

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM353884

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GE CAPITAL CANADA FINANCE INC.		08/21/2015	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Antares Capital LP		
<b>Street Address:</b>	500 West Monroe Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60661		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1275713	ZIP-KLEEN	
<b>Registration Number:</b>	2692133	ZIP-STRIP	
<b>Registration Number:</b>	3871327	ZIP-STRIP PREMIUM GREEN NON-TOXIC LOW OD	
<b>Serial Number:</b>	85497098	RECO-COOL	
<b>Registration Number:</b>	3742531	R ROCOCHEM	
<b>Registration Number:</b>	3086010	R ROCOCHEM OEM ORIGINAL EQUIPMENT MANUFA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	4166017765		
<b>Email:</b>	bbell@mccarthy.ca		
<b>Correspondent Name:</b>	Bethanne Bell, McCarthy Tétrault LLP		
<b>Address Line 1:</b>	Suite 5300		
<b>Address Line 2:</b>	TD Bank Tower		
<b>Address Line 4:</b>	Toronto, Ontario, CANADA M5K 1E6		
<b>ATTORNEY DOCKET NUMBER:</b>	032329473559		
<b>NAME OF SUBMITTER:</b>	Bethanne Bell		
<b>SIGNATURE:</b>	/Bethanne Bell/		

CH \$165.00 1275713

**DATE SIGNED:**

09/03/2015

**Total Attachments: 10**

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## **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**Assignment**”), dated as of August 21, 2015, is by **GE CAPITAL CANADA FINANCE INC.** (individually, “**GE Capital**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

### **RECITALS:**

**WHEREAS**, Recochem Inc., as “Grantor”, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibits B-1 and B-2 attached hereto; and

**WHEREAS**, pursuant to that certain Omnibus Agency Transfer Agreement by and among GE Capital, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

**NOW, THEREFORE**, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

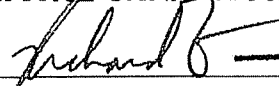
This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

*- Remainder of Page Intentionally Left Blank; Signature Page Follows –*


IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

**RETIRING AGENT:**

**GE CAPITAL CANADA FINANCE INC.**

By:   
Name: RICHARD ZENI  
Its: DULY AUTHORIZED SIGNATORY  
Duly Authorized Signatory

**Witness**

By:   
Name: Jake Grunwald

**SUCCESSOR AGENT:**

**ANTARES CAPITAL LP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Assignment of Intellectual Property Security Agreement(s)]


IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

**RETIRING AGENT:**

**GE CAPITAL CANADA FINANCE INC.**

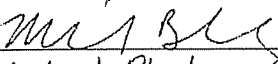
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: Duly Authorized Signatory

**Witness**

By:   
Name: Ryan O'Gorman

**SUCCESSOR AGENT:**

**ANTARES CAPITAL LP**

By:   
Name: Michael Blumberg  
Title: Duly Authorized Signatory

[Assignment of Intellectual Property Security Agreement(s)]

## EXHIBIT A

1. Trademark Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the Canadian Intellectual Property Office on February 10, 2014 against those trademark registrations listed at Exhibit B-1 hereto
2. Patent Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the Canadian Intellectual Property Office on February 26, 2014 against those patent registrations listed at Exhibit B-2 hereto
3. Trademark Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with IP Australia against those trademark registrations listed at Exhibit B-1 hereto
4. Patent Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with IP Australia against those patent registrations listed at Exhibit B-2 hereto
5. Trademark Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the United States Patent and Trademark Office on July 17, 2015 at Reel 5579, Frame 0383 against those trademark registrations listed at Exhibit B-1 hereto
6. Patent Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the United States Patent and Trademark Office on July 17, 2015 at Reel 036118, Frame 0211 against those patent registrations listed at Exhibit B-2 hereto

# EXHIBIT B-1

## Recochem Inc. 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 <sup>th</sup> , 2005
Canada	Recotherm IG	Recochem Inc.	1140817	N/A	TMA596466	December 4 <sup>th</sup> , 2003
Canada	Recotherm GTE	Recochem Inc.	1140820	N/A	TMA613352	June 22, 2004
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

