

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Second Lien Grant of Security Interest in Trademark Rights

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Spotless Holding Corp.		02/13/2013	CORPORATION: DELAWARE
Spotless Acquisition Corp.		02/13/2013	CORPORATION: DELAWARE
The Sun Products Corporation (f/k/a Huish Detergents, Inc.)		02/13/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	U.S. Bank National Association
<b>Street Address:</b>	214 North Tryon Street, 26th Floor
<b>Internal Address:</b>	c/o U.S. Bank Corporate Trust Services
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28202
<b>Entity Type:</b>	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 178**

Property Type	Number	Word Mark
Registration Number:	1030483	AAPRI
Registration Number:	4195750	ACTION-ACTIVATED SCENT GEMS
Registration Number:	1781008	ALL
Registration Number:	2345628	ALL
Registration Number:	2832617	ALL
Registration Number:	2899106	ALL
Registration Number:	3781116	ALL
Registration Number:	3303851	ALL
Registration Number:	3722763	ALL SECRET GARDEN 2X ULTRA
Registration Number:	3327659	ALOHA SPLASH
Registration Number:	3861906	BECAUSE EVERYONE LOVES TO SNUGGLE

OP \$4465.00 1030483

Registration Number:	3786763	BLUE IRIS & BAMBOO SILK
Registration Number:	3722342	BLUE SPARKLE
Registration Number:	1336230	BRIGHT WATER
Registration Number:	1336232	BRIGHT WATER
Registration Number:	3952255	BRISA FRESCA DE LA MANANA
Registration Number:	3842491	BRISA FRESCA DE LA MAÑANA
Registration Number:	1959986	CITRUS
Registration Number:	2019393	CLOUT
Registration Number:	3499443	CLOUT
Registration Number:	2100398	COLOR KEEPER
Registration Number:	2616110	COLOR SECURE
Registration Number:	2710858	CUDDLE SOFT
Registration Number:	1604278	CUDDLE-UP FRESH
Registration Number:	3793708	DANCING IN THE TROPICS
Registration Number:	0764818	EPIC
Registration Number:	4194711	EXHILARATIONS
Registration Number:	4218724	FRAGRANCE BURST
Registration Number:	4112287	FRESH BOOST
Registration Number:	3931663	FRESH MORNING BREEZE
Registration Number:	3952244	FRESH MORNING BREEZE
Registration Number:	2898513	FRESH RAIN
Registration Number:	2898524	FRESH RAIN
Registration Number:	3621062	FRESH RELEASE
Registration Number:	3499663	FRESH RELEASE ESSENTIALS
Registration Number:	3722344	GREEN BURST
Registration Number:	4234141	IT'S ALL CLEAN, IT'S ALL GOOD.
Registration Number:	4172298	IT'S ALL GOOD
Registration Number:	1460552	LAUNDRO KING
Registration Number:	3449048	LAUNDRO KING
Registration Number:	4203365	LET'S SNUGGLE
Registration Number:	3982217	
Registration Number:	3788669	LIMPIEZA DE CASCADA
Registration Number:	2856382	MAR BRILLANTE
Registration Number:	4199816	MIGHTY PACS
Registration Number:	4234160	MOUNTAIN MIST

	3640698	NATURE'S DISCOVERY
Registration Number:	3746821	NATURE'S DISCOVERY
Registration Number:	3722343	ORANGE RUSH
Registration Number:	0652842	O-SO KLEEN
Registration Number:	4215248	OXI COMPLETE
Registration Number:	3800994	OXI-ACTIVE
Registration Number:	2797274	PILLOW SOFT
Registration Number:	3722345	PINK FLARE
Registration Number:	4215328	POWERFUL CLEAN, MIGHTY RESULTS
Registration Number:	4068445	POWERFUL CLEAN. GENTLE ON SKIN.
Registration Number:	3722346	PURPLE FUSION
Registration Number:	3613118	REAWAKENED FRESHNESS ON THE MOVE
Registration Number:	0810717	SEA MIST
Registration Number:	0773821	SEA MIST INSIDE 'N' OUTSIDE
Registration Number:	4141251	SEND A SNUG
Registration Number:	3923305	SHEER SPRING
Registration Number:	3113168	SMALL & MIGHTY
Registration Number:	1246754	SNUGGLE
Registration Number:	1599689	SNUGGLE
Registration Number:	2701266	SNUGGLE
Registration Number:	2717343	SNUGGLE
Registration Number:	4044246	SNUGGLE BEAR
Registration Number:	3309341	SNUGGLE EXHILARATIONS
Registration Number:	3769175	SNUGGLY SOFTNESS
Registration Number:	2813945	SOFT BREEZE
Registration Number:	1513272	SOL
Registration Number:	2628873	SOLO
Registration Number:	2716313	SPARKLING OCEAN
Registration Number:	2534130	SPRING BURST
Registration Number:	4172542	SPRING FLOWERS
Registration Number:	3897862	STAIN SPECTRUM
Registration Number:	3966461	STAINLIFTER
Registration Number:	3303649	SUAVE Y TIERNO
Registration Number:	0569580	SUN
Registration Number:	0650680	SUN

