds	73/109783	Dec. 16, 1976	1,077,575	Nov. 15, 1977	Nov. 15, 2017
FMC Acquisition Corp.	United States	FERRY- MORSE	Seeds, namely vegetable, flower and grass seeds	71/556566	May 9, 1948	529,030	Aug. 15, 1950	Aug. 15, 2020
FMC Acquisition Corp.	United States	FERRY'S SEEDS	Seeds, namely vegetable, flower and grass seeds	73/616965	Aug. 27, 1986	1,449,969	July 28, 1987	July 28, 2017
FMC Acquisition Corp.	United States	FERRY TALES	Greeting cards containing a packet of seeds and a picture suitable for framing	78/a694276	Aug. 17, 2005	3,126,479	Aug. 8, 2006	Aug. 8, 2012
FMC Acquisition Corp.	United States	F-M	Seeds, namely vegetable and flower seeds	71/500869	April 25, 1946	428,508	Mar. 25, 1947	Mar. 25, 2017
FMC Acquisition Corp.	United States	GARDENER'S HELPLINE	Consultation services in the fields of gardening, garden care, flower arranging, flower bed care, and garden tree planting	77/673702	Feb. 19, 2009	3,808,671	June 22, 2010	June 22, 2016
FMC Acquisition Corp.	United States	GOLD TAG	Lawn grass seed	74/341916	Dec. 21, 1992	1,789,573	Aug. 24, 1993	Aug. 24, 2013
FMC Acquisition Corp.	United States	Golden Gate Park	Grass seed	71/201574	Aug. 18, 1924	192,923	Dec. 16, 1924	Dec. 16, 2014
FMC Acquisition Corp.	United States	GREEN ARBOR	Gardening gift kits, namely, garden kits for home use comprising gardening tools, specifically, a rake, fork, trowel,	77/286117	Sept. 21, 2007	3,722,901	Dec. 8, 2009	Dec. 8, 2015


{HTW00004537; 10}

			spade, weeding tool, and pruning shears and also flower, vegetable and plant bulbs and seed packets, growing containers, soil pellets, growing instructions, gloves, and miniature fencing for use in the growing containers (among others)					
FMC Acquisition Corp.	United States	GREEN ARBOR KIDS	Gardening gift kits, namely, garden kits for home use comprising gardening tools, specifically, a rake, trowel and spade, and also flower, vegetable and plant bulbs and seed packets, growing containers, soil pellets, growing instructions, gloves, and miniature fencing for use in the growing containers, all designed for use by children (among others)	77/328609	Nov. 13, 2007	3,722,943	Dec. 8, 2009	Dec. 8, 2015
FMC Acquisition Corp.	United States	HEALTH SMART	Packet seeds, namely, plant seeds	76/501793	Mar. 21, 2003	2,885,771	Sept. 21, 2004	Sept. 21, 2014
FMC Acquisition Corp.	United States	LET THE GOOD EARTH PRODUCE	Seeds, namely, agricultural seeds, vegetable seeds, flower seeds, pasture seeds, forage seeds, grass seeds, and grain seeds	73/024785	June 20, 1974	1,011,665	May 27, 1975	May 27, 2015
FMC Acquisition Corp.	United States	MCFAYDEN	Mail order catalog services featuring plant seeds and nursery products; direct mail advertising	77/088118	Jan. 22, 2007	3,380,361	Feb. 12, 2008	Feb. 12, 2014
FMC Acquisition	United States	McFayden	Mail order catalog services featuring	77/088,270	Jan. 22, 2007	3,380,363	Feb. 12, 2008	Feb. 12, 2014

