

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348468

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RECOCHEM INC.		01/31/2014	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	GE CAPITAL CANADA FINANCE INC.		
Street Address:	123 Front St. West		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5J 2M2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	1275713	ZIP-KLEEN	
Registration Number:	2692133	ZIP-STRIP	
Registration Number:	2787914	ZIP - STRIP	
Registration Number:	3871327	ZIP-STRIP PREMIUM GREEN NON-TOXIC LOW OD	
Registration Number:	3742531	R ROCOCHEM	
Registration Number:	3086010	R RECOCHEM OEM ORIGINAL EQUIPMENT MANUFA	
Serial Number:	85497098	RECO-COOL	
CORRESPONDENCE DATA			
Fax Number:	4168680673		
<i>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.</i>			
Phone:	416-601-7852		
Email:	bnakano@mccarthy.ca		
Correspondent Name:	Bob Nakano c/o McCarthy Tetrault LLP		
Address Line 1:	Box 48, Suite 5300 - 66 Wellington St. W		
Address Line 4:	Toronto, CANADA M5K1E6		
ATTORNEY DOCKET NUMBER:	032329-473559		
NAME OF SUBMITTER:	Bob Nakano		
SIGNATURE:	/Bob Nakano/		

CH \$190.00 1275713

DATE SIGNED:	07/17/2015
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Total Attachments: 10

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of January 31, 2014, is made by Rechem Inc. (the “Grantor”), in favor of GE Capital Canada Finance Inc. (“GE Canada”), as Agent for the Lenders, the L/C Issuers and each other Secured Party (each as defined in the Credit Agreement referred to below).

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of January 31, 2014 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among SPCRC Acquisition Inc. as Borrower, the other Credit Parties, the Lenders and the L/C Issuers from time to time party thereto, GE Canada, as Agent, the Lenders and the L/C Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor is a party to the Guarantee and Security Agreement pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the L/C Issuers and the Agent to enter into the Credit Agreement and to induce the Lenders and the L/C Issuers to make their respective extensions of credit to the Borrower thereunder, the Grantor hereby agrees with the Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Guarantee and Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. The Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of the Grantor, hereby mortgages, pledges and hypothecates to the Agent for the benefit of the Secured Parties, and grants to the Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of the Grantor (the “Trademark Collateral”):

- (a) all of its Trademarks and all IP Licenses providing for the grant by or to the Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto;
- (b) all renewals and extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Section 3. Guarantee and Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Guarantee and Security Agreement and the Grantor hereby acknowledges and agrees that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guarantee and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Section 4. Grantor Remains Liable. The Grantor hereby agrees that, anything herein to the contrary notwithstanding, the Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with their Trademarks and IP Licenses subject to a security interest hereunder to the extent, and on the same terms, set forth in the Guarantee and Security Agreement.

Section 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Section 6. Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the Province of Ontario and the federal laws of Canada applicable therein.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

RECOCHEM INC.

By:




Name: SPIROS KOUTSOUKIS

Title: SECRETARY - TREASURER

[Trademark Security Agreement]

ACCEPTED AND AGREED
as of the date first above written:

GE CAPITAL CANADA FINANCE INC.
as Canadian Agent

By: 

Name:

Title:

RICHARD ZENI
DULY AUTHORIZED SIGNATORY

[Trademark Security Agreement]

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Canada	OEM Original Equipment Manufacturer & Reochem Logo Design	Recochem Inc.	1088143-01	June 19, 2013	N/A	N/A
Canada	OEM Original Equipment Manufacturer & Reochem Logo Design	Recochem Inc.	1088143	N/A	TMA602531	February 18, 2004
Canada	Blue Network	Recochem Inc.	1635702	July 26, 2013	N/A	N/A
Canada	Blue Network & Design	Recochem Inc.	1638898	August 13, 2013	N/A	N/A
Canada	Hydra-Clene	Recochem Inc.	0357408	N/A	TMA192034	June 22, 1973
Canada	Oxi-Green	Recochem Inc.	1332450	N/A	TMA705362	January 22, 2008
Canada	Apollo 8	Recochem Inc.	0330820	N/A	TMA178227	September 10, 1971
Canada	Apollo 8 & Design	Recochem Inc.	0341801	N/A	TMA182628	April 21, 1972
Canada	Home Scenter	Recochem Inc.	0541266	N/A	TMA316669	July 25, 1986
Canada	Recochem & Design	Recochem Inc.	0537772	N/A	TMA317670	August 22, 1986
Canada	Recochem & Design	Recochem Inc.	1229296	N/A	TMA699628	October 29, 2007
Canada	Para-Zene	Recochem Inc.	0218975	N/A	UCA47092	March 20, 1953
Canada	Recotherm	Recochem Inc.	1140816	N/A	TMA641440	June 6 th , 2005
Canada	Recotherm IG	Recochem Inc.	1140817	N/A	TMA596466	December 4 th , 2003
Canada	Recotherm GTE	Recochem Inc.	1140820	N/A	TMA613352	June 22, 2004

