

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.		12/05/2013	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: 13

Property Type	Number	Word Mark
Serial Number:	85796301	VARA SPA
Serial Number:	85791724	TRI-MAX
Serial Number:	85796192	RAINFALL SPA
Serial Number:	76709779	FLEX-FLOW
Registration Number:	2487508	SOAK & SOAP
Registration Number:	3978344	ECO IQ
Registration Number:	3767788	GREEN HOUSE ECO-KIT
Registration Number:	3566345	SHOWER COACH
Registration Number:	3523024	TANK BANK
Registration Number:	3523023	TOILET TANK BANK
Registration Number:	3303224	EARTH BRITE
Registration Number:	2464214	SOAP & SOAK
Registration Number:	2067417	ECO-KIT

TRADEMARK

OP \$340.00 85796301

**CORRESPONDENCE DATA**

Fax Number: 7043425264

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

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:	021946.13
NAME OF SUBMITTER:	M. Ruth McRee
Signature:	/ruth mcree/
Date:	01/17/2014
<b>Total Attachments: 5</b> source=5.3 Bank AM Conservation Trademark Security Agreement#page1.tif source=5.3 Bank AM Conservation Trademark Security Agreement#page2.tif source=5.3 Bank AM Conservation Trademark Security Agreement#page3.tif source=5.3 Bank AM Conservation Trademark Security Agreement#page4.tif source=5.3 Bank AM Conservation Trademark Security Agreement#page5.tif	

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of the 5<sup>th</sup> day of December, 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

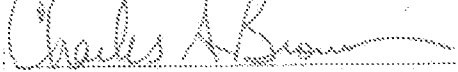
WHEREAS, the Grantor and the Agent wish to further memorialize the security interest described above as it relates to the registered and pending U.S. federal trademarks identified in Schedule A, attached hereto, and incorporated herein by this reference (the "Trademarks").

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:  .....

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

ACKNOWLEDGMENT OF GRANTOR

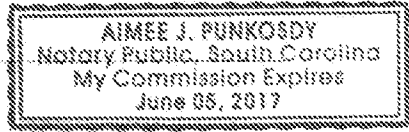
STATE OF South Carolina  
COUNTY OF Berkeley }

ss.

On this \_\_\_\_ day of November, 2013, before me personally appeared Charles Brown, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of AM CONSERVATION GROUP, INC., a New Jersey corporation, who being by me duly sworn did depose and say that (s)he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its board of directors and that (s)he acknowledged said instrument to be the free act and deed of said corporation.

Aimee Punkosdy  
Notary Public

My commission expires: \_\_\_\_\_



{seal}

SCHEDULE A  
to  
TRADEMARK SECURITY AGREEMENT

Trademark Applications

<b>Trademark</b>	<b>Serial #</b>	<b>Filing Date</b>
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
VARA SPA	85/796301	December 2, 2012
TRI-MAX	85/791724	November 30, 2012
RAINFALL SPA	85/796192	December 6, 2012
FLEX-FLOW	76/709779	November 18, 2011

Trademarks

<b>Trademark</b>	<b>Registration #</b>	<b>Registration Date</b>
SOAK & SOAP	2487508	11-Sep-01
ECO IQ	3978344	14-Jun-11
GREEN HOUSE ECO- KIT	3767788	30-Mar-10
SHOWER COACH	3566345	27-Jan-09
TANK BANK	3523024	28-Oct-08
TOILET TANK BANK	3523023	28-Oct-08
EARTH BRITE	3303224	2-Oct-07
SOAP & SOAK	2464214	26-Jun-01
ECO-KIT	2067417	3-Jun-97