

**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
Zep IP Holding LLC		07/15/2010	LIMITED LIABILITY COMPANY: GEORGIA

**RECEIVING PARTY DATA**

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	10 South Dearborn
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National banking association: UNITED STATES

**PROPERTY NUMBERS Total: 131**

Property Type	Number	Word Mark
Registration Number:	2018534	10 MINUTE HAIR CLOG REMOVER
Registration Number:	2820872	20 SECOND
Registration Number:	2020065	20 SECOND
Serial Number:	85037828	30 BELOW
Registration Number:	2716347	505
Registration Number:	2521109	AIR FAIR
Registration Number:	2967493	ANTMAX
Registration Number:	3319151	AQUA SOY
Registration Number:	3350632	BIG ORANGE
Registration Number:	2831530	BIO SWAB
Registration Number:	3085815	BIO TEAM
Serial Number:	77682935	BLUE MARVEL
Registration Number:	3294426	BLUE SHOT
Registration Number:	2936731	BUG MAX 365

CH \$3290.00 2018534

**900167247**

**TRADEMARK  
 REEL: 004244 FRAME: 0213**

Registration Number:	3757083	BUGMAX
Registration Number:	2772194	CHERRY BOMB
Serial Number:	77960873	CLEAR BLUE
Serial Number:	77915010	CLEAR GUARD
Registration Number:	3327703	CRYSTAL HEAT
Registration Number:	1766490	DRAIN CARE
Serial Number:	77829920	DUROFOAMER
Registration Number:	2722210	DZ-7
Registration Number:	1254286	ENFORCER
Registration Number:	1679102	ENFORCER
Registration Number:	1843394	ENFORCER
Registration Number:	2037184	ENFORCER
Serial Number:	77914979	ENVIROEDGE
Registration Number:	3805645	FAST505
Registration Number:	2378218	FLEA DROPS
Serial Number:	77356610	FRAGRANCE EXPRESSIONS
Serial Number:	77691773	GREENLINK
Registration Number:	3370582	GREENLINK
Registration Number:	0392784	JIM KOTE
Registration Number:	0885605	LATHEREEN
Registration Number:	0886037	MASTER MECHANIC
Registration Number:	1401790	MEGA WASH
Registration Number:	1392077	MICROMIST
Registration Number:	2770191	MOUSEMAX
Registration Number:	1185349	NEUTRO-JEL
Registration Number:	1943195	NEXT DAY
Registration Number:	2659187	O-BRITE-O
Registration Number:	0298062	O-BRITE-O
Registration Number:	1401825	ODORSTROYER
Registration Number:	0273573	OLE-SOL
Registration Number:	2892605	OMNI INSTITUTIONAL
Registration Number:	3093555	OMNI SYSTEM
Registration Number:	2743915	ORANGE PUNCH
Registration Number:	1483021	OVER NITE
Registration Number:	2957591	OVERNITE

TRADEMARK

REEL: 004244 FRAME: 0214

Registration Number:	3740567	PEROXY-SERVE
Registration Number:	3800278	PROVISIONS
Registration Number:	2770192	RATMAX
Registration Number:	1750940	REACH
Registration Number:	1270513	ROACH RIDD
Registration Number:	2967492	ROACHMAX
Registration Number:	2157231	ROOTS & ALL
Registration Number:	2307664	SCORCHER TOTAL VEGETATION KILLER
Registration Number:	0899486	SE-FLY-GO
Registration Number:	3071343	SELIG COMMERCIAL
Registration Number:	2883592	SELIG EVERYWHERE
Serial Number:	77869390	SEPTI-TABS
Serial Number:	77869430	SEPTI-TABS
Registration Number:	3319150	SOY CLING
Registration Number:	3600546	SOY FOAM
Registration Number:	3319152	SOY POWER
Registration Number:	3325355	SOY RESPONSE
Serial Number:	77829933	STATIONMASTER
Serial Number:	85037846	SUPER ECC
Registration Number:	1415525	TKO
Registration Number:	2042410	WEED SHOT
Registration Number:	1773980	WIPEOUT
Registration Number:	1737450	WORK DAY
Registration Number:	1723177	Z GREEN
Registration Number:	1723178	Z GREEN
Registration Number:	2944543	ZARATHON
Registration Number:	0886025	Z-C CONCENTRATE
Registration Number:	0681037	ZEP
Registration Number:	0686796	ZEP
Registration Number:	0686052	ZEP
Registration Number:	0688947	ZEP
Registration Number:	1782304	ZEP
Serial Number:	77815529	ZEP 101
Registration Number:	0867277	ZEP AEROSOLVE
Registration Number:	0695495	ZEP

