

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Second Lien Security Interest in Trademark Rights		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Collateral Agent		03/22/2013	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	The Sun Products Corporation (as successor in interest to DM Personal Care Products, Inc.)		
Street Address:	60 Danbury Road		
City:	Wilton		
State/Country:	CONNECTICUT		
Postal Code:	06897		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	0428681	TONI	
Registration Number:	0425976	TONI	
Registration Number:	0502315	TONI	
Registration Number:	0516594	TONI	
Registration Number:	0764818	EPIC	
Registration Number:	1030483	AAPRI	
Registration Number:	1541126	EPIC WAVES	
CORRESPONDENCE DATA			
Fax Number:	2124552502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212) 455-3605		
Email:	ksolomon@stblaw.com		
Correspondent Name:	Genevieve Dorment, Esq.		

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Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 509265/1755

NAME OF SUBMITTER: Genevieve Dorment

Signature: /gd/

Date: 03/26/2013

Total Attachments: 5

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**TERMINATION AND RELEASE OF SECOND LIEN SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of March 22, 2013, from JPMorgan Chase Bank, N.A., as Collateral Agent (in such capacity, the "Agent") for certain banks and other financial institutions (the "Lenders"), to The Sun Products Corporation (as successor in interest to DM Personal Care Products, Inc.), a Delaware corporation (the "Obligor").

WITNESSETH:

WHEREAS, pursuant to the Second Lien Credit Agreement, dated as of April 26, 2007, by and among Obligor, Spotless Acquisition Corp. (together with Obligor, the "Borrowers"), Spotless Holding Corp., the Lenders, the Agent, J.P. Morgan Securities Inc. and Banc of America Securities LLC, as joint lead arrangers and as joint bookrunners, and Bank of America, N.A. as syndication agent (as amended, supplemented or otherwise modified from time to time, the "Second Lien Credit Agreement"), the Lenders severally agreed to make Loans and other extensions of credit to 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 Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Second Lien Security Agreement"), Obligor granted a security interest (the "Security Interest") to the Agent in certain collateral, including the Trademark Collateral (as that term is defined in the Trademark Security Agreement (as hereinafter defined), including the Trademarks set forth on Schedule A hereto);

WHEREAS, pursuant to that certain Second Lien Grant of Security Interest in Trademark Rights dated as of April 26, 2007, between the Obligor and the Agent (the "Trademark Security Agreement"), Obligor, by reference to the Second Lien Credit Agreement and Second Lien Security Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on July 11, 2007, at Reel 03578 and Frame 0661; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

EXECUTION COPY

1. Definitions. Capitalized terms not otherwise defined herein have the respective meanings ascribed thereto in the Second Lien Credit Agreement, the Second Lien Security Agreement, or the Trademark Security Agreement, as applicable.

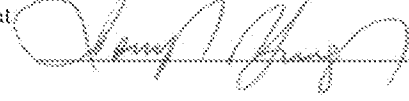
2. Release of Security Interest. The Agent hereby terminates, releases and discharges, without representation, recourse or warranty whatsoever, its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void and the Agent hereby reassigns any and all such right, title and interest (if any) that the Agent may have in the Trademark Collateral to the Obligor.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

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

Very truly yours,

JPMorgan Chase Bank, N.A., As Collateral

Agent
By: 

Name: Tony Yung

Title: Executive Director

ACCEPTED AND AGREED

The Sun Products Corporation

By: 

Name: Lisa Nichols

Title: Vice President and Treasurer

[Signature Page for 2007 Second Lien Security Interest on DM Personal Care Products,
Inc. Trademarks]

TRADEMARK
REEL: 004991 FRAME: 0397

Schedule A

U.S. Trademark Registrations and Applications

Owner	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
DM Personal Care Products, Inc.	TONI (stylized)	71/494142	12/29/1945	428681	4/1/1947
DM Personal Care Products, Inc.	TONI (stylized)	71/494143	12/29/1945	425976	12/10/1946
DM Personal Care Products, Inc.	TONI (stylized)	71/529830	7/28/1947	502315	9/21/1948
DM Personal Care Products, Inc.	TONI (stylized)	71/559982	5/7/1948	516594	10/18/1949
DM Personal Care Products, Inc.	EPIC			764818	2/11/1964
DM Personal Care Products, Inc.	AAPRI			1030483	1/20/1976
DM Personal Care Products, Inc.	EPIC WAVES			1541126	5/30/1989