

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
OMEGA PRODUCTS, INC.		09/29/2011	CORPORATION: PENNSYLVANIA
GREENFIELD WORLD TRADE, INC.		09/29/2011	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	MEDLEY OPPORTUNITY FUND II LP, as Agent
Street Address:	375 Park Avenue
Internal Address:	Suite 3304
City:	New York
State/Country:	NEW YORK
Postal Code:	10152
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	1844118	OMEGA
Registration Number:	2330792	
Registration Number:	2339722	
Registration Number:	0604422	GENERAL
Registration Number:	0783613	BLAKESLEE
Registration Number:	1300215	TOP-LOOSE
Registration Number:	1511522	GENERAL
Registration Number:	1591725	ZEROLON
Registration Number:	2097893	ZEROLL
Registration Number:	3176154	EXCALIBUR
Registration Number:	3253243	PARAFLEXX
Registration Number:	3444100	BARTEC

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Registration Number:	3452393	MAXXIMUM
Registration Number:	3460701	DEER
Registration Number:	3478943	GREENFIELD WORLDTRADE
Registration Number:	3533799	
Registration Number:	3550854	ZELATO
Registration Number:	3806127	MAXX COLD
Registration Number:	3809616	THE LEGACY COMPANIES
Serial Number:	77918015	USSENTIALS
Serial Number:	85332511	B

CORRESPONDENCE DATA

Fax Number: 4122810717
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 412-454-5000
Email: burtnerj@pepperlaw.com
Correspondent Name: Pepper Hamilton LLP
Address Line 1: 500 Grant Street
Address Line 2: Suite 5000
Address Line 4: Pittsburgh, PENNSYLVANIA 15219-2507

ATTORNEY DOCKET NUMBER:	138543.4
NAME OF SUBMITTER:	Joseph T. Helmsen
Signature:	/Joseph T. Helmsen Reg. No. 54163/
Date:	12/10/2013

Total Attachments: 5
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**NOTICE OF
GRANT OF SECURITY INTEREST IN
TRADEMARKS**

To: United States Patent and Trademark Office

Re: NOTICE OF GRANT OF SECURITY INTEREST IN Trademarks of OMEGA PRODUCTS, INC. ("OMEGA") and GREENFIELD WORLD TRADE, INC. ("Borrower" and called collectively with Omega, the "Grantors" and each, a "Grantor")

Gentlemen:

Please be advised that in connection with that certain Term Loan and Security Agreement dated as of the date hereof (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "**Term Loan and Security Agreement**") by, among others, Borrower, a Florida corporation, as borrower, Omega and certain other subsidiaries of the Borrower as credit parties, the financial institutions and other institutional investors party thereto as lenders from time to time and **MEDLEY OPPORTUNITY FUND II LP** as the agent for and on behalf of itself and the lenders from time to time party to the Term Loan and Security Agreement (in such capacity, "**Agent**"), each of the undersigned Grantors has granted a continuing security interest in and continuing lien upon, the trademarks of the Grantors, including but not limited to, the trademarks and trademark applications listed in Schedule 1 attached hereto, to the Agent for the ratable benefit of the holders of the Obligations. Capitalized terms used but not otherwise defined herein shall have the same meanings given to them in the Term Loan and Security Agreement.


Each of the Grantors and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Term Loan and Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

THIS LETTER AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICT OF LAW PRINCIPLES THAT WOULD RESULT IN THE APPLICATION OF ANY LAW OTHER THAN THE LAW OF THE STATE OF NEW YORK.

This letter may be executed in two or more counterparts, and it shall not be necessary that the signatures of all parties hereto be contained on any one counterpart hereof; each counterpart shall be deemed an original, but all of which together shall constitute one and the same instrument.