Registration Number:	0686797	ZEP
Registration Number:	0696197	ZEP
Registration Number:	0681038	ZEP
Registration Number:	1782303	ZEP
Registration Number:	1786446	ZEP ATTACK-A
Registration Number:	2907597	ZEP COMMERCIAL
Registration Number:	2902699	ZEP COMMERCIAL
Registration Number:	1043904	ZEP ERASE
Registration Number:	0886023	ZEP FORMULA 158
Registration Number:	0886026	ZEP FORMULA 165
Registration Number:	0886465	ZEP FORMULA 4358
Registration Number:	0886027	ZEP FORMULA 6556
Registration Number:	1612576	ZEP GLOVE
Registration Number:	1611850	ZEP MICRONEX
Registration Number:	0881406	ZEP PLUS
Serial Number:	77917727	ZEP PROFESSIONAL
Serial Number:	77917736	ZEP PROFESSIONAL
Serial Number:	77917743	ZEP PROFESSIONAL
Serial Number:	85065489	ZEP PROFESSIONAL
Serial Number:	85065496	ZEP PROFESSIONAL
Serial Number:	85065503	ZEP PROFESSIONAL
Registration Number:	1612577	ZEP STEP-IT
Registration Number:	1540052	ZEP WEED DEFEAT
Registration Number:	1090618	ZEP WOOD DOCTOR
Registration Number:	0882397	ZEP-AID
Registration Number:	0881415	ZEP-A-LUME
Registration Number:	1680020	ZEPASEPTIC
Registration Number:	0882228	ZEPAX
Registration Number:	0683791	ZEPCOREX
Registration Number:	0881108	ZEPERFEX
Registration Number:	0882231	ZEPEXO
Registration Number:	0881413	ZEP-FLO
Registration Number:	0683549	ZEPLUBE
Registration Number:	0686057	ZEP-O-BRITE
Registration Number:	0881408	ZEP-OFF

Registration Number:	0686058	ZEP-O-KREME
Registration Number:	0683792	ZEPOMIST
Registration Number:	3718423	ZEPOMIST
Registration Number:	0688953	ZEPOSECTOR
Registration Number:	0684550	ZEP-O-SUDS
Registration Number:	0904591	ZEP-PAR
Registration Number:	0881127	ZEPRESERVE
Registration Number:	0881409	ZEPRESTO
Registration Number:	0683795	ZEPTEEN
Registration Number:	0881407	ZEPVALOR
Registration Number:	0707356	ZIP
Registration Number:	0838164	ZIP WAX

**CORRESPONDENCE DATA**

Fax Number: (214)981-3400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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Correspondent Name: Dusan Clark, Esq.  
Address Line 1: Sidley Austin LLP  
Address Line 2: 717 N. Harwood St., Suite 3400  
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-37400
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	07/19/2010

Total Attachments: 7  
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**CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Confirmatory Grant") is made effective as of July 15, 2010 by and from ZEP IP HOLDING LLC, a Georgia limited liability company (the "Grantor"), to and in favor of JPMORGAN CHASE BANK, N.A., for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below) (in such capacities, the "Grantee").

WHEREAS, Zep Inc. (the "Company"), Acuity Specialty Products, Inc. ("ASP", and together with the Company and the Subsidiary Borrowers party to the Credit Agreement (defined below) from time to time, the "Borrowers"), the Lenders and the Grantee have entered into a Credit Agreement dated as of July 15, 2010 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor, along with certain other Subsidiaries of the Company, has guaranteed the repayment of the Secured Obligations pursuant to a Guaranty dated as of July 15, 2010 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty").

WHEREAS, the Grantor and certain Subsidiaries of the Company have entered into a Pledge and Security Agreement dated as of July 15, 2010 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted under the Security Agreement to the Grantee for the benefit of the Secured Parties. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all of the obligations and liabilities of the Subsidiary Guarantors under the Guaranty. Upon the payment in full of all Secured Obligations (other than Unliquidated Obligations), the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and

deliver to the Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant.