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Canada	Geo-Flo & design	Recochem Inc.	1440866	N/A	TMA777807	September 22 <sup>nd</sup> , 2010
Canada	Oxi-Muscle	Recochem Inc.	1332452	N/A	TMA704329	January 10 <sup>th</sup> , 2008
Canada	Turbo-Power & design	Recochem Inc.	0516798	N/A	TMA325131	March 27 <sup>th</sup> , 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 <sup>th</sup> , 1973
Canada	Bio-Flame & design	Recochem Inc.	1429876	N/A	TMA768848	June 4 <sup>th</sup> , 2010
Canada	Once Over	Recochem Inc.	0511741	N/A	TMA298976	January 11 <sup>th</sup> , 1985
Canada	Hydroblender	Recochem Inc.	0357409	N/A	TMA191874	June 15 <sup>th</sup> , 1973
Canada	Recochem, Turbo Power & Design	Recochem Inc.	0784206	N/A	TMA522534	January 31 <sup>st</sup> , 2000
Canada	Recofreeze PG	Recochem Inc.	1142080	N/A	TMA613018	June 17 <sup>th</sup> , 2004
Canada	Pyrodyne	Recochem Inc.	0357407	N/A	TMA191873	June 15 <sup>th</sup> , 1973
Canada	Saturol	Recochem Inc.	0347481	N/A	TMA188487	February 9 <sup>th</sup> , 1973
Canada	Heirloom	Recochem Inc.	1339459	N/A	TMA705881	January 29 <sup>th</sup> , 2008
Canada	ELF & design	Recochem Inc.	0230067	N/A	TMA127666	August 17 <sup>th</sup> , 1962
Canada	Bio-Option	Recochem Inc.	1455264	N/A	TMA836457	November 15 <sup>th</sup> , 2012
Canada	Ever Clean	Recochem Inc.	1014230	N/A	TMA537305	November 20 <sup>th</sup> , 2000
Canada	R & design	Recochem Inc.	0266159	N/A	TMA127303	July 20 <sup>th</sup> , 1962
Canada	Raffineries Napierville Refineries & Design	Recochem Inc.	1043483	N/A	TMA551454	September 25 <sup>th</sup> , 2001
Canada	Fresh-O-Bowl	Recochem Inc.	0286030	N/A	TMA141250	July 23 <sup>rd</sup> , 1965
Canada	Pacer	Recochem Inc.	1512801	N/A	TMA813871	December 12 <sup>th</sup> , 2011
Canada	Target & design	Recochem Inc.	0396841	N/A	TMA229118	July 21 <sup>st</sup> , 1978



Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Canada	ZIP STRIP & Design	Recochem Inc.	0240055	N/A	TMA110727	Registered on July 4 <sup>th</sup> , 1958
Canada	ZIP-STRIP	Recochem Inc.	1107666	N/A	TMA607097	Registered on April 6 <sup>th</sup> , 2004
USA	ZIP-KLEEN	Recochem Inc.	73/415,185	N/A	1,275,713	Registered on May 1 <sup>st</sup> , 1984
USA	ZIP-STRIP	Recochem Inc.	76/190,096	N/A	2,692,133	Registered on March 4 <sup>th</sup> , 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
Australia	Recocool	Recochem Inc.	N/A	09/07/2010	1371263	Renewal date: 09/07/2020
Australia	Recochem logo	Recochem Inc.	N/A	17/05/2012	1491392	Renewal date: 17/05/2022
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.	N/A	02/12/2013	1594478	
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	R RECOCHEM OEM ORIGINAL EQUIPMENT MANUFACTURER, device	Recochem Inc.	N/A	03/01/2014	1599579	
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
Australia	Recochem	Recochem Inc.	N/A	29/11/1989	524378	Renewal date: 29/11/2016
Australia	Recochem	Recochem	N/A	29/11/1989	524377	Renewal

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
		Inc.				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
Australia	TEEPOL	Recochem Inc.	N/A	18/03/2014	1612011	
Australia	BRINECOOL	Recochem Inc.	N/A	02/09/2014	1644520	
Australia	BRINECOOL (device)	Recochem Inc.	N/A	02/09/2014	1644521	
Australia	RECOTHERM	Recochem Inc.	1690208	29/04/2015	N/A	Status pending
Australia	RECOFREEZE	Recochem Inc.	1690209	29/04/2015	N/A	Status pending
Australia	RECO-FLOW	Recochem Inc.	1690210	29/04/2015	N/A	Status pending
New Zealand	Fresha (device)	Recochem Inc.	N/A	2/12/2013	988951	
New Zealand	DIGGERS BIO FLAME	Recochem Inc.	N/A	17/07/2014	1001573	
New Zealand	DIGGERS (device)	Recochem Inc.	N/A	17/07/2014	1001575	
New Zealand	DIGGERS bio flame (device)	Recochem Inc.	N/A	17/07/2014	1001576	
New Zealand	RECOTHERM	Recochem Inc.	1018474	29/04/2015	N/A	Status pending
New Zealand	RECOFREEZE	Recochem Inc.	1018475	29/04/2015	N/A	Status pending
New Zealand	RECO-FLOW	Recochem Inc.	1018476	29/04/2015	N/A	Status pending

# EXHIBIT B-2

## Recochem Inc. Patent Registrations

<u>Filed Country</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>	<u>Publication No.</u>	<u>Title</u>	<u>Owner of Record</u>
Canada	2246443	18/02/1997	PCT/US1997/002429	13/05/2003	WO1997/033951	Coolant Inhibitor Concentrate / Concentre d'inhibiteur pour les fluides de refroidissement	Recochem Inc.
Australia	22746/97 Serial number 711374	18/02/1997	PCT/US1997/002429	27/01/2000	WO1997/033951	Coolant Inhibitor Concentrate	Recochem Inc.
New Zealand	331357	18/02/1997	PCT/US1997/002429	10/09/1999	WO1997/033951	Coolant Inhibitor Concentrate	Recochem Inc.
United States	08/615,644 Patent No. 5,643,493	13/03/1996	PCT/US1997/002429	01/07/1997	WO1997/033951	Coolant Inhibitor Concentrate	Recochem Inc.