**TRADEMARK**

**REEL: 004961 FRAME: 0893**

	1618291	SUN
Registration Number:	2001463	SUN
Registration Number:	2196458	SUN
Registration Number:	2843724	SUN
Registration Number:	4019917	SUN
Registration Number:	3459751	SUN
Registration Number:	4194702	SUN
Registration Number:	3703623	SUN BURST
Registration Number:	3865050	SUN GLOW
Registration Number:	2714500	SUN SATIONS
Registration Number:	1148608	SUNLIGHT
Registration Number:	3955173	SUNSATIONAL SCENTS
Registration Number:	2058796	SURF
Registration Number:	3732673	SWEET BLOSSOM & POMEGRANATE
Registration Number:	4180666	SWEET BLOSSOM & WILDFLOWERS
Registration Number:	3923222	THE GREASE FIGHTER
Registration Number:	3644341	TIME RELEASED FRESHNESS WHILE WEARING YOUR CLOTHES
Registration Number:	4029794	TOUGH ON STAINS. GENTLE ON SKIN.
Registration Number:	3873685	TRANQUIL LAVENDER
Registration Number:	2884867	TROPICAL BREEZE
Registration Number:	2982764	TROPICAL BREEZE
Registration Number:	3949085	TROPICAL BREEZE
Registration Number:	2610602	TRU COLOR
Registration Number:	3871944	TRUSTED STAIN FIGHTING POWER
Registration Number:	1567865	VISTA
Registration Number:	1527695	VOGUE
Registration Number:	3788651	WATERFALL CLEAN
Registration Number:	1603305	WHITE KING
Registration Number:	3753442	WHITE LAVENDER & SANDALWOOD
Registration Number:	4222689	WHITE LILAC & SPRING FLOWERS
Registration Number:	3336557	WILD & FRESH
Registration Number:	4020759	WILD ORCHID & VANILLA
Registration Number:	3228283	WINTREE
Registration Number:	0627529	WISK

Registration Number:	1978540	WISK
Registration Number:	3995078	WISK
Registration Number:	4220295	WISK DEEP CLEAN
Serial Number:	85663615	ACTIVECLEAN
Serial Number:	85518159	ALL WITH STAINLIFTERS
Serial Number:	85610396	ALL WITH STAINLIFTERS
Serial Number:	85704980	APPLE MELON SPARKLE
Serial Number:	85556636	APPLE TWIST
Serial Number:	85785177	APRIL SHOWERS
Serial Number:	85396986	BLISSFUL BREEZE
Serial Number:	85709998	CATCH & RELEASE FORMULA
Serial Number:	85710001	CATCH & RELEASE FORMULA
Serial Number:	85727903	CATCH & RELEASE TECHNOLOGY
Serial Number:	85736198	CATCH & RELEASE TECHNOLOGY
Serial Number:	85692207	CITRUS ENERGY
Serial Number:	85562489	CITRUS RUSH
Serial Number:	85146757	CLOUT
Serial Number:	85442336	CLOUT
Serial Number:	85602254	GIVE US YOUR WORST, WE'LL GIVE IT OUR ALL
Serial Number:	85692231	ISLAND ESSENCE
Serial Number:	85787024	ISLAND FUSION
Serial Number:	85787018	ISLAND MIST
Serial Number:	85556620	LEMON BOOST
Serial Number:	85513119	LEMONOXI
Serial Number:	85711390	LET'S MAKE EVERYDAY A LITTLE SOFTER
Serial Number:	85711395	LET'S PUT A GOOD MOOD IN THE AIR
Serial Number:	85545119	MAKE THE WORLD A SOFTER PLACE
Serial Number:	85556660	MANDARIN SPARKLE
Serial Number:	85708547	MANGO LEMON TWIST
Serial Number:	85512038	MICRO-CLEANERS
Serial Number:	85751373	MIGHTY BEADS
Serial Number:	85116795	OXI COMPLEX
Serial Number:	85699120	OXI ENERGY
Serial Number:	85724398	PATENTED CATCH & RELEASE TECHNOLOGY
Serial Number:	85370437	POWER SINGLES

