

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
WEB PRODUCTS, LLC		11/18/2011	LIMITED LIABILITY COMPANY: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Huntington Capital Fund II, L.P., as Collateral Agent
Street Address:	4660 La Village Dr., Ste. 650
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92122
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	3322227	WEB 5 YEAR FILTER
Registration Number:	3322226	WEB ODOR CONTROL FILTER
Registration Number:	3322225	WEB VENT FILTERS
Registration Number:	3325363	MELON ICE
Registration Number:	3325362	COUNTRY COTTON
Registration Number:	3325361	LAVENDER BLOOM
Registration Number:	3330155	TROPICAL BAY
Registration Number:	2832712	FRENCH SCENTS
Registration Number:	2602451	AROMAFRESH
Registration Number:	2580486	HEPA-PURE
Registration Number:	3022545	FILTERFRESH
Registration Number:	2267887	ABSORBER
Registration Number:	2172391	FILTERMATE

CH \$490.00 3322227

Registration Number:	3315377	WEB LIFETIME FILTER
Registration Number:	3322224	WEB COIL CLEANER
Serial Number:	85351528	FRAGRANT LIVING
Serial Number:	85351543	BERRY FUSION
Serial Number:	85351550	GENTLE RAIN
Serial Number:	85351563	SOOTHING CITRUS

CORRESPONDENCE DATA

Fax Number: (858)638-5130
Phone: 858-638-6730
Email: susan.reynholds@dlapiper.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: DLA Piper LLP (US)
Address Line 1: 4365 Executive Dr., Ste. 1100
Address Line 2: Attention: Susan Reynolds
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	367321-6
NAME OF SUBMITTER:	Troy Zander
Signature:	/s/ Troy Zander
Date:	12/09/2011

Total Attachments: 7
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of November 18, 2011 by and between HUNTINGTON CAPITAL FUND II, L.P., as Collateral Agent under (and as described in) the Loan Agreement (defined below) (“Collateral Agent”) and WEB PRODUCTS, LLC (“Borrower”).

RECITALS

Lenders (as defined in the Loan Agreement) have agreed to make certain advances of money and to extend certain financial accommodations to Borrower under that certain Loan and Security Agreement by and among Collateral Agent, Lenders and Borrower dated of even date herewith (as amended from time to time, the “Loan Agreement”). Capitalized terms used herein are used as defined in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrower has granted to Collateral Agent a security interest in its personal property.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Borrower, Collateral Agent and any Lender, Borrower grants to Collateral Agent, a security interest in all of Borrower’s right, title and interest in, its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto) and all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. Borrower represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Borrower has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office or any other agency of any state or country responsible for the registration of any patent, trademark, copyright, or similar protection, as applicable. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

[Signature page follows.]

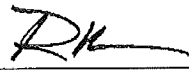
IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Borrower

420 3rd Avenue, NW
Hickory, NC 28601
Attn: Robert W. Lackey, Jr.
Fax: (828) 328-1142

BORROWER:

WEB PRODUCTS, LLC

By: 
Name: Robert W. Lackey, Jr.
Title: Manager

Address of Collateral Agent:

4660 La Jolla Village Drive, Suite 650
San Diego, CA 92122
Attention: Joel Gragg
Fax: (858) 259-0074

COLLATERAL AGENT:

HUNTINGTON CAPITAL FUND II, L.P., a
Delaware limited partnership

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Borrower

420 3rd Avenue, NW
Hickory, NC 28601
Attn: Robert W. Lackey, Jr.
Fax: (828) 328-1142

BORROWER:

WEB PRODUCTS, LLC

By: _____
Name: Robert W. Lackey, Jr.
Title: Manager

Address of Collateral Agent:

4660 La Jolla Village Drive, Suite 650
San Diego, CA 92122
Attention: Joel Gragg
Fax: (858) 259-0074

COLLATERAL AGENT:

HUNTINGTON CAPITAL FUND II, L.P., a
Delaware limited partnership

By: Morgan L. Miller, Jr.
Name: MORGAN L. MILLER, JR.
Title: Managing Member

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
None.		

EXHIBIT B

Patents¹

<u>Description</u>	<u>Serial/ Application Number</u>	<u>File Date</u>	<u>Patent No./ Issue Date</u>
Air Filter Scent Dispenser	61/505,578	07/08/2011	N/A
Scented Air Refreshing Device and Method of Making Same	08/254,939	06/07/1994	5,547,636 08/20/1996
Scented Air Freshening Device	08/645,521	05/14/1996	5,861,128 01/19/1999
Scented Device for HVAC Systems	09/234,739	01/21/1999	6,117,218 09/12/2000
A Scented Air Freshening Device and Method for Making the Same	712,974 (US Priority No.)	06/10/1992	CA 2070936 05/25/1999

¹ Certain assets of Web Products, Inc. were purchased by Web Products, LLC.

EXHIBIT C

Trademarks²

<u>Trademark</u>	<u>Status</u>	<u>Application No./Filing Date</u>	<u>Registration No./Reg. Date</u>
FRAGRANT LIVING	Application pending	85/351,528 06/21/2011	N/A
BERRY FUSION	Application pending	85/351,543 06/21/2011	N/A
GENTLE RAIN	Application pending	85/351,550 06/21/2011	N/A
SOOTHING CITRUS	Application pending	85/351,563 06/21/2011	N/A
WEB 5 YEAR FILTER	Registered	76/671,060 01/05/2007	3,322,227 10/30/2007
WEB ODOR CONTROL FILTER	Registered	76/671,059 01/05/2007	3,322,226 10/30/2007
WEB VENT FILTERS	Registered	76/671,058 01/05/2007	3,322,225 10/30/2007
MELON ICE	Registered	76/655,538 02/23/2006	3,325,363 10/30/2007
COUNTRY COTTON	Registered	76/655,537 02/23/2006	3,325,362 10/30/2007
LAVENDER BLOOM	Registered	76/655,536 02/23/2006	3,325,361 10/30/2007
TROPICAL BAY	Registered	76/655,535 02/23/2006	3,330,155 11/06/2007
FRENCH SCENTS	Registered	76/399,928 04/23/2002	2,832,712 04/13/2004
AROMAFRESH	Registered	76/154,399	2,602,451

² Certain assets of Web Products, Inc. were purchased by Web Products, LLC.

<u>Trademark</u>	<u>Status</u>	<u>Application No./Filing Date</u>	<u>Registration No./Reg. Date</u>
		10/26/2000	07/30/2002
HEPA-PURE	Registered	76/033,624 04/25/2000	2,580,486 06/11/2002
FILTERFRESH	Registered	76/588,297 04/21/2004	3,022,545 12/06/2005
ABSORBER	Registered	75/414,814 01/07/1998	2,267,887 08/03/1999
FILTERMATE	Registered	75/210,993 12/10/1996	2,172,391 07/14/1998
WEB LIFETIME FILTER	Registered	76/671,061 01/05/2007	3,315,377 10/23/2007
WEB COIL CLEANER	Registered	76/671,056 01/05/2007	3,322,224 10/30/2007

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