

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445864

| | |
|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|-----------------------|
| SOUTHERN STATES COOPERATIVE, INCORPORATED | | 09/22/2017 | Corporation: VIRGINIA |

RECEIVING PARTY DATA

| | |
|--------------------------|---|
| Name: | BMO HARRIS BANK N.A., as Administrative Agent |
| Street Address: | 50 S. 6th Street Suite 1000 |
| Internal Address: | Attn: Stephanie Bach |
| City: | Minneapolis |
| State/Country: | MINNESOTA |
| Postal Code: | 55402 |
| Entity Type: | National Banking Association: UNITED STATES |

PROPERTY NUMBERS Total: 94

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------------|
| Serial Number: | 87418680 | DAIRY MAX |
| Registration Number: | 4897715 | SIL-SPREAD |
| Registration Number: | 4753239 | CARBCARE |
| Registration Number: | 4671803 | GREEN LABEL PLUS |
| Registration Number: | 4499112 | WITH ECO-GREEN APPLIED SCIENCE |
| Registration Number: | 4259292 | POWERSTROKE |
| Registration Number: | 4259291 | POWERSTROKE |
| Registration Number: | 4255389 | LEDGER |
| Registration Number: | 4255388 | CHRONICLE |
| Registration Number: | 4183033 | FOR THOSE WHO DO |
| Registration Number: | 4147719 | REVITALIZE |
| Registration Number: | 4147718 | REVITALIZE |
| Registration Number: | 4071637 | READY GREEN |
| Registration Number: | 4071607 | LEGENDS OMEGA PLUS |
| Registration Number: | 4116336 | SHADEE |
| Registration Number: | 3446854 | FIELDMASTER |
| Registration Number: | 3065356 | AGWAY |

CH \$2365.00 87418680

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 3065355 | AGWAY |
| Registration Number: | 3031590 | WEATHERSHED |
| Registration Number: | 2985269 | GREEN-GRO |
| Registration Number: | 2912895 | SS SOUTHERN STATES |
| Registration Number: | 3853073 | · FRESH FROM THE HEART · FRESH FROM THE |
| Registration Number: | 3762695 | AGWAY ENVIRONMENTALLY FRIENDLY PRODUCTS |
| Registration Number: | 3762694 | ECO AWARE AGWAY ENVIRONMENTALLY FRIENDLY |
| Registration Number: | 3692375 | RAINSHED |
| Registration Number: | 3672404 | FRESH FROM THE HEART · FRESH FROM THE FA |
| Registration Number: | 3638821 | ECO AWARE |
| Registration Number: | 3543120 | BRANDS YOU TRUST. PEOPLE WHO KNOW. |
| Registration Number: | 3528425 | FEEDMASTER |
| Registration Number: | 3481839 | PERFORMANCETECH |
| Registration Number: | 3474898 | FEEDMASTER |
| Registration Number: | 3474897 | FEEDMASTER CERTIFIED FEED SPECIALIST |
| Registration Number: | 3540193 | GOLD LABEL PLUS |
| Registration Number: | 3446355 | CARBCONTROL |
| Registration Number: | 2485311 | AFFIX |
| Registration Number: | 2578415 | CRITTER FEAST |
| Registration Number: | 2534284 | RELIABLE |
| Registration Number: | 2534283 | ADEPT |
| Registration Number: | 2604356 | CHLORO GOLD 720 |
| Registration Number: | 2469695 | CARPETMAKER |
| Registration Number: | 2462600 | SS ONTARGET |
| Registration Number: | 2422237 | SS FOAMMAX |
| Registration Number: | 2409481 | SS CHEMICLEAN |
| Registration Number: | 2427524 | SS FOAMFREE |
| Registration Number: | 2414712 | SS SUREMARK |
| Registration Number: | 2376162 | LIL' STRIKE |
| Registration Number: | 2425714 | ROCK-N-ROOSTER |
| Registration Number: | 2349114 | FARMER'S CATCH |
| Registration Number: | 2314899 | TRANSLATOR |
| Registration Number: | 2229944 | BUFFERZONE |
| Registration Number: | 2125743 | PRO-WAY |
| Registration Number: | 2200381 | STAGE |
| Registration Number: | 2169079 | DE-FAC |
| Registration Number: | 2095646 | LEGENDS |
| Registration Number: | 2032464 | SUPERGOLD |