**TRADEMARK**

**REEL: 004961 FRAME: 0895**

	85706122	RELAXING LAVENDER
Serial Number:	85299215	RING AROUND THE COLLAR
Serial Number:	85223663	SCENT DROPS
Serial Number:	85368348	SEASONAL EXPRESSIONS
Serial Number:	85549948	SKINSMART
Serial Number:	85582412	SNUG
Serial Number:	85165051	SNUGGLE
Serial Number:	85165055	SNUGGLE
Serial Number:	85165073	SNUGGLE
Serial Number:	85598447	SNUGGLE
Serial Number:	85598450	SNUGGLE
Serial Number:	85596144	SNUGGLE
Serial Number:	85602258	SNUGGLE
Serial Number:	85624311	SNUGGLE
Serial Number:	85744897	
Serial Number:	85744900	
Serial Number:	85596138	
Serial Number:	85272594	SNUGGLE GEMS
Serial Number:	85728189	SNUGGLE HOME
Serial Number:	85744902	SNUGGLE HOME
Serial Number:	85345526	SNUGGLE UP
Serial Number:	77691076	SPRING BREEZE
Serial Number:	85437029	SPRING SHOWERS
Serial Number:	85814815	SURF
Serial Number:	85744796	TOUGH ON ALLERGENS. GENTLE ON SKIN.
Serial Number:	85708544	TROPICAL BERRY SPLASH
Serial Number:	85757501	TROPICAL GO-GO
Serial Number:	85440197	TROPICAL OASIS

**CORRESPONDENCE DATA**

Fax Number: 3128622200

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 312-862-6371

Email: renee.prescan@kirkland.com

Correspondent Name: Renee Prescan

Address Line 1: 300 North LaSalle Street

**TRADEMARK**  
**REEL: 004961 FRAME: 0896**

Address Line 2: Kirkland & Ellis LLP  
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	23385-25 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	02/14/2013

**Total Attachments: 19**

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SECOND LIEN GRANT OF  
SECURITY INTEREST IN TRADEMARK RIGHTS

This SECOND LIEN GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (“Agreement”), effective as of February 13, 2013 is made by SPOTLESS HOLDING CORP. (“Holdings”), SPOTLESS ACQUISITION CORP. (“AcquiCo”), THE SUN PRODUCTS CORPORATION (f/k/a Huish Detergents, Inc., “Sun Products”, and together with AcquiCo, the “Borrowers”), and certain subsidiaries of Holdings who are or become signatories hereto (together with Holdings and the Borrowers, the “Grantors”), in favor of U.S. BANK NATIONAL ASSOCIATION as collateral agent (in such capacity, the “Collateral Agent”) for the banks and other financial institutions (the “Lenders”) from time to time parties to the Second Lien Credit Agreement, dated as of April 26, 2007 (as amended, supplemented or otherwise modified from time to time, the “Second Lien Credit Agreement”), among the Borrowers, Holdings, the Lenders, the Collateral Agent, U.S. BANK NATIONAL ASSOCIATION (as successor to JPMorgan Chase Bank, N.A.), as administrative agent, J.P. MORGAN SECURITIES INC. and BANK OF AMERICA SECURITIES LLC, as joint lead arrangers and as joint bookrunners, and BANK OF AMERICA, N.A., as syndication agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Second Lien Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Second Lien Credit Agreement, the Borrowers executed and delivered a Second Lien Guarantee and Security Agreement, dated as of April 26, 2007, in favor of the Collateral Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the “Second Lien Security Agreement”);

WHEREAS, pursuant to the Second Lien Security Agreement, the Borrowers pledged and granted to the Collateral Agent for the benefit of the Collateral Agent and the Lenders a continuing security interest in certain Intellectual Property, including the Trademark Collateral (defined herein); and

WHEREAS, the Borrowers have duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Second Lien Credit Agreement, the Borrowers agree, for the benefit of the Collateral Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Second Lien Credit Agreement and the Second Lien Security Agreement.

SECTION 2. Grant of Security Interest. The Borrowers hereby pledge and grant a continuing security interest in all of the Borrowers’ right, title and interest in, to and under the Trademarks included in the Collateral (including, without limitation, those items listed on Schedule A hereto) (collectively, the “Trademark Collateral”), to the Collateral Agent for the benefit of the Collateral



Agent and the Lenders to secure payment and performance of the Obligations. Notwithstanding anything to the contrary herein, the Trademark Collateral shall not include, and no pledge or grant of a security interest shall be deemed granted by Borrowers, in any intent-to-use trademark or service mark application.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Borrowers for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Second Lien Security Agreement and is expressly subject to the terms and conditions thereof. The Second Lien Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Borrowers do hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Second Lien Credit Agreement and the Second Lien Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Second Lien Security Agreement, the terms of the Second Lien Security Agreement shall govern.