(b) The Grantor hereby grants to the Grantee a security interest in (1) all of the Grantor's right, title and interest in and to the Trademarks, together with (2) all proceeds of the Trademarks, (3) the goodwill associated with such Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

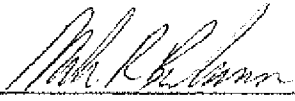
3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

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IN WITNESS WHEREOF, Grantor has executed this Confirmatory Grant effective as of the date first written above.

ZEP IP HOLDING LLC

By:   
Name: Mark R. Bachmann  
Title: Executive Vice President and Chief Financial Officer

Signature Pages to Confirmatory Grant of Security Interest In United States Patents

**TRADEMARK**  
**REEL: 004244 FRAME: 0220**



CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS  
Exhibit A - SCHEDULE OF TRADEMARKS

Trademark Name	Status	App. No.	filing Date	Reg. No.	Reg. Date
10 MINUTE HAIR CLOG REMOVER and Design	Registered	75/069,996	3/11/1996	2,018,534	11/19/1996
20 SECOND	Registered	76/472,964	12/9/2002	2,820,872	3/9/2004
20 SECOND (Stylized)	Registered	75/037,377	12/26/1995	2,020,065	11/26/1996
30 BELOW	Pending	85/037,828	5/13/2010		
505	Registered	76/240,267	4/13/2001	2,716,347	5/13/2003
AIR FAIR	Registered	75/929,368	2/25/2000	2,521,109	12/18/2001
ANTMAX	Registered	76/289,631	7/24/2001	2,967,493	7/12/2005
AQUA SOY	Registered	76/654,070	1/26/2006	3,319,151	10/23/2007
BIG ORANGE	Registered	76/548,870	9/12/2003	3,350,632	12/11/2007
BIO SWAB	Registered	76/487,362	1/30/2003	2,831,530	4/13/2004
BIO TEAM	Registered	76/490,073	2/14/2003	3,085,815	4/25/2006
BLUE MARVEL	Pending	77/682,935	3/4/2009		
BLUE SHOT	Registered	76/605,074	7/30/2004	3,294,426	9/18/2007
BUG MAX 365	Registered	76/537,171	8/4/2003	2,936,731	3/29/2005
BUGMAX	Registered	77/767,112	6/24/2009	3,757,083	3/09/2010
CHERRY BOMB	Registered	76/256,653	5/14/2001	2,772,194	10/7/2003
CLEAR BLUE	Pending	77/960,873	03/17/2010		
CLEAR GUARD	Pending	77/915,010	1/19/2010		
CRYSTAL HEAT	Registered	78/871,130	4/27/2006	3,327,703	10/30/2007
DRAIN CARE and Design	Registered	74/065,510	6/4/1990	1,766,490	4/20/1993
DUROFOAMER	Pending	77/829,920	9/18/2009		
DZ-7	Registered	76/251,454	5/4/2001	2,722,210	6/3/2003
ENFORCER	Registered	73/355,869	3/22/1982	1,254,286	10/18/1983
ENFORCER	Registered	74/029,569	2/16/1990	1,679,102	3/17/1992
ENFORCER	Registered	74/286,827	6/22/1992	1,843,394	7/5/1994
ENFORCER	Registered	75/077,310	3/22/1996	2,037,184	2/11/1997
ENVIROEDGE	Pending	77/914,979	1/19/2010		
FAST505	Registered	77/735,613	5/13/2009	3,805,645	6/22/2010
FLEA DROPS	Registered	75/329,005	7/23/1997	2,378,218	8/15/2000
FRAGRANCE EXPRESSIONS	Pending	77/356,610	12/20/2007		
GREENLINK	Pending	77/691,773	3/16/2009		
GREENLINK	Registered	78/813,726	2/13/2006	3,370,582	1/15/2008
JIM KOTE	Registered	71/445,752	7/29/1941	392,784	1/13/1942
LATHEREEN	Registered	72/319,482	2/18/1969	885,605	2/3/1970
MASTER MECHANIC	Registered	72/330,612	6/20/1969	886,037	2/10/1970
MEGA WASH	Registered	73/571,922	12/6/1985	1,401,790	7/22/1986
MICROMIST	Registered	73/521,817	2/11/1985	1,392,077	5/6/1986
MOUSEMAX	Registered	76/430,091	7/12/2002	2,770,191	9/30/2003
NEUTRO-JEL	Registered	73/188,031	10/3/1978	1,185,349	1/12/1982