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Canada	Bio-Green design	Recochem Inc.	1382057	N/A	TMA791068	February 17, 2011
Canada	White Line	Recochem Inc.	0429863	N/A	TMA246424	June 13, 1980
Canada	Geo-Flo & design	Recochem Inc.	1440866	N/A	TMA777807	September 22 nd , 2010
Canada	Oxi-Muscle	Recochem Inc.	1332452	N/A	TMA704329	January 10 th , 2008
Canada	Turbo-Power & design	Recochem Inc.	0516798	N/A	TMA325131	March 27 th , 1987
Canada	Reco-Cool	Recochem Inc.	1555635	March 22, 2013	N/A	N/A
Canada	Moth RID & design	Recochem Inc.	0349310	N/A	TMA187740	January 5 th , 1973
Canada	Bio-Flame & design	Recochem Inc.	1429876	N/A	TMA768848	June 4 th , 2010
Canada	Once Over	Recochem Inc.	0511741	N/A	TMA298976	January 11 th , 1985
Canada	Hydroblender	Recochem Inc.	0357409	N/A	TMA191874	June 15 th , 1973
Canada	Recochem, Turbo Power & Design	Recochem Inc.	0784206	N/A	TMA522534	January 31 st , 2000
Canada	Recofreeze PG	Recochem Inc.	1142080	N/A	TMA613018	June 17 th , 2004
Canada	Pyrodyne	Recochem Inc.	0357407	N/A	TMA191873	June 15 th , 1973
Canada	Saturol	Recochem Inc.	0347481	N/A	TMA188487	February 9 th , 1973
Canada	Heirloom	Recochem Inc.	1339459	N/A	TMA705881	January 29 th , 2008
Canada	ELF & design	Recochem Inc.	0230067	N/A	TMA127666	August 17 th , 1962
Canada	Bio-Option	Recochem Inc.	1455264	N/A	TMA836457	November 15 th , 2012
Canada	Ever Clean	Recochem Inc.	1014230	N/A	TMA537305	November 20 th , 2000
Canada	R & design	Recochem Inc.	0266159	N/A	TMA127303	July 20 th , 1962
Canada	Raffineries Napierville Refineries & Design	Recochem Inc.	1043483	N/A	TMA551454	September 25 th , 2001
Canada	Fresh-O-Bowl	Recochem	0286030	N/A	TMA141250	July 23 rd , 1965

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
		Inc.				
Canada	Pacer	Recochem Inc.	1512801	N/A	TMA813871	December 12 th , 2011
Canada	Target & design	Recochem Inc.	0396841	N/A	TMA229118	July 21 st , 1978
Canada	ZIP STRIP & Design	Recochem Inc.	0240055	N/A	TMA110727	Registered on July 4 th , 1958
Canada	ZIP-STRIP	Recochem Inc.	1107666	N/A	TMA607097	Registered on April 6 th , 2004
USA	ZIP-KLEEN	Recochem Inc.	73/415,185	N/A	1,275,713	Registered on May 1 st , 1984
USA	ZIP-STRIP	Recochem Inc.	76/190,096	N/A	2,692,133	Registered on March 4 th , 2003
USA	ZIP-STRIP & Design	Recochem Inc.	76/190,097	N/A	2,787,914	Registered on December 2, 2003
USA	ZIP-STRIP PREMIUM GREEN & Design	Recochem Inc.	77/800,822	N/A	3,871,327	Registered on November 2, 2010
USA	Reco-Cool	Recochem Inc.	85497098		N/A	N/A
USA	R Recochem	Recochem Inc.	78533876	N/A	3742531	January 26, 2010
USA	R Recochem OEM Original Equipment Manufacturer	Recochem Inc.	76977997	N/A	3086010	April 25, 2006
United Arab Emirates	Recocool	Recochem Inc.	N/A	23/02/2011	153435	Renewal date: 23/02/2021
Australia	Recocool	Recochem Inc.	N/A	09/07/2010	1371263	Renewal date: 09/07/2020
Indonesia	Recocool	Recochem Inc.	N/A	23/02/2011	IDM000360489	Renewal date: 23/02/2021
India	Recocool	Recochem	N/A	17/02/2011	2101016	Renewal