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------|
| Registration Number: | 1977506 | SS SOUTHERN STATES |
| Registration Number: | 1909408 | GENOMAX |
| Registration Number: | 1815294 | SS SOUTHERN STATES |
| Registration Number: | 1849767 | SG |
| Registration Number: | 1847932 | AGWAY |
| Registration Number: | 1971323 | MAXI-GROW |
| Registration Number: | 1910788 | GOLDEN SONG |
| Registration Number: | 1822290 | EQUIMIN |
| Registration Number: | 1849533 | BIG STRIKE |
| Registration Number: | 1833570 | BIG STRIKE |
| Registration Number: | 2061693 | BEGINNINGS |
| Registration Number: | 1841458 | RELIANCE |
| Registration Number: | 1906735 | EQUITECH |
| Registration Number: | 1640717 | SPOT GREEN |
| Registration Number: | 1396295 | SOUTHERN STATES |
| Registration Number: | 1341322 | SOUTHERN STATES |
| Registration Number: | 1600379 | STATESMAN |
| Registration Number: | 1641278 | EASY-STIR |
| Registration Number: | 1622533 | HI-TRACTION |
| Registration Number: | 1561706 | GROWERS PRIDE |
| Registration Number: | 1560070 | FEEDER'S SELECT |
| Registration Number: | 1529163 | GREEN CHARGER |
| Registration Number: | 1525164 | SUPER GREEN |
| Registration Number: | 1312861 | GROWMASTER |
| Registration Number: | 1264470 | GROWMASTER |
| Registration Number: | 1188858 | SHADY GREEN |
| Registration Number: | 0816100 | AGWAY |
| Registration Number: | 0813726 | AGWAY |
| Registration Number: | 0808749 | AGWAY |
| Registration Number: | 0609751 | CALF DEVELOPER |
| Registration Number: | 0730224 | DURA-GREEN |
| Registration Number: | 0823866 | AGWAY |
| Registration Number: | 0859518 | AGWAY |
| Registration Number: | 0858931 | AGWAY |
| Registration Number: | 0818977 | AGWAY |
| Registration Number: | 0733641 | GREENLAWN |
| Registration Number: | 0712670 | WEAR GREEN |
| Registration Number: | 0684124 | CALF MAKER |

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 0600802 | DARI-FLO |

CORRESPONDENCE DATA

Fax Number: 3059615556

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: 3055790558

Email: chius@gtlaw.com

Correspondent Name: Greenberg Traurig, P.A. Attn: Sandy Chiu

Address Line 1: 333 SE 2nd Avenue Ste 4400

Address Line 4: Miami, FLORIDA 33131

| | |
|--------------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 144419.010700 |
| NAME OF SUBMITTER: | Sandy Chiu |
| SIGNATURE: | /Sandy Chiu/ |
| DATE SIGNED: | 10/04/2017 |

Total Attachments: 10

source=BMO_Southern States - Trademark Security Agreement#page1.tif
source=BMO_Southern States - Trademark Security Agreement#page2.tif
source=BMO_Southern States - Trademark Security Agreement#page3.tif
source=BMO_Southern States - Trademark Security Agreement#page4.tif
source=BMO_Southern States - Trademark Security Agreement#page5.tif
source=BMO_Southern States - Trademark Security Agreement#page6.tif
source=BMO_Southern States - Trademark Security Agreement#page7.tif
source=BMO_Southern States - Trademark Security Agreement#page8.tif
source=BMO_Southern States - Trademark Security Agreement#page9.tif
source=BMO_Southern States - Trademark Security Agreement#page10.tif

GRANT OF A SECURITY INTEREST --TRADEMARKS

This Trademark Security Agreement (this “**Trademark Security Agreement**”) is made as of September 22, 2017, by SOUTHERN STATES COOPERATIVE, INCORPORATED (“**Grantor**”), in favor of BMO HARRIS BANK, N.A., in its capacity as administrative agent for itself and the other Secured Parties (together with its successors and permitted assigns in such capacity, “**Grantee**”).

