

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	GRANT OF A SECURITY INTEREST - TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Theftord Corporation		07/12/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CorePointe Capital Finance LLC, as collateral agent		
<b>Street Address:</b>	780 Third Avenue		
<b>Internal Address:</b>	34th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 27</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1500434	CASSETTE	
Registration Number:	1661379	THETFORD	
Registration Number:	2791827	WALK-AWAY FLUSH	
Registration Number:	2840623	BRAVURA	
Registration Number:	2744145	BUG BUST	
Registration Number:	3386157	ECO SMART	
Registration Number:	2890097	AQUA CLEAN	
Registration Number:	2918279	FOG FREE	
Registration Number:	3321674	EASYFIT	
Registration Number:	3393438	SMARTTOTE	
Registration Number:	3335776	ULTRAFOAM	
Registration Number:	2572056	RV SANI-CON	
Registration Number:	2722202	SANI-CON	

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Registration Number:	3570596	COMFORTMATE
Registration Number:	3538291	SPRAY AND SHIELD
Registration Number:	3763975	THETFORD MARINE
Registration Number:	3796599	BATHROOM ANYWHERE
Registration Number:	3859395	SURELOCK
Serial Number:	85231288	AQUA-SOFT
Registration Number:	0836578	AQUA MAGIC
Registration Number:	0890735	AQUA-KEM
Registration Number:	0896742	ELECTRA MAGIC
Registration Number:	1087984	DRI-KEM
Registration Number:	1072178	SLIDE-EZ
Registration Number:	1090262	PORTA POTTI
Registration Number:	3527469	CAMPA-CHEM
Registration Number:	1196573	AQUA ZYME

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-756-2132  
Email: scott.kareff@srz.com  
Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP  
Address Line 1: 919 Third Avenue  
Address Line 2: 22nd Floor  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	015061-0010
NAME OF SUBMITTER:	Scott Kareff (015061-0010)
Signature:	/kc for sk/
Date:	07/13/2011

**Total Attachments: 11**

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## GRANT OF A SECURITY INTEREST - TRADEMARKS

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of July, 2011, by Thetford Corporation ("Grantor"), in favor of CorePointe Capital Finance LLC, in its capacity as collateral agent for itself and the other Secured Parties (together with its successors and 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 July 12, 2011 (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.

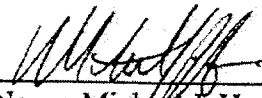
All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This Trademark 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.

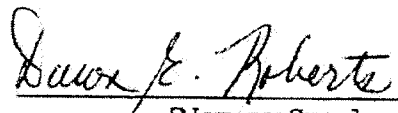
IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

THETFORD CORPORATION

By:   
Name: Michael J. Harris  
Title: President

STATE OF New York  
COUNTY OF New York <sup>ss.:</sup>

On this 7<sup>th</sup> day of JULY, 2011, before me personally came Michael J. Harris to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President of Thetford Corporation, a Delaware Corporation, and that s/he executed the foregoing instrument in the firm name of Thetford Corporation, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

  
[NOTARY SEAL]

**DAWN E. ROBERTS**  
Notary Public, State of New York  
No. 01RO5046850  
Qualified in New York County  
Commission Expires July 17, 2011

**SCHEDULE A**



Tuesday, July 05, 2011

Trademark List (by Client)

Thetford Corporation

HQP Ref. No.	Client Ref. No.	Country	Class(es)	Case Staff	Case Type	Application No.	Filing Date	Publication No.	Publication Date	Registration No.	Registration Date	Status	Next Renewal
4623C-200006/US		United States of America	11 Int.	STO	Ordinary Trademark Filing	73/701510	17-Dec-1987	24-May-1988	1500434	16-Aug-1988	Registered	16-Aug-2018	
		Client:	Thetford Corporation										
		Owner:	Thetford Corporation										
		Mark:	CASSETTE										
		Goods:	11 Int.: Toilets for vehicles.										
4623C-200019/US		United States of America	11 Int.	STO	Ordinary Trademark Filing	74/089247	15-Jun-1990	30-Jul-1991	1651379	22-Oct-1991	Registered	22-Oct-2011	
		Client:	Thetford Corporation										
		Owner:	Thetford Corporation										
		Mark:	THETFORD Starburst Logo										
		Goods:	11 Int.: Toilets.										
4623C-200052/US		United States of America	20 Int.	STO	Ordinary Trademark Filing	76/080870	06-Jul-2000	06-Nov-2001	2791827	09-Dec-2003	Registered	09-Dec-2013	
		Client:	Thetford Corporation										
		Owner:	Thetford Corporation										
		Mark:	WALK-AWAY FLUSH										
		Goods:	20 Int.: Toilets										
4623C-200055/US		United States of America	11 Int.	STO	Ordinary Trademark Filing	76/114458	15-Aug-2000	22-May-2001	2840623	11-May-2004	Registered	11-May-2014	
		Client:	Thetford Corporation										
		Owner:	Thetford Corporation										
		Mark:	BRAVURA										
		Goods:	11 Int.: Toilets sold for use in recreational vehicles, mobile homes and boats.										







