

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AM Conservation Group, Inc.		11/29/2013	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Fifth Third Bank		
Street Address:	38 Fountain Square Plaza		
Internal Address:	Fifth Third Center		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45263		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	77775363	STOP IN TIME SHOWER TIMER	
Serial Number:	77947995	DISH SQUEEGEE	
Serial Number:	85634449	SIMPLY CONSERVE	
CORRESPONDENCE DATA			
Fax Number:	7043425264		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(704) 342-5325		
Email:	rmcree@poynerspruill.com		
Correspondent Name:	M. Ruth McRee		
Address Line 1:	301 South College Street		
Address Line 2:	Suite 2300		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	021946.00013000		

OP \$90.00 77775363

NAME OF SUBMITTER:	M. Ruth McRee
Signature:	/ruth mcree/
Date:	12/06/2013
Total Attachments: 5 source=Trademark Security Agreement from AM Conservation Group to Fifth Third Bank#page1.tif source=Trademark Security Agreement from AM Conservation Group to Fifth Third Bank#page2.tif source=Trademark Security Agreement from AM Conservation Group to Fifth Third Bank#page3.tif source=Trademark Security Agreement from AM Conservation Group to Fifth Third Bank#page4.tif source=Trademark Security Agreement from AM Conservation Group to Fifth Third Bank#page5.tif	

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of the 29th day of November, 2013, by and between AM CONSERVATION GROUP, INC., a New Jersey corporation (the "Grantor"), and FIFTH THIRD BANK, an Ohio banking corporation and the administrative agent under the Loan Agreement (as defined below) (the "Agent"). Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Loan, Guaranty and Security Agreement, dated the date hereof, among AM Conservation Holding Corporation, a Delaware corporation, AM Purchaser Corp., a Delaware corporation, the Grantor, the lenders party thereto (the "Lenders") and the Agent, as from time to time amended, modified, supplemented or restated (the "Loan Agreement").

WHEREAS, the Grantor has, pursuant to the Loan Agreement granted to the Agent for the ratable benefit of the Lenders a security interest in and to all of the right, title and interest of the Grantor, in, to and under the Collateral, including, without limitation, the Grantor's General Intangibles, as collateral security for the payment and performance in full when due of the Obligations; and

WHEREAS, the Grantor and the Agent wish to further memorialize the security interest described above as it relates to the registered and pending U.S. federal trademarks identified in Schedule A, attached hereto, and incorporated herein by this reference (the "Trademarks").

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor hereby grants unto the Agent for the ratable benefit of the Lenders a security interest in and lien on all of its right, title and interest in the Trademarks, as collateral security for the payment and performance in full when due of the Obligations. The Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. This Trademark Security Agreement shall be governed by the laws of the State of New York.

[signatures on next page]

IN WITNESS WHEREOF, the Grantor has executed this Trademark Security Agreement as an instrument as of the date first written above.

AM CONSERVATION GROUP, INC., Grantor

By: Charles A Brown

Name: Charles Brown

Title: Chief Financial Officer

Acknowledged and Agreed:

FIFTH THIRD BANK,
Agent

By: _____

Name: Eric Cohen

Title: Officer


IN WITNESS WHEREOF, the Grantor has executed this Trademark Security Agreement as an instrument as of the date first written above.

AM CONSERVATION GROUP, INC., Grantor

By: _____
Name: Charles Brown
Title: Chief Financial Officer

Acknowledged and Agreed:

FIFTH THIRD BANK,
Agent

By:  _____
Name: Eric Cohen
Title: Officer

SCHEDULE A
to
TRADEMARK SECURITY AGREEMENT

Trademark Applications

Trademark	Serial #	Filing Date
Stop In Time Shower Timer	77/775,363	July 7, 2009
Dish Squeegee	77/947,995	March 2, 2010
Simply Conserve	85/634,449	August 6, 2013

Trademarks

N/A