

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM346711

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nice-Pak Products, Inc.		06/12/2015	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	TCW Asset Management Company, as Agent		
Street Address:	865 South Figueroa Street		
Internal Address:	Suite 1800		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	4669001	ADVANCED FLUSHABLE TECHNOLOGY	
Registration Number:	3776336	BATHROOM BUDDIES	
Registration Number:	1742641		
Registration Number:	4545301	ECOFLUSH	
Registration Number:	2491350	GRIME BOSS	
Registration Number:	4080145	GRIME BOSS	
Registration Number:	3592630	GRIME BOSS	
Registration Number:	3711114	JUST CLEAN SKIN	
Registration Number:	1239922	NICE CLEAN	
Registration Number:	2579046	NICE 'N CLEAN	
Registration Number:	1502415	NICE-PAK	
Registration Number:	1311906	N P	
Registration Number:	2560181	NP NICE PAK	
Registration Number:	3503001	NP NICE PAK	
Registration Number:	1414675	PUDGIES	
Registration Number:	3636462	REAL CLOTH EZ ONES DISPENSER	
Registration Number:	4221746	SHOW GRIME WHO'S BOSS	
Registration Number:	2820454	SOLO	

OP \$565.00 4669001

Property Type	Number	Word Mark
Registration Number:	2306502	THERMO-SAN
Registration Number:	4238334	THINKING GREEN, WORKING CLEAN
Registration Number:	3225674	WITH GENTLE CLEANING PILLOWS
Serial Number:	86242740	SMARTFLUSH

CORRESPONDENCE DATA

Fax Number: 6172484000

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.

Email: tmadmin@choate.com

Correspondent Name: Sara M. Bauer

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2011906-0001
NAME OF SUBMITTER:	Sara M. Bauer
SIGNATURE:	/sara bauer/
DATE SIGNED:	07/02/2015

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

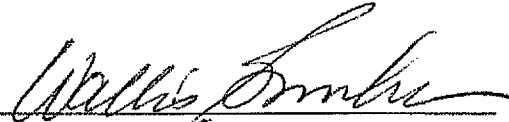
Please be advised that pursuant to the Term Loan and Security Agreement dated as of June 12, 2015 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Loan and Security Agreement") by and among the Loan Parties thereto (each an "Obligor" and collectively, the "Obligors") and TCW Asset Management Company, as administrative agent, (in such capacity, together with its successors and assigns in such capacity, the "Agent") for itself and the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto (collectively, the "Trademarks") to the Agent for the ratable benefit of itself and the Lenders.

The Obligors and the Agent, on behalf of itself and the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Loan and Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

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Very truly yours,

NICE-PAK PRODUCTS, INC.,
a New York corporation

By: 

Name: Wallis Brooks

Title: Executive Vice President & Chief Financial Officer

Acknowledged and Accepted:

TCW ASSET MANAGEMENT COMPANY,
as Agent

By: *Suzanne Grosso*
Name: Suzanne Grosso
Title: Managing Director

Schedule 1

Nice-Pak Products, Inc.

(New York Corporation)

US Trademarks and Trademark Applications

Registered Marks – All under Nice-Pak Products, Inc.

MARK	Registration No.	Registration Date
ADVANCED FLUSHABLE TECHNOLOGY	4,669,001	01/06/15
BATHROOM BUDDIES	3,776,336	04/13/10
Design Only	1,742,641	12/29/92
ECOFLUSH	4,545,301	06/03/14
GRIME BOSS	2,491,350	09/18/01
GRIME BOSS	4,080,145	01/03/12
GRIME BOSS and Design	3,592,630	03/17/09
JUST CLEAN SKIN	3,711,114	11/17/09
NICE CLEAN	1,239,922	05/31/83
NICE 'N CLEAN	2,579,046	06/11/02
NICE-PAK	1,502,415	08/30/88
N P (Stylized)	1,311,906	01/01/85
NP NICE PAK and Drop Design	2,560,181	04/09/02
NP NICE PAK and Drop Design	3,503,001	09/16/08
PUDGIES	1,414,675	10/28/86
REAL CLOTH EZ ONES DISPENSER and Design	3,636,462	06/09/09
SHOW GRIME WHO'S BOSS	4,221,746	10/09/12
SOLO	2,820,454	03/02/04
THERMO-SAN	2,306,502	01/04/00
THINKING GREEN, WORKING CLEAN and Design	4,238,334	11/06/12
WITH GENTLE CLEANING PILLOWS and Design	3,225,674	04/03/07

Pending Applications – All under Nice-Pak Products, Inc.

Mark	Application No.	Filing Date
BE THE BOSS OF CLEAN THROUGHOUT YOUR HOME	86-219881	03/13/14
BEAUTIFUL FACE, BEAUTIFUL EARTH	85-908172	09/17/13
ECOFLUSH	86-046064	08/23/13
EQ	86-366711	08/14/14
HANDY BUDDY	86-348810	07/25/14
JUST CLEAN	86-118658	11/14/13
NICE 'N CLEAN	86-256319	04/18/14
NOSY BUDDY	86-348794	07/25/14
NURTURING YOUR BABY AND THE EARTH	85-847465	02/12/13
NUTURA	85-666584	07/02/12
POTTY BUDDY	86-348802	07/25/14

Mark	Application No.	Filing Date
SMARTFLUSH	86-242740	04/04/14
SOFT 'N NATURAL	86-256336	04/18/14
SOFT 'N NATURAL	85-746824	10/05/12
THINKING CLEAN, WORKING GREEN	86-417965	10/08/14
WIPE YOUR WORLD CLEAN	86-405989	09/25/14

[Signature Page to Notice of Grant of Security Interest in US Trademarks]

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RECORDED: 07/02/2015

**TRADEMARK
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