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
Zenith Products Corporation		11/30/2005	CORPORATION: DELAWARE

#### RECEIVING PARTY DATA

Name:	NewStar Financial, Inc., as Administrative Agent and Collateral Agent	
Street Address:	500 Boylston Street, Suite 1600	
City:	Boston	
State/Country:	MASSACHUSETTS	
Postal Code:	02116	
Entity Type:	CORPORATION: DELAWARE	

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	1602321	Z ZENITH PRODUCTS CORP.
Registration Number:	2236008	BATHSTYLES
Registration Number:	2338995	SWIVEL-LOCK
Registration Number:	2409231	ZENITH INTERIORS
Registration Number:	2767281	ZENITH
Registration Number:	2691444	ZENITH
Registration Number:	2803171	BATH IN A BOX
Registration Number:	2845855	Z
Serial Number:	78360983	TWISTTIGHT
Serial Number:	78477633	BATH SPACES
Serial Number:	78477641	SHOWER WORKS
Serial Number:	78495165	PEAK PERFORMANCE

CORRESPONDENCE DATA

**TRADEMARK** REEL: 003202 FRAME: 0457

900037016

Fax Number: (617)227-4420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617.239.0632

Email: agrandy@eapdlaw.com

Correspondent Name: Adam M. Grandy

Address Line 1: 111 Huntington Avenue

Address Line 2: Edwards Angell Palmer & Dodge LLP
Address Line 4: Boston, MASSACHUSETTS 02199

ATTORNEY DOCKET NUMBER:	26005-3
NAME OF SUBMITTER:	Adam M. Grandy
Signature:	/Adam M. Grandy/
Date:	12/01/2005

#### Total Attachments: 9

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### **SECURITY AGREEMENT (TRADEMARKS)**

(the "Trademark Security Agreement")

WHEREAS Zenith Products Corporation, a Delaware corporation (the "<u>Pledgor</u>"), having an address at 400 Lukens Drive, New Castle, Delaware10720, is the owner and user, as indicated on Schedule A, of the United States registered trademarks and/or trademark applications filed with the United States Patent and Trademark Office listed on the attached Schedule A (collectively, the "<u>Trademarks</u>");

WHEREAS the Pledgor is a co-borrower under the terms of that certain Credit Agreement, dated as of November 30, 2005 (as amended from time to time, the "Credit Agreement") among the Pledgor and ZPC Holding Corp., a Delaware corporation, as joint and several borrowers, the Lenders from time to time party thereto (the "Lenders"), NewStar Financial, Inc., as Administrative Agent and Collateral Agent (the "Agent"), Madison Capital Funding LLC, as Syndication Agent, and the other financial institutions named therein as arrangers or agents;

WHEREAS the Pledgor is a party to that certain Security Agreement, dated as of November 30, 2005 (as amended from time to time, the "Security Agreement") among the Pledgor and ZPC Holding Corp., a Delaware corporation, as grantors thereunder, and the Agent, pursuant to which the Pledgor has granted to the Agent, for the benefit of the Lenders, a security interest in, among other things, the Trademarks;

WHEREAS the parties to the Credit Agreement contemplate and intend that, if an Event of Default (as defined in the Credit Agreement) shall occur and be continuing, the Agent and the Lenders shall have the rights and remedies set forth in the Security Agreement, including, without limitation, the right to exercise their remedies under the Security Agreement with respect to all of the Pledgor's right, title and interest in and to the Trademarks;

**NOW**, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Pledgor hereby agrees as follows:

The Pledgor hereby reconfirms the terms of the Security Agreement. The Pledgor further hereby grants to the Agent, for the benefit of the Lenders, a security interest in all of the Pledgor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, the registrations and/or applications for registration of the Trademarks, and all of the Pledgor's rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Trademarks, and all proceeds of any and all of the foregoing (collectively, the "Trademark Collateral").

The grant of a security interest in the Trademark Collateral by the Pledgor pursuant hereto secures the payment of all Obligations (as defined in the Credit Agreement) now or hereafter existing under or in respect of the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement).