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “**Trademarks**”);

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated September 22, 2017 (as amended, restated, supplemented, modified or otherwise changed from time to time, the “**Security Agreement**”), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “**Collateral**”), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations. Notwithstanding the foregoing, no grant of any Lien or security interest shall be deemed granted hereunder on or in any “intent to use” Trademark application for which a Statement of Use or Amendment to Allege Use, as applicable, has not been filed and accepted with the U.S. Patent and Trademark Office.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

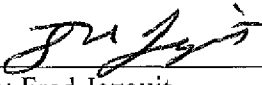
The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Grantee pursuant to the Security Agreement and each Grantor hereby acknowledges and agrees that the rights and remedies of the Grantee with respect to the security interest in the Trademark granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between this Agreement and the Security Agreement, the Security Agreement shall control.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

**SOUTHERN STATES COOPERATIVE,
INCORPORATED**, a Virginia corporation

By: 
Name: Fred Jezouit
Title: Chief Financial Officer

Signature Page to Grant of Security Interest - Trademark

**TRADEMARK
REEL: 006173 FRAME: 0200**

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

TRADEMARKS

| Trademark | Status | Appl. No. | Appl. Date | Reg. No. | Reg. Date |
|--------------------------------|---------------------|-----------|------------|----------|-----------|
| DAIRY MAX | Pending – Use based | 87418680 | 20-Apr-17 | | |
| SIL-SPREAD | Registered | 86621805 | 7-May-15 | 4897715 | 9-Feb-15 |
| CARBCARE | Registered | 86303667 | 9-Jun-14 | 4753239 | 9-Jun-15 |
| GREEN LABEL PLUS | Registered | 86320371 | 25-Jun-14 | 4671803 | 13-Jan-15 |
| WITH ECO-GREEN APPLIED SCIENCE | Registered | 85774402 | 8-Nov-12 | 4499112 | 18-Mar-14 |
| POWERSTROKE | Registered | 85593346 | 10-Apr-12 | 4259292 | 11-Dec-12 |
| POWERSTROKE | Registered | 85593338 | 10-Apr-12 | 4259291 | 11-Dec-12 |
| LEDGER | Registered | 85572938 | 19-Mar-12 | 4255389 | 4-Dec-12 |
| CHRONICLE | Registered | 85572927 | 19-Mar-12 | 4255388 | 4-Dec-12 |
| FOR THOSE WHO DO | Registered | 85490353 | 8-Dec-11 | 4183033 | 31-Jul-12 |
| REVITALIZE | Registered | 85292035 | 11-Apr-11 | 4147719 | 22-May-12 |
| REVITALIZE | Registered | 85292023 | 11-Apr-11 | 4147718 | 22-May-12 |
| READY GREEN | Registered | 85136257 | 23-Sep-10 | 4071637 | 13-Dec-11 |
| LEGENDS OMEGA PLUS | Registered | 85130876 | 16-Sep-10 | 4071607 | 13-Dec-11 |
| SHADEE | Registered | 85012268 | 12-Apr-10 | 4116336 | 20-Mar-12 |
| FIELDMASTER | Registered | 78881786 | 11-May-06 | 3446854 | 10-Jun-08 |
| AGWAY | Registered | 78482716 | 13-Sep-04 | 3065356 | 7-Mar-06 |
| AGWAY | Registered | 78482705 | 13-Sep-04 | 3065355 | 7-Mar-06 |
| WEATHERSHED | Registered | 78420156 | 17-May-04 | 3031590 | 20-Dec-05 |

TRADEMARKS

| Trademark | Status | Appl. No. | Appl. Date | Reg. No. | Reg. Date |
|---|------------|-----------|------------|----------|-----------|
| GREEN-GRO | Registered | 78405524 | 21-Apr-04 | 2985269 | 16-Aug-05 |
| SS SOUTHERN STATES | Registered | 78273124 | 11-Jul-03 | 2912895 | 21-Dec-04 |
| · FRESH FROM THE HEART · FRESH FROM THE FARM | Registered | 77935919 | 15-Feb-10 | 3853073 | 28-Sep-10 |
| AGWAY ENVIRONMENTALLY FRIENDLY PRODUCTS | Registered | 77782324 | 16-Jul-09 | 3762695 | 23-Mar-10 |
| ECO AWARE AGWAY ENVIRONMENTALLY FRIENDLY PRODUCTS | Registered | 77782317 | 16-Jul-09 | 3762694 | 23-Mar-10 |
| RAINSHED | Registered | 77697153 | 23-Mar-09 | 3692375 | 6-Oct-09 |
| FRESH FROM THE HEART · FRESH FROM THE FARM · | Registered | 77662288 | 3-Mar-09 | 3672404 | 25-Aug-09 |
| ECO AWARE | Registered | 77612846 | 12-Dec-08 | 3638821 | 16-Jun-09 |
| BRANDS YOU TRUST. PEOPLE WHO KNOW. | Registered | 77450553 | 17-Apr-08 | 3543120 | 9-Dec-08 |
| FEEDMASTER | Registered | 77207549 | 15-Jun-07 | 3528425 | 4-Nov-08 |
| PERFORMANCETECH | Registered | 77240506 | 27-Jul-07 | 3481839 | 5-Aug-08 |
| FEEDMASTER | Registered | 77207534 | 15-Jun-07 | 3474898 | 29-Jul-08 |
| FEEDMASTER CERTIFIED FEED SPECIALIST | Registered | 77207521 | 15-Jul-07 | 3474897 | 29-Jul-08 |
| GOLD LABEL PLUS | Registered | 77455556 | 23-Apr-08 | 3540193 | 2-Dec-08 |
| CARBONCONTROL | Registered | 77240483 | 27-Jul-07 | 3446355 | 10-Jun-08 |
| AFFIX | Registered | 76148943 | 18-Oct-00 | 2485311 | 4-Sep-01 |
| CRITTER FEAST | Registered | 76297584 | 9-Aug-01 | 2578415 | 11-Jun-02 |

