

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ECOLAB INC.		11/30/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ZEP IP HOLDING LLC		
Street Address:	1310 SEABOARD INDUSTRIAL BLVD.		
City:	ATLANTA		
State/Country:	GEORGIA		
Postal Code:	30318		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3688478	HARD ON DIRT. EASY ON EARTH.	
CORRESPONDENCE DATA			
Fax Number:	4046028850		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(404) 888-4040		
Email:	hwattm@hunton.com		
Correspondent Name:	ERIC J. HANSON - HUNTON & WILLIAMS LLP		
Address Line 1:	600 PEACHTREE ST NE		
Address Line 2:	SUITE 4100		
Address Line 4:	ATLANTA, GEORGIA 30308-2219		
ATTORNEY DOCKET NUMBER:	78681.101021		
NAME OF SUBMITTER:	ERIC J. HANSON		
Signature:	/ERIC J. HANSON/		

Date:

12/05/2012

Total Attachments: 4

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ASSIGNMENT OF U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

WHEREAS, ECOLAB INC., a corporation organized under the laws of the State of Delaware, and having a place of business located at 370 WABASHA STREET NORTH, ST. PAUL, MINNESOTA 55102 (hereinafter "ASSIGNOR"), owns rights in the United States trademarks and trademark applications described on the attached Exhibit A (hereinafter the "Marks");

AND, WHEREAS, ZEP IP HOLDING LLC, a limited liability company organized under the laws of the State of Georgia, and having a place of business located at 1310 Seaboard Industrial Boulevard Atlanta, GA 30318 (hereinafter "ASSIGNEE"), is desirous of acquiring the rights in ASSIGNOR's Marks;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) or the equivalent thereof, and other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, effective the 1st day of December, 2012, ASSIGNOR does hereby sell, assign and transfer unto said ASSIGNEE, and ASSIGNEE hereby accepts, ASSIGNOR's entire right, title and interest in the Marks, together with the goodwill of the business symbolized by the Marks; to the extent any pending applications for registration of a Mark have been filed on the basis of ASSIGNOR's "intent-to-use" such Marks, that portion of ASSIGNOR's business to which such Mark pertains (which is ongoing and existing); and any causes of action for any previously occurring infringement of the Marks.

ASSIGNOR will execute further commercially reasonable papers and will take other commercially reasonable action if necessary and proper to vest full title in and to the Marks in ASSIGNEE.

[Signature Page Follows]

ECOLAB INC.

Date: November 30, 2012

By:  _____

Name: James Miller

Title: Executive Vice President and President,
Global Corporate Initiatives

ZEP IP HOLDING LLC

Date: November 30, 2012

By: _____

Name: Mark R. Bachmann

Title: Executive Vice President and Chief
Financial Officer

ECOLAB INC.

Date: November 30, 2012

By: _____

Name: James Miller

Title: Executive Vice President and President,
Global Corporate Initiatives

ZEP IP HOLDING LLC

Date: November 30, 2012

By:  _____

Name: Mark R. Bachmann

Title: Executive Vice President and Chief
Financial Officer

EXHIBIT A

U.S. Trademark Registration No.	Mark
3,688,478	HARD ON DIRT. EASY ON EARTH.