SECTION 5. Termination. This Agreement shall terminate and the Lien on and security interest in the Trademark Collateral shall be released upon the payment and performance of the Loans (other than any outstanding indemnification obligations). Upon the termination of this Agreement, the Collateral Agent shall execute all documents, make all filings, take all other actions reasonably requested by the Grantors to evidence and record the release of the Lien on and security interests in the Trademark Collateral granted herein.

SECTION 6. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

SECTION 7. Governing Law. This Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers as of the date first written above.

**THE SUN PRODUCTS CORPORATION**

By:  \_\_\_\_\_

Name: Lisa Nichols  
Title: VP and Treasurer

[SIGNATURE PAGE TO SECOND LIEN GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

**TRADEMARK**  
**REEL: 004961 FRAME: 0900**

Accepted and Agreed to:

**U.S. BANK NATIONAL ASSOCIATION**  
as Collateral Agent for the Lenders


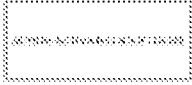




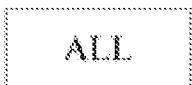
By:   
Name: \_\_\_\_\_  
Title:

**James A. Harley**  
Vice President


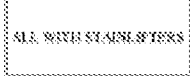

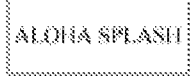
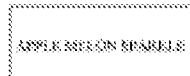
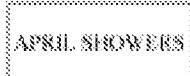
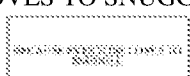
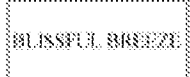
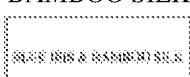
[SIGNATURE PAGE TO SECOND LIEN GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

**SCHEDULE A**

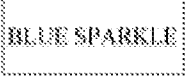
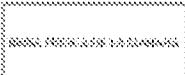
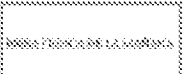
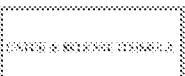
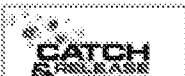
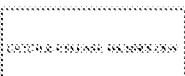

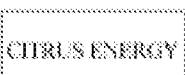
**U.S. Trademarks and Applications**

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	AAPRI 	73055594	1030483	Jan 20 1976	Registered
The Sun Products Corporation	ACTION-ACTIVATED SCENT GEMS 	85356143	4195750	Aug 21 2012	Registered
The Sun Products Corporation	ACTIVECLEAN 	85663615			Pending
The Sun Products Corporation	ALL 	74338761	1781008	Jul 13 1993	Registered
The Sun Products Corporation	ALL	75752456	2345628	Apr 25 2000	Registered
The Sun Products Corporation	ALL	76365136	2832617	Apr 13 2004	Registered
The Sun Products Corporation	ALL 	76552266	2899106	Nov 2 2004	Registered
The Sun Products Corporation	ALL 	77833488	3781116	Apr 27 2010	Registered
The Sun Products Corporation	ALL 	78693248	3303851	Oct 2 2007	Registered



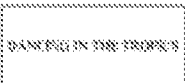
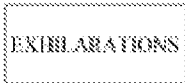
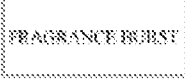
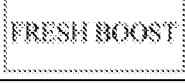
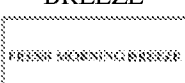
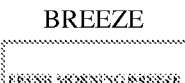
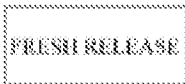
SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	ALL SECRET GARDEN 2X ULTRA 	77057350	3722763	Dec 8 2009	Registered
The Sun Products Corporation	ALL WITH STAINLIFTERS 	85518159			Pending
The Sun Products Corporation	ALL WITH STAINLIFTERS Logo 	85610396			Pending
The Sun Products Corporation	ALOHA SPLASH 	78862996	3327659	Oct 30 2007	Registered
The Sun Products Corporation	APPLE MELON SPARKLE 	85704980			Pending
The Sun Products Corporation	APPLE TWIST	85556636			Pending
The Sun Products Corporation	APRIL SHOWERS 	85785177			Pending
The Sun Products Corporation	BECAUSE EVERYONE LOVES TO SNUGGLE 	77827129	3861906	Oct 12 2010	Registered
The Sun Products Corporation	BLISSFUL BREEZE 	85396986			Pending
The Sun Products Corporation	BLUE IRIS & BAMBOO SILK 	77679608	3786763	May 11 2010	Registered