Tuesday, July 05, 2011

Trademark List (by Client)

Theiford Corporation

HDP Ref. No.	Country	Case Staff	Application No.	Publication No.	Registration No.	Status
Client Ref. No.	Class(es)	Case Type	Filing Date	Publication Date	Registration Date	Next Renewal

4623C-200136/US

United States of America  
 11 Int.  
 Client: Theiford Corporation  
 Owner: Theiford Corporation  
 Mark: EASYFIT  
 Goods: 11 Int.: Sanitary fixtures, namely, toilets.

STO  
 Ordinary Trademark Filing  
 78/894296  
 26-May-2006  
 09-Jan-2007  
 3321674  
 23-Oct-2007  
 Registered  
 23-Oct-2017

4623C-200137/US

United States of America  
 11 Int.  
 Client: Theiford Corporation  
 Owner: Theiford Corporation  
 Mark: SMARTTOTE  
 Goods: 11 Int.: Portable waste tank.

STO  
 Ordinary Trademark Filing  
 78/943730  
 03-Aug-2006  
 13-Mar-2007  
 3393438  
 04-Mar-2008  
 Registered  
 04-Mar-2018

4623C-200138/US

United States of America  
 03 Int.  
 Client: Theiford Corporation  
 Owner: Theiford Corporation  
 Mark: ULTRAFOAM  
 Goods: 03 Int.: Cleaning preparations for RVs, RV awning cleaner.

STO/GDA  
 Ordinary Trademark Filing  
 77/027841  
 24-Oct-2006  
 20-Mar-2007  
 3335776  
 13-Nov-2007  
 Registered  
 13-Nov-2017

## Trademark List (by Client)

### Theftord Corporation

HDP Ref. No.	Client Ref. No.	Country	Class(es)	Case Staff	Case Type	Application No.	Filing Date	Publication No.	Publication Date	Registration No.	Registration Date	Status	Next Renewal
4623C-200148/US		United States of America	11 Int.	STO	Ordinary Trademark Filing	76024385	05-Apr-2000	25-Sep-2001	2572056	21-May-2002	Registered	21-May-2012	
		Client: Theftord Corporation											
		Owner: Theftord Corporation											
		Mark: RV SANI-CON											
		Goods: 11 Int.: Pumps with an insert hose with valve for use in disposing of water and waste water from recreational vehicles and accessories therefor, namely, transfer-grinders, on-off switches wiring and discharge hoses.											
4623C-200149/US		United States of America	11 Int.	STO/JSS	Ordinary Trademark Filing	76248590	30-Apr-2001	18-Mar-2002	2722202	03-Jun-2003	Registered	03-Jun-2013	
		Client: Theftord Corporation											
		Owner: Theftord Corporation											
		Mark: SANI-CON											
		Goods: 11 Int.: Pumps with an insert hose with valve for use in disposing of water and waste water from recreational vehicles and accessories therefor, namely, transfer-grinders, on-off switches, wiring and discharge hoses.											
4623C-200153/US		United States of America	11 Int.	STO	Ordinary Trademark Filing	77299328	09-Oct-2007	25-Mar-2008	3570596	03-Feb-2009	Registered	03-Feb-2019	
		Client: Theftord Corporation											
		Owner: Theftord Corporation											
		Mark: COMFORTMATE											
		Goods: 11 Int.: Toilets											
4623C-200164/US		United States of America	01 Int.	STO/JSS	Priority Trademark Filing	77319654	02-Nov-2007	29-Apr-2008	3538291	25-Nov-2008	Registered	25-Nov-2018	
		Client: Theftord Corporation											
		Owner: Theftord Corporation											
		Mark: SPRAY AND SHIELD											
		Goods: 01 Int.: Chemical composition for application to various surfaces to repel stains therefrom											