Very truly yours,

WITNESS / ATTEST:



Print Name: Don Cummins

Title: _____
(Include title only if an officer of entity signing to the right)

WITNESS / ATTEST:



Print Name: Don Cummins

Title: _____
(Include title only if an officer of entity signing to the right)

Acknowledged and Accepted:

WITNESS / ATTEST:

Print Name: _____

Title: _____
(Include title only if an officer of entity signing to the right)

GREENFIELD WORLD TRADE, INC., as Grantor

By: _____
Name: Oscar N. Asbury
Title: President

OMEGA PRODUCTS, INC., as Grantor

By: _____
Name: Oscar N. Asbury
Title: President

**MEDLEY OPPORTUNITY FUND II LP,
as Agent**

By: _____
Name: Richard Allorto
Title: Chief Financial Officer

[Signature page to Notice of Grant of Security Interest in Trademarks]

This letter may be executed in two or more counterparts, and it shall not be necessary that the signatures of all parties hereto be contained on any one counterpart hereof; each counterpart shall be deemed an original, but all of which together shall constitute one and the same instrument.

Very truly yours,

WITNESS / ATTEST:

GREENFIELD WORLD TRADE, INC., as Grantor

Print Name: _____

By: _____
Name: Oscar N. Asbury
Title: President

Title: _____
(Include title only if an officer of entity signing to the right)

WITNESS / ATTEST:

OMEGA PRODUCTS, INC., as Grantor

Print Name: _____

By: _____
Name: Oscar N. Asbury
Title: President

Title: _____
(Include title only if an officer of entity signing to the right)

Acknowledged and Accepted:

WITNESS / ATTEST:

MEDLEY OPPORTUNITY FUND II LP,
as Agent

Elizabeth Sierotnik
Print Name: Elizabeth Sierotnik

By: Richard Allorto
Name: Richard Allorto
Title: Chief Financial Officer

Title: _____
(Include title only if an officer of entity signing to the right)

[Signature page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005170 FRAME: 0873

SCHEDULE 1

TRADEMARKS

OMEGA PRODUCTS, INC.

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
1,844,118	OMEGA	7/12/1994
2,330,792	Trade Dress (Design Only – Juicer Unit)	3/21/2000
2,339,722	Trade Dress (Design Only – Juicer Base)	4/11/2000

GREENFIELD WORLD TRADE, INC.

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
604,422	GENERAL (Stylized)	4/12/1955
783,613	BLAKESLEE	1/19/1965
1,300,215	TOP-LOOSE	10/16/1984
1,511,522	GENERAL (Stylized)	11/8/1988
1,591,725	ZEROLON	4/17/1990
2,097,893	ZEROLL	9/16/1997
3,176,154	EXCALIBUR (Stylized)	11/28/2006
3,253,243	PARAFLEXX	6/19/2007
3,444,100	BARTEC & Design	6/10/2008
3,452,393	MAXXIMUM & Design	6/24/2008
3,460,701	DEER (Stylized)	7/8/2008
3,478,943	GREENFIELD WORLD TRADE & Design	8/5/2008
3,533,799	Trade Dress (Zeroll Scoop Design)	11/18/2008
3,550,854	ZELATO	12/23/2008
3,806,127	MAXX COLD & Design	6/22/2010
3,809,616	THE LEGACY COMPANIES & Design	6/29/2010

<u>International Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>	<u>Country</u>
UCA16056	ZEROLL	7/31/1941	Canada
TMA199,432	BLAKESLEE	5/31/1974	Canada
202,656	EXCALIBUR	3/10/2009	Israel
202,655	EXCALIBUR (Stylized)	3/10/2009	Israel
40-0769705	EXCALIBUR (Stylized)	11/21/2008	North Korea
01211424	EXCALIBUR (Stylized)	6/1/2006	Taiwan
863,585	EXCALIBUR (Stylized)	10/27/2005	WIPO, as validated in CTM Reg. No. 863,585 and Singapore Reg. No. 863,585

Common Law Trademark :



TRADEMARK APPLICATIONS

OMEGA PRODUCTS, INC.

<u>Trademark Application No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark Application</u>
NONE		

GREENFIELD WORLD TRADE, INC.

<u>Trademark Application No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark Application</u>
77/918,015	USSENTIALS	1/22/2010
85/332,511	B (Stylized)	5/27/2011

<u>International Trademark Application No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>	<u>Country</u>
1,560,200	EXCALIBUR (Stylized)	N/A	India
106,259	EXCALIBUR (Stylized)	N/A	Bangladesh