

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ECS Holdings, Inc.		12/30/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fifth Third Bank - Canada Branch
Street Address:	20 Bay Street
Internal Address:	12th Floor
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5J 2N8
Entity Type:	Bank:

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2830115	CATTRAP
Registration Number:	2871607	COMBICLEAN
Registration Number:	2830113	COMBIFILTER
Registration Number:	2921618	PURIFILTER
Registration Number:	2823451	PURIMUFFLER
Registration Number:	2830123	TERMINOX
Registration Number:	1523429	SHUTTLEWORTH MUFFLERS
Registration Number:	1463896	TESSI
Registration Number:	1524406	THE INSTALLER FRIENDLY MUFFLER

CORRESPONDENCE DATA

Fax Number: (216)348-5474
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2163485400

OP \$240.00 2830115

Email: ip@mcdonaldhopkins.com
Correspondent Name: McDonald Hopkins Co., LPA
Address Line 1: 600 Superior Avenue, East
Address Line 2: Suite 2100
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER: 10023-00122

DOMESTIC REPRESENTATIVE

Name: McDonald Hopkins Co., LPA
Address Line 1: 600 Superior Aveune, East
Address Line 2: Suite 2100
Address Line 4: Cleveland, OHIO 44114

NAME OF SUBMITTER: Grant A. Monachino

Signature: /grantamonachino/

Date: 01/04/2006

Total Attachments: 12
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SECURITY AGREEMENT

THIS SECURITY AGREEMENT (as amended, modified, renewed or extended, this "Agreement") dated as of December 30, 2005, is made by and between ECS HOLDINGS, INC., a Delaware corporation (the "Guarantor"), and FIFTH THIRD BANK (acting through its Canada Branch), an authorized foreign bank under the *Bank Act* (the "Bank").

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intangibles," "instruments," "inventory," "investment property," "letter-of-credit rights," "proceeds" and "supporting obligations."

2. GRANT OF SECURITY INTEREST; COLLATERAL

2.1. Grant of Security Interest. As security for the payment and performance of the Secured Obligations (as defined in Section 3), the Guarantor hereby pledges, assigns and grants to the Bank a security interest in, to and under all of its personal property, wherever located and whether now existing or hereafter acquired or arising, including the following property (collectively and severally, the "**Guarantor Collateral**"):

REDACTED

- (f) all Intellectual Property Collateral (as defined in Section 7);

Redacted Pages 3-11

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7.3. Additional Definition. As used in this Agreement, "**Intellectual Property Collateral**" means the following properties and assets owned or held by the Guarantor or in which the Guarantor otherwise has any interest, now existing or hereafter acquired or arising:

(c) all provincial, state (including common law), federal and foreign trademarks, service marks and trade names, and applications for registration of such trademarks, service marks and trade names, all licenses relating to any of the foregoing and all income and royalties with respect to any licenses (including such marks, names, applications and licenses as described in *Schedule 2*), whether registered or unregistered and wherever registered, all rights to sue for past, present or future infringement or unconsented thereof, all rights arising therefrom and pertaining thereto and all reissues, extensions and renewals thereof;

business ident

(e) the entire goodwill of or associated with the businesses now or hereafter conducted by the Guarantor or its licensees connected with and symbolized by any of the aforementioned properties and assets; and

(f) all accounts, all intangible intellectual or other similar property and other general intangibles associated with or arising out of any of the aforementioned properties and assets and not otherwise described above.

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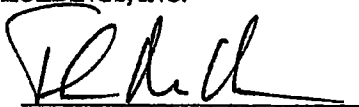
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IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement as of the date first above written.

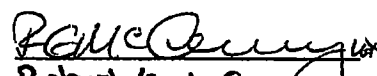
The Guarantor:

ECS HOLDINGS, INC.

By:


Name: John Mueller
Title: President & Treasurer

By:


Name: Robert G. McCready
Title: Vice President & Secretary

The Bank:

FIFTH THIRD BANK (acting through its
Canada Branch)

By:

Name:
Title:

Security Agreement - ECS Holdings

Schedule 2

SCHEDULE OF PATENTS, TRADEMARKS, AND COPYRIGHTS

REDACTED

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Trademarks

Trademark	Country	Serial No./ Filing Date	Registration No./Date	Owner of Record	Renewal Due
Catrap	United States of America		2830115 Apr. 6, 2004	ECS Holdings, Inc.	Apr. 6, 2014
Combiclean	United States of America		2871607 Aug. 10, 2004	ECS Holdings, Inc.	Aug. 10, 2014
Combiclean	Canada		TMA617894 Aug. 27, 2004	ECS Holdings, Inc.	Aug. 27, 2019
Combifilter	European Community	3402542 Oct. 13, 2003		ECS Holdings, Inc.	
Combifilter	Canada		TMA617758 Aug. 26, 2004	ECS Holdings, Inc.	Aug. 26, 2019
Combifilter	United States of America		2830113 Apr. 6, 2004	ECS Holdings, Inc.	Apr. 6, 2014
Purifilter	United States of America		2921618 Jan. 25, 2005	ECS Holdings, Inc.	Jan. 25, 2015
Purifilter	European Community	3402534 Oct. 13, 2003		ECS Holdings, Inc.	
Purimuffler	United States of America		2823451 Mar. 16, 2004	ECS Holdings, Inc.	Mar. 16, 2014
Terminox	United States of America		2830123 Apr. 6, 2004	ECS Holdings, Inc.	Apr. 6, 2014
AZ Purifier	Common Law			ECS Holdings, Inc.	
Baretrap	Canada		339714 Apr. 29, 1988	ECS Holdings, Inc.	Apr. 29, 2018
Catrap	Canada		341462 June 10, 1988	ECS Holdings, Inc.	June 10, 2018
Catrap	Australia		922542 Apr. 1, 2003	ECS Holdings, Inc.	Aug. 8, 2012
Catrap	So. Africa	200212001 Aug. 13, 2002		ECS Holdings, Inc.	
Catrap	European Community		2806107 Oct. 24, 2003	ECS Holdings, Inc.	Aug. 8, 2012
Combifilter	Common Law			ECS Holdings, Inc.	
DM Purifier	Common Law			ECS Holdings, Inc.	
DZ Purifier	Common Law			ECS Holdings, Inc.	
ECS	Common Law			ECS Holdings, Inc.	

Trademark	Country	Serial No./ Filing Date	Registration No./Date	Owner of Record	Renewal Due
Engine Control Systems	Common Law			ECS Holdings, Inc.	
EZ Purifier	Common Law			ECS Holdings, Inc.	
Purifilter	Canada		336977 Feb. 12, 1988	ECS Holdings, Inc.	Feb. 12, 2018
Purimuffler	Canada		313885 May 2, 1986	ECS Holdings, Inc.	May 2, 2016
Shuttleworth Mufflers & Design	United States of America		1523429 Feb. 7, 1989	ECS Holdings, Inc.	Feb. 7, 2009
Terminox	Canada		466744 Nov. 29, 1996	ECS Holdings, Inc.	Nov. 29, 2011
Tessi	Canada		TMA623152 Oct. 21, 2004	ECS Holdings, Inc.	Oct. 21, 2019
Tessi and Design	United States of America		1463896 Nov. 3, 1987	ECS Holdings, Inc.	Nov. 3, 2007
The Installer Friendly Muffler	United States of America		1524406 Feb. 14, 1989	ECS Holdings, Inc.	Feb. 14, 2009
TESSI design	Canada		TMA267433 March 19, 1982	ECS Holdings, Inc.	March 19, 2012

Redacted Pages 26-28