{HTW00004537; 10}

Corp.			plant seeds and nursery products; direct mail advertising					
FMC Acquisition Corp.	United States	MOISTURE SAVER	Potting mix	85/462359	Nov. 2, 2011	N/A	N/A	N/A
FMC Acquisition Corp.	United States	MORSE'S	Vegetable, flower, and grass seeds	71/488083	Sept. 7, 1945	422,975	Aug. 20, 1946	Aug. 20, 2016
FMC Acquisition Corp.	United States		Seeds, namely, vegetable, flower and grass seeds	71/579273	May 21, 1949	534,013	Nov. 28, 1950	Nov. 28, 2020
FMC Acquisition Corp.	United States		Agricultural seeds, vegetable seeds, flower seeds, pasture seeds, forage seeds, grass seeds and grain seeds	72/434955	Sept. 7, 1972	969,438	Oct. 2, 1972	Oct. 2, 2013
FMC Acquisition Corp.	United States	Playground	Mixed lawn seed	71/514190	Dec. 13, 1946	434,952	Dec. 9, 1947	Dec. 9, 2017
FMC Acquisition Corp.	United States	QUICK 'N EASY	Lawn grass seed mixture	74/389799	May 13, 1993	1,819,146	Feb. 1, 1994	Feb. 1, 2014
FMC Acquisition Corp.	United States	QUICK 'N EASY	Growing kits sold as a unit primarily comprising a heated mat, water tray, soil tray, clear plastic dome and seed packets	76/224505	Mar. 14, 2001	2,769,719	Sept. 30, 2003	Sept. 30, 2013
FMC Acquisition Corp.	United States	SEEDS OF JOY	Plant starter kits comprising flower, vegetable and plant seeds and seed packets, growing container, drainage tray, soil pellets and growing instructions	76/623864	Dec. 8, 2004	3,265,529	July 17, 2007	July 17, 2013
FMC Acquisition Corp.	United States	SHOWLAWN	Lawn grass seed mixture	73/838807	Nov. 13, 1989	1,610,001	Aug. 14, 1990	Aug. 14, 2020
FMC Acquisition Corp.	United States	START SMART	Packet seeds, namely vegetable and herb seeds	76/500409	Mar. 14, 2003	2,843,762	May 18, 2004	May 18, 2014

{HTW00004537; 10}

FMC Acquisition Corp.	United States	TASTE OF ASIA	Vegetable seeds for planting	77/977715	May 20, 2008	3,716,884	Nov. 24, 2009	Nov. 24, 2015
FMC Acquisition Corp.	United States	THE HAND THAT SEEDS THE WORLD	Agricultural seeds, vegetable seeds, flower seeds, pasture seeds, forage seeds, grass seeds and grain seeds	75/010740	Oct. 26, 1995	2,086,394	Aug. 5, 1997	Aug. 5, 2017
FMC Acquisition Corp.	United States	THE ITALIAN CHOICE	Herbs and vegetable seeds for planting	77/478916	May 20, 2008	3,684,056	Sept. 15, 2009	Sept. 15, 2015
FMC Acquisition Corp.	United States	THE PERFECT INDOOR START FOR YOUR GARDEN!	Planters for flowers and plants, with or without seed	77/494436	June 9, 2008	3,557,427	Jan. 6, 2009	Jan. 6, 2015
FMC Acquisition Corp.	United States	THE SOURCE OF NATURE	Flower and vegetable seeds	74/261128	Mar. 31, 1992	1,786,946	August 10, 1993	August 10, 2013
FMC Acquisition Corp.	United States	WILDGAME MAX	Lawn grass seed	76/399832	April 23, 2002	2,762,683	Sept. 9, 2003	Sept. 9, 2013
FMC Acquisition Corp.	Canada		Seeds, namely, vegetable, flower and grass seeds	0381705	Dec. 30, 1974	TMA 209711	Sept. 26, 1975	Sept. 26, 2020
FMC Acquisition Corp.	Canada	DISCOVERY GARDEN	Flower and vegetable seeds for agricultural use	1532609	June 21, 2011	N/A	N/A	N/A
FMC Acquisition Corp.	Canada	D.M. FERRY	Seeds for agricultural purposes	0762650	Aug. 26, 1994	TMA 483065	Sept. 26, 1997	Sept. 26, 2012

{HTW00004537; 10}