TRADEMARKS

| Trademark | Status | Appl. No. | Appl. Date | Reg. No. | Reg. Date |
|-----------------|------------|-----------|------------|----------|-----------|
| RELIABLE | Registered | 76293008 | 2-Aug-01 | 2534284 | 29-Jan-02 |
| ADEPT | Registered | 76293007 | 2-Aug-01 | 2534283 | 29-Jan-02 |
| CHLORO GOLD 720 | Registered | 76265609 | 4-Jun-01 | 2604356 | 6-Aug-02 |
| CARPETMAKER | Registered | 76086477 | 11-Jul-00 | 2469695 | 17-Jul-01 |
| SS ONTARGET | Registered | 75758323 | 23-Jul-99 | 2462600 | 19-Jun-01 |
| SS FOAMMAX | Registered | 75758324 | 23-Jul-99 | 2422237 | 16-Jan-01 |
| SS CHEMICLEAN | Registered | 75702897 | 11-May-99 | 2409481 | 28-Nov-00 |
| SS FOAMFREE | Registered | 75702896 | 5/11/199 | 2427524 | 6-Feb-01 |
| SS SUREMARK | Registered | 75702890 | 11-May-99 | 2414712 | 19-Dec-00 |
| LIL' STRIKE | Registered | 75659175 | 10-Mar-99 | 2376162 | 8-Aug-00 |
| ROCK-N-ROOSTER | Registered | 75653797 | 4-Mar-99 | 2425714 | 30-Jan-01 |
| FARMER'S CATCH | Registered | 75554740 | 17-Sep-98 | 2349114 | 9-May-00 |
| TRANSLATOR | Registered | 75343398 | 19-Aug-97 | 2314899 | 1-Feb-00 |
| BUFFERZONE | Registered | 75248946 | 27-Feb-97 | 2229944 | 9-Mar-99 |
| PRO-WAY | Registered | 75243511 | 18-Feb-97 | 2125743 | 30-Dec-97 |
| STAGE | Registered | 75228819 | 21-Jan-97 | 2200381 | 27-Oct-98 |
| DE-FAC | Registered | 75215697 | 19-Dec-96 | 2169079 | 30-Jun-98 |
| LEGENDS | Registered | 74685240 | 6-Jun-95 | 2095646 | 9-Sep-97 |
| SUPERGOLD | Registered | 74438158 | 20-Sep-93 | 2032464 | 21-Jan-97 |