The Pledgor authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable United States government officer record this Trademark Security Agreement.

This Trademark Security Agreement has been entered into in connection with the Security Agreement, and the Pledgor and the Agent hereby acknowledge and agree that the grant of the security interest hereunder to the Agent, for the benefit of the Lenders, and the rights and remedies of the Agent and the Lenders with respect to the Trademark Collateral, are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference.

This Trademark Security Agreement shall be governed by, and construed in accordance with the laws of the Commonwealth of Massachusetts.

This Trademark Security Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single agreement.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, each of the Pledgor and the Agent has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the 3c day of November, 2005.

### PLEDGOR:

	I DDD COR.	<u>.</u>	
	ZENITH PF	RODUCTS CORPORAT	ION
•	By: Name: Title:	JOSEPH MAHIN PRESIDENT	<u> </u>
AGENT:			
NEWSTAR FINANCIAL, INC.			
Ву:			·
Name: Title:			

IN WITNESS WHEREOF, each of the Pledgor and the Agent has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the 30 day of November, 2005.

### **PLEDGOR:**

#### ZENITH PRODUCTS CORPORATION

By:				
Na	ame:			
Tit	tle:			

**AGENT:** 

NEWSTAR FINANCIAL, INC.

Name: Robert E. Hornstein

Title: Director – Portfolio Management

**REEL: 003202 FRAME: 0462** 

A gentName

## Trademarks by Client/Division

United States

A gent Name

00000

INTERNATIONAL

ClassNumber

ClassType

Goods

**BATH ACCESSORIES** 

DocketNumber ....

1653013T

1/5/1989 773083

6/19/1990 1602321

REG NAT

Registered

7/19/2010

CurrentOwnerN ZENITH PRODUCTS CORP.

Attorney Name GAR ZARINS

2 Zenith Products and Design

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INTERNATIONAL

BATH ACCESSORIES

ClassNumber

ClassType

Goods

DocketNumber

1653013T

REG

8/18/1999

AgentName

Attorney Name GAR ZARINS

CurrentOwnerN ZENITH PRODUCTS CORP.

Z Zenith Products and Design

00000

ClassNumber

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## MDC IPMaster

# TRADEMARKS FOR CLIENT/DIVISION

# ZENITH PRODUCTS CORP.

**TRADEMARK** 

003202 FRAME: 0463

CountryName	MarkName	
Application Date	ApplicationNumber	
RegistrationDate	RegistrationNumber	
ExpirationDate	PublicationDate	

Attorney Name GAR ZARINS	Chile	Z Zenith Products and Design	CountryName	MarkName
AR ZARINS		Design		
DocketNumber				• .
1653013T	8/11/1998	423667	Application Date	ApplicationNumber
REG NAT	6/24/1999	532737	RegistrationDate	RegistrationNumber
Registered	1/20/2009		ExpirationDate	PublicationDate

DocketNumber		
1653013T	8/11/1998	423667
REG NAT	6/24/1999	532/3/

Attorney Name GAR ZARINS CurrentOwnerN ZENITH PROD	India	Z Zenith Products and Design		AgentName	Current OwnerN
Attorney Name GAR ZARINS  CurrentOwnerN ZENITH PRODUCTS CORP.		and Design		•	Current OwnerN ZENITH PRODUCTS CORP.
			00000	ClassNumber ClassType	
DocketNumber			INTERNATIONAL	ber Cla	
lumber			TIONAL	usType	,
16530131	9/22/1999	877737	BATH ACCESSORIES	Goods	
REG NAT 1					

	nber ClassType INTERNATIONAL	DocketNumber	INTERNATIONAL
74114/99	Goods BATH ACCESSORIES	1653013T	BATH ACCESSORIES 877737
445571		REG	

REG	
G NAT	
1 Filed	
2	

ES	
4455711	REG I
	NAT 1 Filed
3/27/2001	ā

REG NAT	2/23/2001	4455711	
Registered	2/23/2011	3/27/2001	

# Trademarks by Client/Division

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MDC IPMaster

### TRADEMARK REEL: 003202 FRAME: 0464

# TRADEMARKS FOR CLIENT/DIVISION

ZENITH PRODUCTS CORP.