## Trademark List (by Client)

### Theftord Corporation

HDP Ref. No.	Client Ref. No.	Country	Class(es)	Case Staff	Case Type	Application No.	Filing Date	Publication No.	Publication Date	Registration No.	Registration Date	Status	Next Renewal
4623C-200161/US		United States of America	37 Int.		STO	85/231288	01-Feb-2011		07-Jun-2011			Published	
		Client:	Theftord Corporation										
		Owner:	Theftord Corporation										
		Mark:	AQUA-SOFT										
		Goods:	37 Int.: Toilet tissue.										
4623C-203461/US		United States of America	13 Int.		STO	72/253363	28-Aug-1966			0836578	10-Oct-1967	Registered	10-Oct-2017
		Client:	Theftord Corporation										
		Owner:	Theftord Corporation										
		Mark:	AQUA MAGIC										
		Goods:	13 Int.: Toilets.										
4623C-203700/US		United States of America	05 Int.		STO	72/289541	24-Jan-1968			0890735	12-May-1970	Registered	12-May-2020
		Client:	Theftord Corporation										
		Owner:	Theftord Corporation										
		Mark:	AQUA-KEM										
		Goods:	05 Int.: Chemical odor control concentrate for the prevention of odor \$ in toilets in recreational vehicles, boats and camping equipment.										
4623C-204072/US		United States of America	11 Int.		STO	72/345692	08-Dec-1969			0896742	18-Aug-1970	Registered	18-Aug-2020
		Client:	Theftord Corporation										
		Owner:	Theftord Corporation										
		Mark:	ELECTRA MAGIC										
		Goods:	11 Int.: Toilets										



Tuesday, July 05, 2011

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HDP Ref. No.	Client Ref. No.	Country	Case Staff	Application No.	Publication No.	Registration No.	Status
		Class(es)	Case Type	Filing Date	Publication Date	Registration Date	Next Renewal
4623C-204931/US		United States of America 05 Int.	STO Ordinary Trademark Filing	73/127589 23-May-1977		1087984 28-Mar-1978	Registered 28-Mar-2018
		Client: Theford Corporation Owner: Theford Corporation Mark: DRI-KEM Goods: 05 Int.: Deodorant for the prevention of odors in toilets.					
4623C-205105/US		United States of America 11 Int.	STO Ordinary Trademark Filing	73/096810 16-Aug-1976		1072178 30-Aug-1977	Registered 30-Aug-2017
		Client: Theford Corporation Owner: Theford Corporation Mark: SLID-EZ Goods: 11 Int.: Gate valve for sanitation systems.					
4623C-205273/US		United States of America 11 Int.	STO Ordinary Trademark Filing	73/130375 27-May-1977		1090262 02-May-1978	Registered 02-May-2018
		Client: Theford Corporation Owner: Theford Corporation Mark: PORTA POTTI Goods: 11 Int.: Toilets.					
4623C-205443/US/01		United States of America 05 Int.	STO Priority Trademark Filing	77/450852 17-Apr-2008	19-Aug-2008	3527469 04-Nov-2008	Registered 04-Nov-2018
		Client: Theford Corporation Owner: Theford Corporation Mark: CAMPA-CHEM Goods: 05 Int.: Chemical Odor Control Preparation for Toilets.					

**Trademark List (by Client)**

**Theford Corporation**

HDP Ref. No.	Client Ref. No.	Country	Class(es)	Case Staff	Application No.	Publication No.	Registration No.	Status
				Case Type	Filing Date	Publication Date	Registration Date	Next Renewal
4623C-205754/US		United States of America	01 Int.	STO	73/257586	09-Mar-1982	1196573	Registered
		Client: Theford Corporation		Ordinary Trademark Filing	11-Apr-1980		01-Jun-1982	01-Jun-2012
		Owner: Theford Corporation						
		Mark: AQUA ZYME						
		Goods: 01 Int.: Waste treatment preparation for promoting the natural and biological degradation of wastes in toilet systems.						