Trademark Name	Status	App. No.	filing Date	Reg. No.	Reg. Date
NEXT DAY	Registered	74/491,538	2/17/1994	1,943,195	12/19/1995
O-BRITE-O	Registered	76/366,616	2/4/2002	2,659,187	12/10/2002
O-BRITE-O (Stylized)	Registered	71/327,990	6/14/1932	298,062	10/11/1932
ODORSTROYER	Registered	73/572,820	12/11/1985	1,401,825	7/22/1986
OLE-SOL (Stylized)	Registered	71/297,697	3/21/1930	273,573	8/5/1930
OMNI INSTITUTIONAL	Registered	76/490,074	2/14/2003	2,892,605	10/12/2004
OMNI SYSTEM	Registered	76/478,184	12/23/2002	3,093,555	5/30/2006
ORANGE PUNCH	Registered	76/307,071	8/28/2001	2,743,915	7/29/2003
OVER NITE	Registered	73/680,287	8/24/1987	1,483,021	4/5/1988
OVERNITE	Registered	76/501,265	3/17/2003	2,957,591	5/31/2005
PEROXY-SERVE	Allowed	77/407,619	2/27/2008	3,740,567	1/19/2010
PROVISIONS	Published	77/552,179	8/21/2008	3,800,278	6/8/2010
RATMAX	Registered	76/430,094	7/12/2002	2,770,192	9/30/2003
REACH	Registered	74/214,037	10/16/1991	1,750,940	2/9/1993
ROACH RIDD	Registered	73/313,371	6/5/1981	1,270,513	3/20/1984
ROACHMAX	Registered	76/289,628	7/24/2001	2,967,492	7/12/2005
ROOTS & ALL	Registered	75/026,740	12/1/1995	2,157,231	5/12/1998
SCORCHER TOTAL VEGETATION KILLER	Registered	75/006,529	10/16/1995	2,307,664	1/11/2000
SE-FLY-GO	Registered	72/330,177	6/16/1969	899,486	9/29/1970
SELIG COMMERCIAL	Registered	76/335,408	11/7/2001	3,071,343	3/21/2006
SELIG EVERYWHERE	Registered	76/432,211	7/19/2002	2,883,592	9/14/2004
SEPTI-TABS	Pending	77/869,390	11/10/2009		
SEPTI-TABS	Pending	77/869,430	11/10/2009		
SOY CLING	Registered	76/654,069	1/26/2006	3,319,150	10/23/2007
SOY FOAM	Registered	77/450,758	4/17/2008	3,600,546	3/31/2009
SOY POWER	Registered	76/654,071	1/26/2006	3,319,152	10/23/2007
SOY RESPONSE	Registered	76/654,072	1/26/2006	3,325,355	10/30/2007
STATIONMASTER	Pending	77/829,933	9/18/2009		
SUPER ECC	Pending	85/037,846	05/13/2010		
TKO	Registered	73/593,409	4/14/1986	1,415,525	11/4/1986
WEED SHOT	Registered	74/707,885	7/28/1995	2,042,410	3/4/1997
WIPEOUT	Registered	74/077,461	7/11/1990	1,773,980	6/1/1993
WORK DAY	Registered	74/116,504	11/19/1990	1,737,450	12/1/1992
Z GREEN	Registered	74/246,258	2/14/1992	1,723,177	10/13/1992
Z GREEN and Design	Registered	74/246,259	2/14/1992	1,723,178	10/13/1992
ZARATHON	Registered	76/513,065	5/9/2003	2,944,543	4/26/2005
Z-C CONCENTRATE	Registered	72/319,479	2/18/1969	886,025	2/10/1970
ZEP	Registered	72/065,173	12/31/1958	681,037	6/30/1959
ZEP	Registered	72/065,174	12/31/1958	686,796	10/20/1959
ZEP	Registered	72/065,175	12/31/1958	686,052	9/29/1959
ZEP	Registered	72/065,176	12/31/1958	688,947	12/1/1959
ZEP	Registered	74/135,318	2/1/1991	1,782,304	7/20/1993
ZEP 101	Pending	77/815,529	8/28/2009		
ZEP AEROSOLVE	Registered	72/298,618	5/20/1968	867,277	3/25/1969

