

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
Biorem Environmental Inc.		10/31/2008	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	WF Fund III Limited Partnership		
Doing Business As:	DBA Wellington Financial LP and Wellington Financial Fund III		
Street Address:	161 Bay Street		
Internal Address:	Suite 2520		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5J 2S1		
Entity Type:	LIMITED PARTNERSHIP: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2627689	BIOCUBE	
Registration Number:	2676567	BIOCUBE, INC.	
CORRESPONDENCE DATA			
Fax Number:	(202)342-8451		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-342-8851		
Email:	nlutz@kelleydrye.com, ytavakoli@kelleydrye.com		
Correspondent Name:	Nancy H. Lutz		
Address Line 1:	3050 K Street N.W.		
Address Line 2:	Suite 400		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007		
ATTORNEY DOCKET NUMBER:	761428.0600 (0604)		
DOMESTIC REPRESENTATIVE			

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**TRADEMARK
 REEL: 003975 FRAME: 0552**

Name: Nancy H. Lutz
Address Line 1: 3050 K Street NW
Address Line 2: Suite 400
Address Line 4: Washington, DISTRICT OF COLUMBIA 20007

NAME OF SUBMITTER:	Nancy H. Lutz
Signature:	/NHL/
Date:	04/23/2009

Total Attachments: 4
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CONFIRMATION OF SECURITY INTEREST IN
PATENTS & TRADE-MARKS

BACKGROUND:

WHEREAS Biorem Inc., a corporation organized and existing under the laws of Ontario, with a place of business at 7496 Wellington Road 34, RR#3, Guelph, Ontario, N1H 6H9 (the “**Debtor**”), has issued a Series A secured debenture dated October 31, 2008 (the “**Secured Debenture**”) to WF Fund III Limited Partnership c.o.b. as Wellington Financial LP and Wellington Financial Fund III (the “**Holder**”), pursuant to which the Debtor is or may become indebted or liable to the Holder;

WHEREAS Biorem Environmental Inc., a corporation organized and existing under the laws of Delaware, with a place of business at 100 Rawson Road, Suite 230, Victor, New York, 14564 (“**Biorem Environmental**”) is a subsidiary to the Debtor and is the owner of certain patents and trade-marks related to the business of the Debtor, and the registrations and applications therefor, as set forth in Schedule “A”, and the underlying goodwill associated with the business in association with which such patents and trade-marks are used (collectively, the “**Intellectual Property**”);

WHEREAS in connection with the issuance of the Secured Debenture by the Debtor, Biorem Environmental has executed and delivered a general security agreement (the “**General Security Agreement**”) dated October 31, 2008 and an intellectual property security agreement (the “**Intellectual Property Security Agreement**”) dated October 31, 2008 to and in favour of the Holder, with a place of business at 161 Bay Street, Suite 2520, Toronto, Ontario, Canada, M5J 2S1.


NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Biorem Environmental hereby confirms the grant of the security interests in the Intellectual Property to the Holder under the General Security Agreement and the Intellectual Property Security Agreement.

This Confirmation of Security Interest in Patents and Trade-Marks may be executed in one or more counterparts, via facsimile transmission or otherwise, all of which taken together shall constitute one instrument.

(Remainder of page intentionally left blank)

DATED at Toronto, Ontario as of this 31 day of October, 2008.

BIOREM ENVIRONMENTAL INC.

By: 
Name: Ed Corbett
Title: Chief Financial Officer

**WF FUND III LIMITED PARTNERSHIP,
BY ITS GENERAL PARTNER GP WF
FUND III LIMITED PARTNERSHIP, BY
ITS GENERAL PARTNER, 2089368
ONTARIO LIMITED**

By: _____
Name:
Title:

DATED at Toronto, Ontario as of this 31st day of October, 2008.

BIOREM ENVIRONMENTAL INC.

By: _____

Name:

Title:

WF FUND III LIMITED PARTNERSHIP, by
its general partner, **GP WF FUND III
LIMITED PARTNERSHIP**, by its general
partner, **2089368 ONTARIO LIMITED**, c.o.b.
as **WELLINGTON FINANCIAL LP &
WELLINGTON FINANCIAL FUND III**

By:  _____

Name: Mark McQueen

Title: President and Chief Executive
Officer

SCHEDULE "A"

INTELLECTUAL PROPERTY OF BIOREM ENVIRONMENTAL INC.

Patents

COUNTRY	PATENT	REGISTRATION NUMBER
United States of America	BIOFILTER WITH MODULAR TRAYS	08/165,517 5,595,910

Trademarks

COUNTRY	TRADEMARK	REGISTRATION NUMBER
Canada	BIOCUBE	TMA682661
United States of America	BIOCUBE	2627689
United States of America	BIOCUBE, INC.	2676567

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