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No	Registration Date	Status
The Sun Products Corporation	BLUE SPARKLE 	77763804	3722342	Dec 8 2009	Registered
The Sun Products Corporation	BRIGHT WATER	73508388	1336230	May 21 1985	Registered
The Sun Products Corporation	BRIGHT WATER	73508390	1336232	May 21 1985	Registered
The Sun Products Corporation	BRISA FRESCA DE LA MANANA 	77963703	3952255	Apr 26 2011	Registered
The Sun Products Corporation	BRISA FRESCA DE LA MAÑANA 	77692878	3842491	Aug 31 2010	Registered
The Sun Products Corporation	CATCH & RELEASE FORMULA 	85709998			Pending
The Sun Products Corporation	CATCH & RELEASE FORMULA & Design 	85710001			Pending
The Sun Products Corporation	CATCH & RELEASE TECHNOLOGY 	85727903			Pending
The Sun Products Corporation	CATCH & RELEASE TECHNOLOGY 	85736198			Pending
The Sun Products Corporation	CITRUS	74613129	1959986	Mar 5 1996	Registered
The Sun Products Corporation	CITRUS ENERGY 	85692207			Pending
The Sun Products Corporation	CITRUS RUSH	85562489			Pending
The Sun Products Corporation	CLOUT	75052138	2019393	Nov 26 1996	Registered
The Sun Products Corporation	CLOUT	76370351	3499443	Sep 9 2008	Registered

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	CLOUT 	85146757			Pending
The Sun Products Corporation	CLOUT 	85442336			Pending
The Sun Products Corporation	COLOR KEEPER	75126434	2100398	Sep 23 1997	Registered
The Sun Products Corporation	COLOR SECURE	75379218	2616110	Sep 10 2002	Registered
The Sun Products Corporation	CUDDLE SOFT	76358979	2710858	Apr 29 2003	Registered
The Sun Products Corporation	CUDDLE-UP FRESH	73830406	1604278	Jul 3 1990	Registered
The Sun Products Corporation	DANCING IN THE TROPICS 	77414156	3793708	May 25 2010	Registered
The Sun Products Corporation	EPIC	72166636	0764818	Feb 11 1964	Registered
The Sun Products Corporation	EXHILARATIONS 	85527240	4194711	Aug 21 2012	Registered
The Sun Products Corporation	FRAGRANCE BURST 	85265091	4218724	Oct 2 2012	Registered
The Sun Products Corporation	FRESH BOOST 	77890825	4112287	Mar 13 2012	Registered
The Sun Products Corporation	FRESH MORNING BREEZE 	77692887	3931663	Mar 15 2011	Registered
The Sun Products Corporation	FRESH MORNING BREEZE 	77961517	3952244	Apr 26 2011	Registered
The Sun Products Corporation	FRESH RAIN	76212626	2898513	Nov 2 2004	Registered
The Sun Products Corporation	FRESH RAIN	76237398	2898524	Nov 2 2004	Registered
The Sun Products Corporation	FRESH RELEASE 	78922641	3621062	May 12 2009	Registered

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

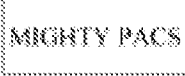




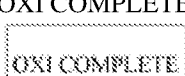
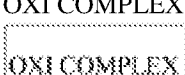



Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	FRESH RELEASE ESSENTIALS 	77137438	3499663	Sep 9 2008	Registered
The Sun Products Corporation	GIVE US YOUR WORST, WE'LL GIVE IT OUR ALL 	85602254			Pending
The Sun Products Corporation	GREEN BURST 	77763944	3722344	Dec 8 2009	Registered
The Sun Products Corporation	ISLAND ESSENCE 	85692231			Pending
The Sun Products Corporation	ISLAND FUSION 	85787024			Pending
The Sun Products Corporation	ISLAND MIST 	85787018			Pending
Sun Products Corporation	IT'S ALL CLEAN, IT'S ALL GOOD.	85592562	4234141	Oct 30 2012	Registered
The Sun Products Corporation	IT'S ALL GOOD 	85146772	4172298	Jul 10 2012	Registered
The Sun Products Corporation	LAUNDRO KING 	73649535	1460552	Oct 13 1987	Registered
The Sun Products Corporation	LAUNDRO KING 	77307894	3449048	Jun 17 2008	Registered
The Sun Products Corporation	LEMON BOOST	85556620			Pending
The Sun Products Corporation	LEMONOXI 	85513119			Pending