MarkName			ApplicationNumber	RegistrationNumber	Publication Date
CountryName			Application Date	RegistrationDate	ExpirationDate
BATHSTYLES			067050	2236008	1/8/1998
United States			3/4/1996	3/30/1999	3/30/2009
Attorney Name	GAR ZARINS	<b>DocketNumber</b>	1653043T	Z NAT	Registered
CurrentOwnerN	ZENITH PRODUCTS CORP.				٠
AgentName		ClassNumber ClassType	Goods		
,		NTER	BATH ACCESSORIES NAMELY SHELF UNITS AND SHOWER CADDIES	SHELF UNITS AND SHOWER	
SWIVEL-LOCK			298381	2338995	2/16/1999
United States			5/27/1997	4/4/2000	4/4/2010
Attorney Name	GAR ZARINS	<b>DocketNumber</b>	1653054T	Z NAT	Registsered
CurrentOwnerix	ZENIIH PHODUCIU CORP.				
118 chest mine		21 INTERNATIONAL	NON-METAL CLIP FOR SHOWER CADDY	CADDY	
ZENITH INTERIORS	u,		549128	2409231	11/9/1999
United States			9/8/1998	11/28/2000	11/28/2010
Attorney Name	GAR ZARINS	<b>DocketNumber</b>	1653095T	REG NAT	Registsered
CurrentOwnerN	ZENITH PRODUCTS CORP.				
AgentName		zssNumbe.	Goods		
			00000		
ZENITH			09363	99582	
Guatemala		: .	11/23/1998	10/28/1999	10/28/2009
Attorney Name	GAR ZARINS	DocketNumber	1653097T	REG NAT	Registsered
CurrentOwners	CENTIA PAODOCTO CORF.				
AgentName		ClassNumber ClassType 00000 INTERNATIONAL	BATHROOM ACCESSORIES	e.	

# Trademarks by Client/Division

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MDC IPMaster

# TRADEMARKS FOR CLIENT/DIVISION

ZENITH PRODUCTS CORP.

	DRYING RACKS, SHELVES, E RECEPTACLES AND DERS	METAL TOWEL AND CLOTHES DRYING RACKS, SHELVES, RECEPTICLES NAMELY WASTE RECEPTACLES AND NEWSPAPER/MAGAZINE HOLDERS	3	20		
·		Goods	ClassType	ClassNumber	ZENITH PRODUCTS CORP.	CurrentOwnerN AgentName
Registered	REG NAT	1653216T	DocketNumber		GAR ZARINS	Attorney Name
2/7/2020	2/7/2005	1/28/2004				Canada
	632125	1204483	- 4			BATH IN A BOX
·	NMELY TOWEL RACKS, TOWEL	BATHROOM ACCESSORIES NAMELY TOWEL RACKS, TOWEL BARS, SHOWER CADDIES AND SHOWER RODS		2		
	ABINETRY; SHELVING	Goods BATHROOM AND STORAGE CABIN	ClassType	ClassNumber 20		AgentName
					ZENITH PRODUCTS CORP.	CurrentOwnerN
Registered	Z NAT	1653176T	<b>DocketNumber</b>	2	GAR ZARINS	Attorney Name
2/25/2013	2/25/2003	9/11/2000				United States
3/19/2002	2691444	125644			SIGN	Z ZENITH AND DESIGN
	NMELY TOWEL BARS, TOWEL DISHES, TOWEL HOLDERS	BATHROOM ACCESSORIES NAMELY TOWEL BARS, TOWEL RINGS, BATH CADDIES, SOAP DISHES, SHOWER RODS AND TOOTHBRUSH-TUMBLER HOLDERS	INTERNATIONAL	21 IV:		
	ND STORAGE CABINETS	CABINETRY NAMELY BATH AND		20		
		Goods	ClassType	ClassNumber		AgentName
					ZENITH PRODUCTS CORP.	CurrentOwnerN
Registered	Z NAT	1653097T	<b>DocketNumber</b>	2	GAR ZARINS	Attorney Name
9/23/2013	9/23/2003	9/11/2000				United States
3/12/2002	2767281	125647				ZENTH
ExpirationDate	RegistrationDate	Application Date				CountryName
PublicationDate	RegistrationNumber	<b>ApplicationNumber</b>				MarkName