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
		Inc.				date: 17/02/2021
Madrid Protocol I	Recocool	Recochem Inc.	N/A	17/02/2011	1070216	Renewal date: 17/02/2021
Malaysia	Recocool	Recochem Inc.	N/A	23/02/2011	2011003316	Renewal date: 23/02/2021
Philippines	Recocool	Recochem Inc.	N/A	01/03/2011	PH/4/2011/2241	Renewal date: 01/09/2021
Thailand	Recocool	Recochem Inc.	N/A	01/03/2011	TM350766	Renewal date: 28/02/2021
South Africa	Recocool	Recochem Inc.	N/A	17/02/2011	2011/03448	Renewal date: 17/02/2021
Taiwan	Reco-Cool	Recochem Inc.	N/A	06/12/2011	01567899	Renewal date: 28/02/2023
Madrid Protocol I	Recochem	Recochem Inc.	N/A	27/03/2012	1126607	Renewal date: 27/03/2022
Australia	Recochem logo	Recochem Inc.	N/A	17/05/2012	1491392	Renewal date: 17/05/2022
China	Recochem logo	Recochem Inc.	11087513	18/06/2012	N/A	N/A
China	Reco-Cool logo	Recochem Inc.	11204966	13/07/2012	N/A	N/A
China	Reco-Cool	Recochem Inc.	11204965	13/07/2012	N/A	N/A
China	Recochem (Chinese Name)	Recochem Inc.	11314872	07/08/2012	N/A	N/A
China	Reco-Cool	Recochem Inc.	N/A	N/A	G1070216	17/02/2011
China	Recochem	Recochem Inc.	N/A	N/A	G1126607	27/03/2012
Australia	Diggers device	Recochem Inc.	N/A	20/10/1988	497790	Renewal date: 20/10/2019
Australia	Diggers device	Recochem Inc.	N/A	20/10/1988	497791	Renewal date: 20/10/2019
Australia	Diggers device	Recochem Inc.	N/A	20/10/1988	497792	Renewal date: 20/10/2019
Australia	Diggers device	Recochem Inc.	N/A	20/10/1988	497793	Renewal date:

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
						20/10/2019
Australia	FRESHA, device	Recochem Inc.	1594478	02/12/2013	N/A	Status: pending
Australia	Fresha device	Recochem Inc.	N/A	09/02/2000	822798	Renewal date: 09/02/2020
Australia	Grip-Crete	Recochem Inc.	N/A	08/10/1959	156343	Renewal date: 08/10/2018
Australia	Recosol	Recochem Inc.	N/A	03/03/2000	825986	Renewal date: 03/03/2020
Australia	Bycol	Recochem Inc.	N/A	09/11/1948	96965	Renewal date: 09/11/2014
Australia	Global	Recochem Inc.	N/A	17/03/2005	1046649	Renewal date: 17/03/2015
Australia	Turbo Power device	Recochem Inc.	N/A	10/12/2003	981649	Renewal date: 10/12/2013
Australia	Turbo Power gold	Recochem Inc.	N/A	10/12/2003	981648	Renewal date: 10/12/2013
Australia	Turbo Power silver	Recochem Inc.	N/A	10/12/2003	981647	Renewal date: 10/12/2013
Australia	Turbo Power bronze	Recochem Inc.	N/A	10/12/2003	981646	Renewal date: 10/12/2013
Australia	Diggers Bio flame	Recochem Inc.	N/A	20/12/2012	1532658	Renewal date: 20/12/2022
Australia	Diggers Bio flame logo	Recochem Inc.	N/A	20/12/2012	1532660	Renewal date: 20/12/2022
Australia	OEM	Recochem Inc.	1568896	16/07/2013	N/A	Status: pending
Australia	R RECOCHEM OEM ORIGINAL EQUIPMENT MANUFACTURER , device	Recochem Inc.	1599579	03/01/2014	N/A	Status: pending
Australia	Record	Recochem Inc.	N/A	08/08/1989	516536	Renewal date: 08/08/2016
Australia	Record	Recochem Inc.	N/A	08/08/1989	516537	Renewal date: 08/08/2016

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Australia	Recochem	Recochem Inc.	N/A	29/11/1989	524378	Renewal date: 29/11/2016
Australia	Recochem	Recochem Inc.	N/A	29/11/1989	524377	Renewal date: 29/11/2016
Australia	Reco Fresh	Recochem Inc.	N/A	07/11/1995	677325	Renewal date: 07/11/2015
Australia	Sparko	Recochem Inc.	N/A	17/05/1995	661266	Renewal date: 17/05/2015
Australia	Sparko	Recochem Inc.	N/A	17/05/1995	661267	Renewal date: 17/05/2015