Trademark Name	Status	App. No.	Issue Date	Reg. No.	Reg. Date
ZEP and Design	Registered	72/065,282	1/2/1959	695,495	4/5/1960
ZEP and Design	Registered	72/065,283	1/2/1959	686,797	10/20/1959
ZEP and Design	Registered	72/065,284	1/2/1959	696,197	4/12/1960
ZEP and Design	Registered	72/065,285	1/2/1959	681,038	6/30/1959
ZEP and Design	Registered	74/135,311	2/1/1991	1,782,303	7/20/1993
ZEP ATTACK-A	Registered	74/333,581	11/23/1992	1,786,446	8/10/1993
ZEP COMMERCIAL	Registered	76/464,045	11/4/2002	2,907,597	12/7/2004
ZEP COMMERCIAL and Design	Registered	76/464,044	11/4/2002	2,902,699	11/16/2004
ZEP ERASE	Registered	73/057,946	7/17/1975	1,043,904	7/20/1976
ZEP FORMULA 158	Registered	72/319,475	2/18/1969	886,023	2/10/1970
ZEP FORMULA 165	Registered	72/319,496	2/18/1969	886,026	2/10/1970
ZEP FORMULA 4358	Registered	72/319,476	2/18/1969	886,465	2/17/1970
ZEP FORMULA 6556	Registered	72/319,499	2/18/1969	886,027	2/10/1970
ZEP GLOVE	Registered	74/009,931	12/5/1989	1,612,576	9/11/1990
ZEP MICRONEX	Registered	74/009,936	12/5/1989	1,611,850	9/4/1990
ZEP PLUS	Registered	72/319,485	2/18/1969	881,406	11/25/1969
ZEP PROFESSIONAL	Pending	77/917,727	1/22/2010		
ZEP PROFESSIONAL	Pending	77/917,736	1/22/2010		
ZEP PROFESSIONAL	Pending	77/917,743	1/22/2010		
ZEP PROFESSIONAL	Pending	85/065,489	06/17/2010		
ZEP PROFESSIONAL	Pending	85/065,496	06/17/2010		
ZEP PROFESSIONAL	Pending	85/065,503	06/17/2010		
ZEP STEP-IT	Registered	74/009,935	12/5/1989	1,612,577	9/11/1990
ZEP WEED DEFEAT	Registered	73/750,583	8/25/1988	1,540,052	5/23/1989
ZEP WOOD DOCTOR	Registered	73/112,317	1/13/1977	1,090,618	5/9/1978
ZEP-AID	Registered	72/319,470	2/18/1969	882,397	12/16/1969
ZEP-A-LUME	Registered	72/319,498	2/18/1969	881,415	11/25/1969
ZEPASEPTIC	Registered	74/100,281	9/26/1990	1,680,020	3/24/1992
ZEPAX	Registered	72/319,467	2/18/1969	882,228	12/9/1969
ZEPCOREX	Registered	72/065,189	12/31/1958	683,791	8/18/1959
ZEPERFEX	Registered	72/319,462	2/18/1969	881,108	11/25/1969
ZEPEXO	Registered	72/319,490	2/18/1969	882,231	12/9/1969
ZEP-FLO	Registered	72/319,495	2/18/1969	881,413	11/25/1969
ZEPLUBE	Registered	72/065,195	12/31/1958	683,549	8/18/1959
ZEP-O-BRITE	Registered	72/065,200	12/31/1958	686,057	9/29/1959
ZEP-OFF	Registered	72/319,487	2/18/1969	881,408	11/25/1969
ZEP-O-KREME	Registered	72/065,202	12/31/1958	686,058	9/29/1959
ZEPOMIST	Registered	72/065,191	12/31/1958	683,792	8/18/1959
ZEPOMIST	Pending	77/730,360	5/6/2009	3,718,423	12/1/2009
ZEPOSECTOR	Registered	72/065,186	12/31/1958	688,953	12/1/1959
ZEP-O-SUDS	Registered	72/065,207	12/31/1958	684,550	9/1/1959
ZEP-PAR	Registered	72/352,843	3/2/1970	904,591	12/22/1970
ZEPRESERVE	Registered	72/319,500	2/18/1969	881,127	11/25/1969
ZEPRESTO	Registered	72/319,489	2/18/1969	881,409	11/25/1969

Trademark Name	Status	App. No.	Publ. Date	Reg. No.	Reg. Date
ZEPTEEN	Registered	72/065,205	12/31/1958	683,795	8/18/1959
ZEPVALOR (Stylized)	Registered	72/319,486	2/18/1969	881,407	11/25/1969
ZIP	Registered	72/094,628	4/7/1960	707,356	11/22/1960
ZIP WAX	Registered	72/230,721	10/20/1965	838,164	11/7/1967