# Trademarks by Client/Division

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### TRADEMARK REEL: 003202 FRAME: 0466

# TRADEMARKS FOR CLIENT/DIVISION

ZENITH PRODUCTS CORP.

<i>MarkName</i>				ApplicationNumber	Registration Number	<b>PublicationDate</b>
CountryName				Application Date	RegistrationDate	ExpirationDate
BATH IN A BOX				371085	2803171	2/4/2003
Inited States				6/19/2002	1/6/2004	1/6/2014
Attorney Name	GAR ZARINS	0	<b>DocketNumber</b>	1653216T	Z NAT	Registered
CurrentOwnerN	ZENITH PRODUCTS CORP.					
1gentName		ClassNumber	ClassType	Goods		
,		20		FURNITURE OF METAL, NAMELY, SH AND RECEPTACLES	Y, SHELVES, STORAGE RACKS	KS
! Logo				425261	2845855	8/12/2003
Jnited States				6/24/2002	5/25/2004	5/25/2014
SurrentOwnerN ZENITH PRO	Attorney Name	0	DocketNumber	1653227T	Z NAT	Registered
1 gentName		ClassNumber 020 INT	<i>r ClassType</i> INTERNATIONAL	Goods  BATHROOM CABINETS, VANITIES, RACKS AND SHELVING	S. RACKS AND SHELVING	
		021 INT	INTERNATIONAL	BATHROOM ACCESSORIES NAMELY SHOWER AND BATH CADDIES	MELY SHOWER AND BATH	
WISTTIGHT and Design	esign			78/360983		
Jnited States				2/2/2004		
ttorney Name	GAR ZARINS	ø	DocketNumber	1653324 <b>T</b>	REG NAT	Filed
CurrentOwnerN	CurrentOwnerN ZENITH PRODUCTS CORP.	) :	<u>)</u> 1			
1 gentName		ClassNumber	ClassType Goods	Goods		

RECORDED: 12/01/2005

# TRADEMARKS FOR CLIENT/DIVISION

# ZENITH PRODUCTS CORP.

A gentName	Attorney Name	United States	PEAK PERFROMANCE	AgentName	Attorney Name CurrentOwnerN	United States	SHOWER WORKS	AgentName	CurrentOwnerN	Attorney Name	United States	BATH SPACES	CountryName	MarkName
LENIER PRODUCTS CORP.	GAR ZARINS		NCE		GAR ZARINS ZENITH PRODUCTS CORP.				ZENITH PRODUCTS CORP.	GAR ZARINS				٠.
ClassNumber	2			ClassNumber	2			ClassNumber		7				
ClassType	DocketNumber			ClassType	DocketNumber			ClassType		DocketNumber:			•	
Goods BODY WEIGHT AND FAT MEASURING DEVICES	1653345T	10/6/2004	78/495165	<i>Goods</i> BATH FURNITURE	1653336T	9/2/2004	78/477641	Goods BATH FURNITURE		1653335T	9/2/2004	78/477633	Application Date	ApplicationNumber
ASURING DEVICES	2				Z					Z			RegistrationDate	RegistrationNumber
v	NAT				NAT					NAT			nDate	Vumber
	Filed		9/20/2005		Filed		7/19/2005			Filed			ExpirationDate	PublicationDate

**TRADEMARK** 

REEL: 003202 FRAME: 0467