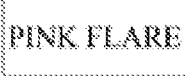
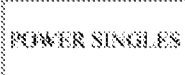
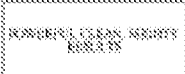
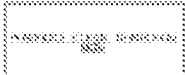
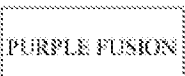
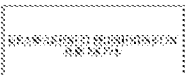
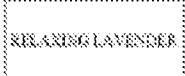
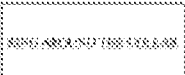
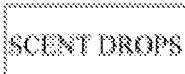

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	LET'S MAKE EVERYDAY A LITTLE SOFTER 	85711390			Pending
The Sun Products Corporation	LET'S PUT A GOOD MOOD IN THE AIR 	85711395			Pending
The Sun Products Corporation	LET'S SNUGGLE 	85345531	4203365	Sep 4 2012	Registered
The Sun Products Corporation	LIGHTBULB & LEAF DESIGN 	77874788	3982217	Jun 21 2011	Registered
The Sun Products Corporation	LIMPIEZA DE CASCADA 	77779903	3788669	May 11 2010	Registered
The Sun Products Corporation	MAKE THE WORLD A SOFTER PLACE 	85545119			Pending
The Sun Products Corporation	MANDARIN SPARKLE	85556660			Pending
The Sun Products Corporation	MANGO LEMON TWIST 	85708547			Pending
The Sun Products Corporation	MAR BRILLANTE	76368314	2856382	Jun 22 2004	Registered
The Sun Products Corporation	MICRO-CLEANERS 	85512038			Pending
The Sun Products Corporation	MIGHTY BEADS 	85751373			Pending

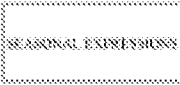
SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	MIGHTY PACS 	85366879	4199816	Aug 28 2012	Registered
The Sun Products Corporation	MOUNTAIN MIST 	85600085	4234160	Oct 30 2012	Registered
The Sun Products Corporation	NATURE'S DISCOVERY 	77406255	3640698	Jun 16 2009	Registered
The Sun Products Corporation	NATURE'S DISCOVERY 	77803776	3746821	Feb 9 2010	Registered
The Sun Products Corporation	ORANGE RUSH 	77763938	3722343	Dec 8 2009	Registered
The Sun Products Corporation	O-SOKLEEN	72019716	0652842	Oct 8 1957	Registered
The Sun Products Corporation	OXI COMPLETE 	85397025	4215248	Sep 25 2012	Registered
The Sun Products Corporation	OXI COMPLEX 	85116795			Pending
The Sun Products Corporation	OXI ENERGY 	85699120			Pending
The Sun Products Corporation	OXI-ACTIVE 	77770477	3800994	Jun 8 2010	Registered
The Sun Products Corporation	PATENTED CATCH & RELEASE TECHNOLOGY & Design 	85724398			Pending
The Sun Products Corporation	PILLOW SOFT	76487239	2797274	Dec 23 2003	Registered






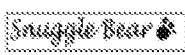

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	PINK FLARE 	77763974	3722345	Dec 8 2009	Registered
The Sun Products Corporation	POWER SINGLES 	85370437			Pending
The Sun Products Corporation	POWERFUL CLEAN, MIGHTY RESULTS 	85428563	4215328	Sep 25 2012	Registered
The Sun Products Corporation	POWERFUL CLEAN. GENTLE ON SKIN 	85155381	4068445	Dec 6 2011	Registered
The Sun Products Corporation	PURPLE FUSION 	77763980	3722346	Dec 8 2009	Registered
The Sun Products Corporation	REAWAKENED FRESHNESS ON THE MOVE 	77225529	3613118	Apr 28 2009	Registered
The Sun Products Corporation	RELAXING LAVENDER 	85706122			Pending
The Sun Products Corporation	RING AROUND THE COLLAR 	85299215			Pending
The Sun Products Corporation	SCENT DROPS 	85223663			Pending
The Sun Products Corporation	SEA MIST	72229892	0810717	Jul 5 1966	Registered
The Sun Products Corporation	SEA MIST INSIDE 'N' OUTSIDE 	72140778	0773821	Jul 21 1964	Registered

