

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------|----------|----------------|-----------------------|
| Nice-Pak Products, Inc. | | 07/18/2012 | CORPORATION: NEW YORK |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------------------------|
| Name: | General Electric Capital Corporation, as Agent |
| Street Address: | 201 Merritt 7 |
| City: | Norwalk |
| State/Country: | CONNECTICUT |
| Postal Code: | 06851 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------------|
| Serial Number: | 85560162 | SHOW GRIME WHO'S BOSS |
| Serial Number: | 85290321 | EQ |
| Serial Number: | 85238787 | THINKING GREEN, WORKING CLEAN |
| Registration Number: | 3711114 | JUST CLEAN SKIN |
| Registration Number: | 3592630 | GRIME BOSS |
| Registration Number: | 3636462 | REAL CLOTH EZ ONES DISPENSER |
| Registration Number: | 4080145 | GRIME BOSS |
| Serial Number: | 85666584 | NUTURA |

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.
 Phone: 3129932647
 Email: zeynep.gieseke@lw.com
 Correspondent Name: Zeynep Gieseke

Address Line 1: 233 S. Wacker Drive, Suite 5800
Address Line 2: Latham & Watkins LLP
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER: 025646-0627

NAME OF SUBMITTER: Zeynep Gieseke

Signature: /zg/

Date: 07/24/2012

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that pursuant to the Term Loan and Security Agreement dated as of June 18, 2007 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the “Loan and Security Agreement” by and among the Loan Parties thereto (each an “Obligor” and collectively, the “Obligors”) and General Electric Capital Corporation (successor-by-assignment to Wells Fargo Bank, National Association (successor-by-merger to Wachovia Bank, National Association)), as administrative agent, (the “Agent”) for the lenders referenced therein (the “Lenders”), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto (the “Trademarks”) to the Agent for the ratable benefit of the Lenders.

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Loan and Security Agreement (ii) is not to be construed as an assignment of any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

NICE-PAK PRODUCTS, INC.,
a New York corporation

By: 
Name: WALLIS BROOKS
Title: EVP AND CFO

Acknowledged and Accepted:

GENERAL ELECTRIC CAPITAL CORPORATION,
as Agent

By: _____
Name: _____
Title: Its Duly Authorized Signatory

[Signature Page to Notice of Grant of Security Interest in US Trademarks]

TRADEMARK
REEL: 004827 FRAME: 0894


Very truly yours,

NICE-PAK PRODUCTS, INC.,
a New York corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

GENERAL ELECTRIC CAPITAL CORPORATION,
as Agent

By: 
Name: AMIR MOINEUDINE
Title: Its Duly Authorized Signatory

[Signature Page to Notice of Grant of Security Interest in US Trademarks]

Schedule 1

Nice-Pak Products, Inc.

(New York Corporation)

U.S. Trademarks

| <u>Owner</u> | <u>Title</u> | <u>Application/Registration No.</u> |
|-------------------------|----------------------------------|-------------------------------------|
| Nice-Pak Products, Inc. | SHOW GRIME WHO'S BOSS | Application No. 85560162 |
| Nice-Pak Products, Inc. | EQ | Application No. 85290321 |
| Nice-Pak Products, Inc. | THINKING GREEN, WORKING CLEAN | Application No. 85238787 |
| Nice-Pak Products, Inc. | JUST CLEAN SKIN | Registration No. 3711114 |
| Nice-Pak Products, Inc. | GRIME BOSS | Registration No. 3592630 |
| Nice-Pak Products, Inc. | REAL CLOTH EZ ONES DISPENSER | Registration No. 3636462 |
| Nice-Pak Products, Inc. | GRIME BOSS | Registration No. 4080145 |
| Nice-Pak Products, Inc. | NUTURA | Application No. 85666584 |