

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331721

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest in Certain Trademarks		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Garmark Advisors II, LLC		02/10/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	SCP Distributors LLC		
Street Address:	109 Northpark Blvd.		
City:	Covington		
State/Country:	LOUISIANA		
Postal Code:	70433		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 30			
Property Type	Number	Word Mark	
Registration Number:	1184226	NAMCO	
Registration Number:	1186272	BLUE SHIELD	
Registration Number:	1644708	THE GREAT AMERICAN BACKYARD VACATION!	
Registration Number:	1666827	SUN-N-FUN	
Registration Number:	1672678	PEARLDIVE	
Registration Number:	1674393	PRO LINE	
Registration Number:	1675450	#1 FOR FAMILY FUN	
Registration Number:	1694591	MARINER	
Registration Number:	1698734	ELIMINATOR	
Registration Number:	1698735	P.D.Q. TABS	
Registration Number:	1701371	JUMBO SLO POKES	
Registration Number:	1701379	SANI-SHOCK	
Registration Number:	1702693	STAIN AWAY	
Registration Number:	1709617	WINTER TABS	
Registration Number:	1714957	SLO-STIX	
Registration Number:	1728755	MINERAL MAGNET	
Registration Number:	1730492	SLO-TABS	
Registration Number:	1735964	RE-NU-IT	
TRADEMARK			

CH \$765.00 1184226

Property Type	Number	Word Mark
Registration Number:	1757811	SAF-T-SHOCK
Registration Number:	1864126	PROLINE
Registration Number:	1908079	BQ
Registration Number:	2112045	COOL POOL
Registration Number:	2160484	BLUE SHIELD
Registration Number:	2167722	NOT COMPLETE WITHOUT THE HEAT
Registration Number:	2264998	SKIMMER SAVER
Registration Number:	2826977	BLUE CROSS
Registration Number:	3390590	SPA SCAPE
Registration Number:	3411293	SPA SCAPE
Registration Number:	4206120	PROLINE
Registration Number:	4206121	PROLINE

CORRESPONDENCE DATA

Fax Number: 8043447999

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 804-788-8331

Email: HWITM@hunton.com

Correspondent Name: Stephen P. Demm - Hunton & Williams LLP

Address Line 1: 951 East Byrd Street

Address Line 2: Riverfront Plaza - East Tower

Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER: 85258.2

NAME OF SUBMITTER: Stephen P. Demm

SIGNATURE: /Stephen P. Demm/

DATE SIGNED: 02/10/2015

Total Attachments: 7

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ASSIGNMENT OF SECURITY INTEREST IN CERTAIN TRADEMARKS

This ASSIGNMENT OF SECURITY INTEREST IN CERTAIN TRADEMARKS (this "Assignment") is made as of February 10, 2015, by and between GARMARK ADVISORS II, LLC, a Delaware limited liability company (the "Existing Collateral Agent"), and SCP DISTRIBUTORS LLC, a Delaware limited liability company (the "Successor Collateral Agent").

PRELIMINARY STATEMENT

A. NAMCO, LLC, a Delaware limited liability company ("Grantor"), granted to the Existing Collateral Agent, as collateral agent under the Financing Arrangement described below, a security interest in, among other assets, all of its registered trademarks described in that certain Intellectual Property Security Agreement, dated as of August 20, 2013 (the "Trademark Security Agreement"), by and between Grantor and Existing Collateral Agent, for which the registered trademarks are set forth in Exhibit A attached hereto (the "Trademark Collateral").

B. Such security interest was granted to secure certain senior subordinated secured promissory notes by the Grantor in favor of GarMark Partners II, L.P., a Delaware limited partnership, and For Susan 2, Inc., a Delaware corporation (the "Financing Arrangement").

C. The Trademark Security Agreement and such security interest in the Trademark Collateral was recorded on August 20, 2013, with the United States Patent and Trademark Office (the "USPTO") at Reel 5094, Frame 0281.

D. The Existing Collateral Agent assigned its obligations as collateral agent with respect to the Financing Arrangement to the Successor Collateral Agent. The parties hereto desire to assign the Trademark Security Agreement and the security interest granted to the Existing Collateral Agent to Successor Collateral Agent thereunder and to provide evidence of such assignment in a form capable of recordation with the USPTO.