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	SEASONAL EXPRESSIONS 	85368348			Pending
The Sun Products Corporation	SEND A SNUG 	85278350	4141251	May 15 2012	Registered
The Sun Products Corporation	SHEER SPRING 	77072164	3923305	Feb 22 2011	Registered
The Sun Products Corporation	SKINSMART	85549948			Pending
The Sun Products Corporation	SMALL & MIGHTY 	78614686	3113168	Jul 4 2006	Registered
The Sun Products Corporation	SNUG	85582412			Pending
The Sun Products Corporation	SNUGGLE	73321562	1246754	Aug 21983	Registered
The Sun Products Corporation	SNUGGLE	73560386	1599689	Jun 51990	Registered
The Sun Products Corporation	SNUGGLE 	76303278	2701266	Mar 25 2003	Registered
The Sun Products Corporation	SNUGGLE 	76417055	2717343	May 20 2003	Registered
The Sun Products Corporation	SNUGGLE 	85165051			Pending
The Sun Products Corporation	SNUGGLE 	85165055			Pending

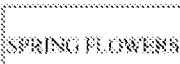
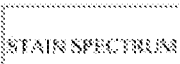


SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	<p>SNUGGLE</p> 	85165073			Pending
The Sun Products Corporation	<p>SNUGGLE</p> 	85598447			Pending
Sun Products Corporation	<p>SNUGGLE</p>	85598450			Pending
The Sun Products Corporation	<p>SNUGGLE &amp; Bear with Blanket Design</p> 	85596144			Pending
The Sun Products Corporation	<p>SNUGGLE &amp; Bear with Blanket Design</p> 	85602258			Pending
The Sun Products Corporation	<p>SNUGGLE &amp; Bear with Blanket Design</p> 	85624311			Pending
The Sun Products Corporation	<p>SNUGGLE BEAR</p> 	85228207	4044246	Oct 25 2011	Registered
The Sun Products Corporation	<p>SNUGGLE BEAR &amp; BLANKET Design</p> 	85744897			Pending




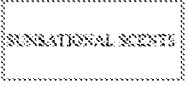

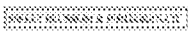
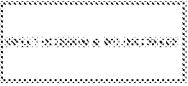
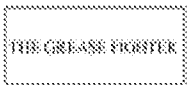
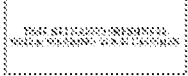
SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	SNUGGLE BEAR & BLANKET Design 	85744900			Pending
The Sun Products Corporation	Snuggle Bear with Blanket Design 	85596138			Pending
The Sun Products Corporation	SNUGGLE EXHILARATIONS 	78779171	3309341	Oct 9 2007	Registered
The Sun Products Corporation	SNUGGLE GEMS 	85272594			Pending
The Sun Products Corporation	SNUGGLE HOME 	85728189			Pending
The Sun Products Corporation	SNUGGLE HOME 	85744902			Pending
The Sun Products Corporation	SNUGGLE UP 	85345526			Pending
The Sun Products Corporation	SNUGGLY SOFTNESS 	77730764	3769175	Mar 30 2010	Registered
The Sun Products Corporation	SOFT BREEZE	76467305	2813945	Feb 10 2004	Registered
The Sun Products Corporation	SOL	73647496	1513272	Nov 22 1988	Registered
The Sun Products Corporation	SOLO	75982333	2628873	Oct 1 2002	Registered
The Sun Products Corporation	SPARKLING OCEAN	76212543	2716313	May 13 2003	Registered

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

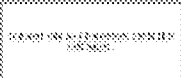
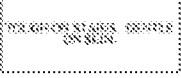
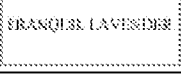
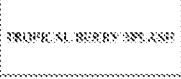
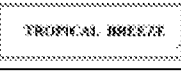
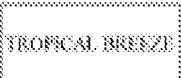
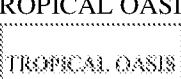

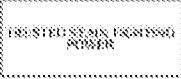
Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	SPRING BREEZE 	77691076			Pending
The Sun Products Corporation	SPRING BURST	76212558	2534130	Jan 29 2002	Registered
The Sun Products Corporation	SPRING FLOWERS 	85265082	4172451	Jul 10 2012	Registered
The Sun Products Corporation	SPRING SHOWERS 	85437029			Pending
The Sun Products Corporation	STAIN SPECTRUM 	77798981	3897862	Dec 28 2010	Registered
The Sun Products Corporation	STAINLIFTER 	85182564	3966461	May 24 2011	Registered
The Sun Products Corporation	SUAVE Y TIERNO 	78605761	3303649	Oct 2 2007	Registered
The Sun Products Corporation	SUN 	71628769	0569580	Jan 20 1953	Registered
The Sun Products Corporation	SUN	72019606	0650680	Aug 20 1957	Registered
The Sun Products Corporation	SUN	73790936	1618291	Oct 23 1990	Registered
The Sun Products Corporation	SUN	75003314	2001463	Sep 17 1996	Registered
The Sun Products Corporation	SUN	75219376	2196458	Oct 13 1998	Registered
The Sun Products Corporation	SUN	76472879	2843724	May 18 2004	Registered
The Sun Products Corporation	SUN 	77748025	4019917	Aug 30 2011	Registered
The Sun Products Corporation	SUN 	78969003	3459751	Jul 1 2008	Registered

