

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest in Trademarks

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association (successor-by-merger to Wachovia Bank, National Association)		05/09/2012	National banking association: UNITED STATES

RECEIVING PARTY DATA	
<b>Name:</b>	General Electric Capital Corporation
<b>Street Address:</b>	201 Merritt 7
<b>City:</b>	Norwalk
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06851
<b>Entity Type:</b>	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 69		
Property Type	Number	Word Mark
Registration Number:	3108134	SANI-SURFACE
Registration Number:	3225674	WITH GENTLE CLEANING PILLOWS
Registration Number:	3213949	I GO!
Registration Number:	3070275	SHIELD 'N PROTECT
Registration Number:	3139927	SANI-BRACKET
Registration Number:	3112708	BACK PACK BUDDIES
Registration Number:	2936179	SANI CART WIPE
Registration Number:	2903957	CASINO CLEAN
Registration Number:	2820454	SOLO
Registration Number:	3154445	
Registration Number:	2512397	CLEAN & EASY
Registration Number:	2560181	NP NICE PAK

OP \$1740.00 3108134

Registration Number:	3151178	REAL CLOTH EZ ONES
Registration Number:	2352791	S
Registration Number:	2559607	MEDI-SOOTHE
Registration Number:	2491350	GRIME BOSS
Registration Number:	2565754	SANI-WIPE
Registration Number:	2367823	PDI
Registration Number:	2453523	NICE 'N CLEAN SPORTSCLOTHS
Registration Number:	2579046	NICE 'N CLEAN
Registration Number:	2317172	SURFACINE
Registration Number:	2306502	THERMO-SAN
Registration Number:	2320037	HYGEA
Registration Number:	2438763	S
Registration Number:	2125758	SANI-SYSTEM
Registration Number:	2013559	SURFACINE
Registration Number:	2058087	SEE CLEAR
Registration Number:	1891613	SANI-HANDS
Registration Number:	1742641	
Registration Number:	1574337	SANI-DEX
Registration Number:	1665082	SANI-CLOTH
Registration Number:	1494752	ACTION
Registration Number:	1456021	NICE 'N CLEAN
Registration Number:	1417136	RUB A DUBS
Registration Number:	1414675	PUDGIES
Registration Number:	1311906	N P
Registration Number:	1502415	NICE-PAK
Registration Number:	1183403	IO-GONE
Registration Number:	1239922	NICE CLEAN
Registration Number:	1192402	DUO-SWAB
Registration Number:	1163330	PDI
Registration Number:	0719409	WET-NAP
Registration Number:	3378746	GRIME BOSS
Registration Number:	3677981	SANI-SURFACE
Registration Number:	3677980	NO RINSE SANI-SURFACE
Registration Number:	3447076	SANI HANDS
Registration Number:	3459580	THE GLOBAL WET WIPE EXPERTS

**TRADEMARK**

**REEL: 004775 FRAME: 0879**

	3420229	ONE WIPE DISPENSING
Registration Number:	3776336	BATHROOM BUDDIES
Registration Number:	3503001	NP NICE PAK
Registration Number:	3568609	SANI-KIDS
Registration Number:	3266024	SANI-DEX ALC
Registration Number:	3573276	SANI-HANDS ALC
Registration Number:	3439269	WIPES
Registration Number:	3573183	SANI HANDS II
Serial Number:	78970137	PDI CHLORASCRUB
Serial Number:	78970135	NICE 'N CLEAN
Serial Number:	78970112	SANI-SURFACE GREEN
Serial Number:	78916464	PROCHLORA
Serial Number:	78864463	THE HYGIENE KIDS
Serial Number:	78850859	SANI-SURFACE GREEN
Serial Number:	78850832	GOOD TO GO
Serial Number:	78761348	NATURALLY INSPIRED
Serial Number:	78712798	WIPE SCRIPTIONS
Serial Number:	78559771	2 GO
Serial Number:	78263957	TENDER BOTTOMS
Serial Number:	78149301	REAL CLOTH EZ ONES
Serial Number:	77149717	CORY
Serial Number:	77149644	CORA

**CORRESPONDENCE DATA**

Fax Number: 3129939767  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
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Address Line 2: Latham & Watkins LLP  
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	025646-0627
NAME OF SUBMITTER:	Zeynep Gieseke
Signature:	/zg/

05/09/2012

**Total Attachments: 8**

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## ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Reference is made to the Term Loan and Security Agreement, dated as of June 18, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**"), among the Loan Parties party thereto (each an "Obligor" and collectively, the "Obligors") and **WELLS FARGO BANK, NATIONAL ASSOCIATION (SUCCESSOR-BY-MERGER TO WACHOVIA BANK, NATIONAL ASSOCIATION)**, as Administrative Agent for the lenders (as defined therein) (the "**Assignor**"). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Security Agreement.

Pursuant to the Security Agreement the undersigned Obligor granted the Administrative Agent a security interest in, among other things, the Trademarks including, without limitation, the Trademarks listed on Schedule I attached hereto; and

The Assignor recorded the Security Agreement with the United States Patent and Trademark Office on July 18, 2007, at Reel 3582 and Frame 0281.

The Assignor has been succeeded by General Electric Capital Corporation, as Administrative Agent for the Lenders under the Credit Agreement (the "**Assignee**").