In consideration of the premises set forth herein and for other good and valuable consideration, the receipt, sufficiency and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The Existing Collateral Agent, in its capacity as collateral agent, hereby assigns and conveys, without representation, warranty or recourse, the Trademark Security Agreement and all of its security interest in, to and under the Trademark Collateral to Successor Collateral Agent, in its capacity as collateral agent.

2. This Assignment of Security Interests in Certain Trademarks shall be governed by and construed and enforced in accordance with the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, this Assignment of Security Interests in Certain Trademarks has been executed and delivered as of the date first written above.

EXISTING COLLATERAL AGENT:

GARMARK ADVISORS II, LLC

By: Steven C. Tickhardt
Name: Steven C. Tickhardt
Title: Managing Principal

SUCCESSOR COLLATERAL AGENT:

SCP DISTRIBUTORS LLC

By: _____
Name: _____
Title: _____

CONSENTED AND AGREED TO:

NAMCO, LLC, as Grantor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Assignment of Security Interests in Certain Trademarks has been executed and delivered as of the date first written above.

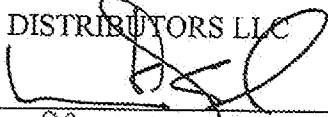
EXISTING COLLATERAL AGENT:

GARMARK ADVISORS II, LLC

By: _____
Name: _____
Title: _____

SUCCESSOR COLLATERAL AGENT:

SCP DISTRIBUTORS LLC

By: 
Name: MARK W. JOSLIN
Title: Vice President + CEO

CONSENTED AND AGREED TO:

NAMCO, LLC, as Grantor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Assignment of Security Interests in Certain Trademarks has been executed and delivered as of the date first written above.

EXISTING COLLATERAL AGENT:

GARMARK ADVISORS II, LLC

By: _____
Name: _____
Title: _____

SUCCESSOR COLLATERAL AGENT:

SCP DISTRIBUTORS LLC

By: _____
Name: _____
Title: _____

CONSENTED AND AGREED TO:

NAMCO, LLC, as Grantor




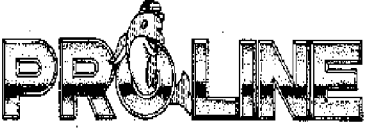
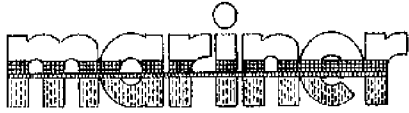
By: Chy
Name: C. Mark Cook
Title: President



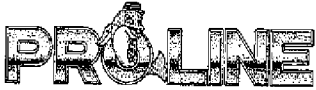


2/20/2015



EXHIBIT A

Trademark Collateral

A. Registered Trademarks

Trademark	Registration No.	Registration Date
 NAMCO & Design*	1184226	December 29, 1981
BLUE SHIELD	1186272	January 19, 1982
 THE GREAT AMERICAN BACKYARD VACATION! Stylized*	1644708	May 14, 1991
 SUN-N-FUN & Design*	1666827	December 3, 1991
 PEARLDIVE & Design*	1672678	January 21, 1992
 PRO LINE & Design*	1674393	February 4, 1992
#1 FOR FAMILY FUN*	1675450	February 11, 1992
 MARINER & Design*	1694591	June 16, 1992

 ELIMINATOR Stylized*	1698734	July 7, 1992
P.D.Q. TABS*	1698735	July 7, 1992
JUMBO SLO POKES*	1701371	July 21, 1992
 SANI-SHOCK Stylized*	1701379	July 21, 1992
STAIN AWAY*	1702693	July 28, 1992
WINTER TABS*	1709617	August 25, 1992
SLO-STIX*	1714957	September 15, 1992
MINERAL MAGNET*	1728755	November 3, 1992
SLO-TABS*	1730492	November 10, 1992
RE-NU-IT*	1735964	December 1, 1992
SAF-T-SHOCK	1757811	March 16, 1993
 PROLINE & Design	1864126	November 22, 1994
BQ	1908079	August 1, 1995
COOL POOL	2112045	November 11, 1997
 BLUE SHIELD & Design	2160484	May 26, 1998
NOT COMPLETE WITHOUT THE HEAT	2167722	June 23, 1998
SKIMMER SAVER	2264998	July 27, 1999
 BLUE CROSS & Design	2826977	March 30, 2004

SPA SCAPE	3390590	March 4, 2008
 SPA SCAPE & Design	3411293	April 15, 2008
PROLINE	4206120	September 11, 2012
 PROLINE & Design	4206121	September 11, 2012

* Mark has expired and will be cancelled by the Trademark Office in time.