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No	Registration Date	Status
The Sun Products Corporation	SUN 	85525265	4194702	Aug 21 2012	Registered
The Sun Products Corporation	SUN BURST 	78763316	3703623	Oct 27 2009	Registered
The Sun Products Corporation	SUN GLOW 	77577424	3865050	Oct 19 2010	Registered
The Sun Products Corporation	SUN SATIONS	76339762	2714500	May 6 2003	Registered
The Sun Products Corporation	SUNLIGHT	73214600	1148608	Mar 24 1981	Registered
The Sun Products Corporation	SUNSATONAL SCENTS 	77039847	3955173	May 3 2011	Registered
The Sun Products Corporation	SURF	75009902	2058796	May 6 1997	Registered
The Sun Products Corporation	SURF Stylized 	85814815			Pending
The Sun Products Corporation	SWEET BLOSSOM & POMEGRANATE 	77679605	3732673	Dec 29 2009	Registered
The Sun Products Corporation	SWEET BLOSSOM & WILDFLOWERS 	85347273	4180666	Jul 24 2012	Registered
The Sun Products Corporation	THE GREASE FIGHTER 	85128580	3923222	Feb 22 2011	Registered
The Sun Products Corporation	TIME RELEASED FRESHNESS WHILE WEARING YOUR CLOTHES 	77336445	3644341	Jun 23 2009	Registered



SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	TOUGH ON ALLERGENS. GENTLE ON SKIN 	85744796			Pending
The Sun Products Corporation	TOUGH ON STAINS. GENTLE ON SKIN 	85103417	4029794	Sep 20 2011	Registered
The Sun Products Corporation	TRANQUIL LAVENDER 	77072139	3873685	Nov 9 2010	Registered
The Sun Products Corporation	TROPICAL BERRY SPLASH 	85708544			Pending
The Sun Products Corporation	TROPICAL BREEZE 	76449020	2884867	Sep 14 2004	Registered
The Sun Products Corporation	TROPICAL BREEZE 	76594784	2982764	Aug 9 2005	Registered
The Sun Products Corporation	TROPICAL BREEZE 	77968606	3949085	Apr 19 2011	Registered
The Sun Products Corporation	TROPICAL GO-GO 	85757501			Pending
The Sun Products Corporation	TROPICAL OASIS 	85440197			Pending
The Sun Products Corporation	TRU COLOR	76204906	2610602	Aug 20 2002	Registered
The Sun Products Corporation	TRUSTED STAIN FIGHTING POWER 	77695121	3871944	Nov 9 2010	Registered
The Sun Products Corporation	VISTA	73790938	1567865	Nov 28 1989	Registered
The Sun Products Corporation	VOGUE	73743965	1527695	Mar 7 1989	Registered

SECOND LIEN GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS

Owner	Trademark	Application No.	Registration No.	Registration Date	Status
The Sun Products Corporation	WATERFALL CLEAN 	77773335	3788651	May 11 2010	Registered
The Sun Products Corporation	WHITE KING	73790688	1603305	Jun 26 1990	Registered
The Sun Products Corporation	WHITE LAVENDER & SANDALWOOD 	77679612	3753442	Feb 23 2010	Registered
The Sun Products Corporation	WHITE LILAC & SPRING FLOWERS 	85289544	4222689	Oct 9 2012	Registered
The Sun Products Corporation	WILD & FRESH 	78730480	3336557	Nov 13 2007	Registered
Sun Products Corporation	WILD ORCHID & VANILLA 	77679634	4020759	Aug 30 2011	Registered
The Sun Products Corporation	WINTREE	76404806	3228283	Apr 10 2007	Registered
The Sun Products Corporation	WISK 	71695636	0627529	May 22 1956	Registered
The Sun Products Corporation	WISK	74711533	1978540	Jun 4 1996	Registered
The Sun Products Corporation	WISK 	85071711	3995078	Jul 12 2011	Registered
The Sun Products Corporation	WISK DEEP CLEAN 	85345498	4220295	Oct 9 2012	Registered