### AGREEMENT

The Assignor, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby assigns to the Assignee all of its right, title and interest in the security interest in the Collateral granted under the Security Agreement, including, without limitation, security interests in the Obligor's right, title and interest in and to the Trademarks set forth on Schedule I hereto (collectively, the "**Assigned Trademark Security Interests**"). This assignment is made without recourse, representations or warranties of any kind.

**[Signature Pages Follow]**

DATED as of the 3 day of May, 2012

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION (SUCCESSOR-BY-MERGER  
TO WACHOVIA BANK, NATIONAL  
ASSOCIATION), as Administrative Agent**

By:   
Name: Chris McCoy  
Title: Managing Director

[Signature Page to Assignment of Security Interest in Trademarks (US)]

**TRADEMARK  
REEL: 004775 FRAME: 0883**

ACCEPTANCE AND ASSUMPTION

Assignee accepts the foregoing assignment of the Assigned Trademark Security Interests.

DATED as of the 9 day of May, 2012.

**GENERAL ELECTRIC CAPITAL  
CORPORATION, as Assignee**

By: 

Name: Amir Moineuddin

Title: Duly Authorized Signatory


[Signature Page to Assignment of Security Interest in Trademarks (US)]

ACKNOWLEDGEMENT AND CONSENT

The Obligor hereby acknowledges and consents to the assignment of the Assigned Trademark Security Interests from the Assignor to the Assignee and confirms that the Assignee, as newly appointed Administrative Agent, holds all right, title and interest in the Assigned Trademark Security Interests.

DATED as of the 9th day of May, 2012.

NICE-PAK PRODUCTS, INC.

By:   
Name: Wallis H. Brooks  
Title: CEO / CFO

[Signature Page to Assignment of Security Interest in Trademarks (US)]



## Schedule I

### U.S. Trademarks

#### Registered Marks

MARK	Registration No.	Registration Date
SANI-SURFACE	3108134	06/20/06
WITH GENTLE CLEANING PILLOWS and Design	3225674	04/03/07
I GO	3213949	02/27/07
SHIELD 'N PROTECT	3070275	03/21/06
SANI-BRACKET	3139927	09/05/06
BACK PACK BUDDIES	3112708	07/04/06
SANI CART WIPES	2936179	03/29/05
CASINO CLEAN	2903957	11/16/05
SOLO	2820454	03/02/04
Design only	3154445	10/10/06
CLEAN & EASY	2512397	11/27/01
NP NICE PAK and Design	2560181	04/09/02
REAL CLOTH EZ ONES and DESIGN	3151178	10/03/06
S and Design	2352791	05/23/00
MEDI-SOOTHE	2559607	04/09/02
GRIME BOSS	2491350	09/18/01
SANI-WIPE	2565754	04/30/02
PDI	2367823	07/18/00
NICE 'N CLEAN SPORTSCLOTHS	2453523	05/22/01
NICE 'N CLEAN	2579046	06/11/02
SURFACINE	2317172	02/08/00

MARK	Registration No.	Registration Date
THERMO-SAN	2306502	01/04/00
HYGEA <HEALTH>	2320037	02/22/02
S and Design	2438763	03/27/01
SANI-SYSTEM	2125758	12/30/97
SURFACINE	2013559	11/05/96
SEE CLEAR	2058087	04/29/97
SANI-HANDS	1891613	04/25/95
Design only	1742641	12/29/92
SANI-DEX	1574337	01/02/90
SANI-CLOTH	1665082	11/19/91
ACTION	1494752	07/05/88
NICE 'N CLEAN	1456021	09/08/87
RUB A DUBS	1417136	11/18/86
PUDGIES	1414675	10/28/86
N P	1311906	01/01/85
NICE-PAK	1502415	08/30/88
IO-GONE	1183403	12/29/81
NICE CLEAN	1239922	05/31/83
DUO-SWAB	1192402	03/23/82
PDI	1163330	08/04/81
WET-NAP	719409	08/01/61
GRIME BOSS and Design	3378746	02/05/08
SANI-SURFACE	3677981	09/01/09
NO RINSE SANI-SURFACE and Design	3677980	09/01/09
SANI HANDS and Design	3447076	06/10/08

MARK	Registration No.	Registration Date
THE GLOBAL WET WIPE EXPERTS	3459580	07/01/08
ONE WIPE DISPENSING and Design	3420229	04/29/08
BATHROOM BUDDIES	3776336	04/13/10
NP NICE PAK and Design	3503001	09/16/08
SANI-KIDS	3568609	01/27/09
SANI-DEX ALC	3266024	07/17/07
SANI-HANDS ALC	3573276	02/10/09
WIPES and Design	3439269	06/03/08
SANI HANDS II and Design	3573183	02/10/09

**Pending Applications**

Mark	Application No.	Filing Date
PDI CHLORASCRUB	78970137	09/08/06
NICE 'N CLEAN	78970135	09/08/06
SANI-SURFACE GREEN and Design	78970112	09/08/06
PROCHLORA	78916464	06/26/06
THE HYGIENE KIDS	78864463	04/19/06
SANI-SURFACE GREEN	78850859	03/31/06
GOOD TO GO	78850832	03/31/06
NATURALLY INSPIRED	78761348	11/28/05
WIPE SCRIPTIONS	78712798	09/14/05
2 GO	78559771	02/03/05

Mark	Application No.	Filing Date
TENDER BOTTOMS	78263957	06/18/03
REAL CLOTH EZ ONES and Design	78149301	07/31/02
CORY	77149717	04/05/07
CORA	77149644	04/05/07