TRADEMARKS

| Trademark | Status | Appl. No. | Appl. Date | Reg. No. | Reg. Date |
|--------------------|--|-----------|------------|----------|-----------|
| SS SOUTHERN STATES | Registered | 741115425 | 15-Nov-90 | 1977506 | 4-Jun-96 |
| GENOMAX | Registered | 74468270 | 10-Dec-93 | 1909408 | 1-Aug-95 |
| SS SOUTHERN STATES | Registered | 74800405 | 15-Nov-90 | 1815294 | 4-Jan-94 |
| SG | Registered | 74440607 | 27-Sep-93 | 1849767 | 16-Aug-94 |
| AGWAY | Registered | 74074501 | 2-Jul-90 | 1847932 | 2-Aug-94 |
| MAXI-GROW | Registered - to be abandoned as per client instruction | 74672448 | 4-May-95 | 1971323 | 30-Apr-96 |
| GOLDEN SONG | Registered - to be abandoned as per client instruction | 74440882 | 27-Sep-93 | 1910788 | 8-Aug-95 |
| EQUIMIN | Registered | 74396079 | 28-May-93 | 1822290 | 22-Feb-94 |
| BIG STRIKE | Registered | 74394490 | 25-May-93 | 1849533 | 9-Aug-94 |
| BIG STRIKE | Registered | 74394308 | 25-May-93 | 1833570 | 3-May-94 |
| BEGINNINGS | Registered - to be abandoned as per client instruction | 74369228 | 19-Mar-93 | 2061693 | 13-May-97 |
| RELIANCE | Registered | 74369224 | 19-Mar-93 | 1841458 | 21-Jun-94 |
| EQUITECH | Registered - to be abandoned as per client instruction | 74180397 | 28-Jun-91 | 1906735 | 18-Jul-95 |
| SPOT GREEN | Registered | 74060379 | 18-May-90 | 1640717 | 9-Apr-91 |
| SOUTHERN STATES | Registered | 73563373 | 15-Oct-85 | 1396295 | 10-Jun-86 |
| SOUTHERN STATES | Registered | 73509174 | 16-Nov-84 | 1341322 | 11-Jun-85 |

TRADEMARKS

| Trademark | Status | Appl. No. | Appl. Date | Reg. No. | Reg. Date |
|-----------------|--|-----------|------------|----------|-----------|
| STATESMAN | Registered | 73838266 | 13-Nov-89 | 1600379 | 12-Jun-90 |
| EASY-STIR | Registered | 73814882 | 26-Jul-89 | 1641278 | 16-Apr-91 |
| HI-TRACTION | Registered | 73814143 | 24-Jul-89 | 1622533 | 13-Nov-90 |
| GROWERS PRIDE | Registered | 73780897 | 15-Feb-89 | 1561706 | 24-Oct-89 |
| FEEDER'S SELECT | Registered | 73764675 | 21-Nov-88 | 1560070 | 10-Oct-89 |
| GREEN CHARGER | Registered | 73727797 | 11-May-88 | 1529163 | 14-Mar-89 |
| SUPER GREEN | Registered | 73709291 | 4-Feb-88 | 1525164 | 21-Feb-89 |
| GROWMASTER | Registered - to be abandoned as per client instruction | 73376229 | 23-Jul-82 | 1312861 | 8-Jan-85 |
| GROWMASTER | Registered | 73371682 | 25-Jun-82 | 1264470 | 17-Jan-84 |
| SHADY GREEN | Registered | 73243701 | 21-Dec-79 | 1188858 | 2-Feb-82 |
| AGWAY | Registered | 72224366 | 28-Jul-65 | 0816100 | 4-Oct-66 |
| AGWAY | Registered | 72224363 | 28-Jul-65 | 0813726 | 30-Aug-66 |
| AGWAY | Registered | 72224365 | 28-Jul-65 | 0808749 | 24-May-66 |
| CALF DEVELOPER | Registered | 71669152 | 11-Jan-55 | 0609751 | 26-Jul-55 |
| DURA-GREEN | Registered | 72073176 | 23-Apr-59 | 0730224 | 24-Apr-62 |
| AGWAY | Registered - to be abandoned as per client instruction | 72244867 | 4-May-66 | 0823866 | 14-Feb-67 |
| AGWAY | Registered | 72224364 | 28-Jul-65 | 0859518 | 5-Nov-68 |

TRADEMARKS

| Trademark | Status | Appl. No. | Appl. Date | Reg. No. | Reg. Date |
|------------|--|-----------|------------|----------|-----------|
| AGWAY | Registered | 72189675 | 26-Mar-64 | 0858931 | 22-Oct-68 |
| AGWAY | Registered - to be abandoned as per client instruction | 72189665 | 26-Mar-64 | 0818977 | 22-Nov-66 |
| GREENLAWN | Registered | 72124631 | 25-Jul-61 | 0733641 | 3-Jul-62 |
| WEAR GREEN | Registered | 72099313 | 20-Jun-60 | 0712670 | 21-Mar-61 |
| CALF MAKER | Registered | 72028390 | 17-Apr-57 | 0684124 | 25-Aug-59 |
| DARI-FLO | Registered - to be abandoned as per client instruction | 71647320 | 19-May-53 | 0600802 | 11-Jan-55 |