

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM354120

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|--------------------------------------|--|-----------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Assignment of Intellectual Property Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| General Electric Capital Corporation | | 08/21/2015 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Antares Capital LP | | |
| Street Address: | 500 W. Monroe Street | | |
| Internal Address: | 17th Floor | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60661 | | |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE | | |
| PROPERTY NUMBERS Total: 19 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4591668 | TOILET TUMMY | |
| Registration Number: | 4591667 | SPOILER | |
| Registration Number: | 4623505 | AM CONSERVATION GROUP, INC. | |
| Registration Number: | 4647611 | LUMACOIL | |
| Registration Number: | 4526584 | VARA SPA | |
| Registration Number: | 4518711 | TRI-MAX | |
| Registration Number: | 4381046 | SIMPLY CONSERVE | |
| Registration Number: | 4529719 | FLEX-FLOW | |
| Registration Number: | 4024098 | DISH SQUEEGEE | |
| Registration Number: | 3978344 | ECO IQ | |
| Registration Number: | 3948481 | STOP IN TIME SHOWER TIMER | |
| Registration Number: | 3767788 | GREEN HOUSE ECO-KIT | |
| Registration Number: | 3566345 | SHOWER COACH | |
| Registration Number: | 3523023 | TOILET TANK BANK | |
| Registration Number: | 3523024 | TANK BANK | |
| Registration Number: | 3303224 | EARTH BRITE | |
| Registration Number: | 2487508 | SOAK & SOAP | |
| Registration Number: | 2464214 | SOAP & SOAK | |
| TRADEMARK | | | |

CH \$490.00 4591668

| Property Type | Number | Word Mark |
|---|-----------------------------------|-----------|
| Registration Number: | 2067417 | ECO-KIT |
| CORRESPONDENCE DATA | | |
| Fax Number: | 3026365454 | |
| <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: | 800-927-9801 x 62348 | |
| Email: | jean.paterson@cscglobal.com | |
| Correspondent Name: | Corporation Service Company | |
| Address Line 1: | 1090 Vermont Avenue NW, Suite 430 | |
| Address Line 4: | Washington, D.C. 20005 | |
| ATTORNEY DOCKET NUMBER: | 772438-56A | |
| NAME OF SUBMITTER: | Jean Paterson | |
| SIGNATURE: | /jep/ | |
| DATE SIGNED: | 09/04/2015 | |
| Total Attachments: 6 | | |
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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this "Assignment"), dated as of August 11, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, "GECC"), 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, AM Conservation Group, 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 Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, 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.

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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:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 
Name: Robert Martin
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

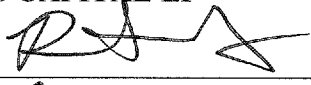
By: 
Name: Robert Martin
Title: Duly Authorized Signatory

EXHIBIT A

Trademark Security Agreement dated as of March 26, 2015 and filed with the United States Patent and Trademark Office on March 26, 2015 at Reel 5486, Frame 0127.

~~Patent Security Agreement dated as of March 26, 2015 and filed with the United States Patent and Trademark Office on March 26, 2015 at Reel 035266, Frame 0304.~~

EXHIBIT B

1. REGISTERED TRADEMARKS

| Trademark | Jurisdiction | Appln. # | Appln. Date | Reg. # | Reg. Date |
|-----------------------------|--------------|----------|-------------|---------|-------------|
| TOILET TUMMY | US Federal | 86060927 | 10-SEP-2013 | 4591668 | 26-AUG-2014 |
| SPOILER | US Federal | 86060902 | 10-SEP-2013 | 4591667 | 26-AUG-2014 |
| AM CONSERVATION GROUP, INC. | US Federal | 86060940 | 10-SEP-2013 | 4623505 | 21-OCT-2014 |
| LUMACOIL | US Federal | 86060918 | 10-SEP-2013 | 4647611 | 02-DEC-2014 |
| VARA SPA | US Federal | 85796301 | 06-DEC-2012 | 4526584 | 06-MAY-2014 |
| TRI-MAX | US Federal | 85791724 | 30-NOV-2012 | 4518711 | 22-APR-2014 |
| SIMPLY CONSERVE | US Federal | 85634449 | 24-MAY-2012 | 4381046 | 06-AUG-2013 |
| FLEX-FLOW | US Federal | 76709779 | 18-NOV-2011 | 4529719 | 13-MAY-2014 |
| DISH SQUEEGEE | US Federal | 77947995 | 03-MAR-2010 | 4024098 | 06-SEP-2011 |
| ECO IQ | US Federal | 76700721 | 07-DEC-2009 | 3978344 | 14-JUN-2011 |
| STOP IN TIME SHOWER TIMER | US Federal | 77775363 | 07-JUL-2009 | 3948481 | 19-APR-2011 |
| GREEN HOUSE ECO-KIT | US Federal | 76693448 | 09-OCT-2008 | 3767788 | 30-MAR-2010 |
| SHOWER COACH | US Federal | 76690354 | 06-JUN-2008 | 3566345 | 27-JAN-2009 |
| TOILET TANK BANK | US Federal | 76688105 | 27-MAR-2008 | 3523023 | 28-OCT-2008 |

| Trademark | Jurisdiction | Appln. # | Appln. Date | Reg. # | Reg. Date |
|-------------|--------------|----------|-------------|---------|-------------|
| TANK BANK | US Federal | 76688106 | 27-MAR-2008 | 3523024 | 28-OCT-2008 |
| EARTH BRITE | US Federal | 76653161 | 09-JAN-2006 | 3303224 | 02-OCT-2007 |
| SOAK & SOAP | US Federal | 76141576 | 05-OCT-2000 | 2487508 | 11-SEP-2001 |
| SOAP & SOAK | US Federal | 75532463 | 06-AUG-1998 | 2464214 | 26-JUN-2001 |
| ECO-KIT | US Federal | 74419738 | 02-AUG-1993 | 2067417 | 03-JUN-1997 |

2. TRADEMARK APPLICATIONS

| Trademark | Jurisdiction | Appln. # | Appln. Date |
|-----------------------------|--------------|----------|-------------|
| AM CONSERVATION GROUP, INC. | US Federal | 86326600 | 02-JUL-2014 |

3. REGISTERED PATENTS

| Patent | Juris. | App. # | App. Date | Reg. # | Reg. Date |
|---|------------|----------|----------------------|----------------|----------------------|
| Kitchen Aerator Having A Flow Compensator | US Federal | 11281148 | <u>Nov. 17, 2005</u> | <u>7252248</u> | <u>Aug. 7, 2007</u> |
| Cleaning Implement | US Federal | 12587725 | <u>Oct. 13, 2009</u> | <u>8201300</u> | <u>Jun. 19, 2012</u> |
| Showerhead | US Federal | 29420802 | May 14, 2012 | D681781 | May 7, 2013 |
| Showerhead | US Federal | 29420800 | May 14, 2012 | D685876 | Jul. 9, 2013 |
| Kitchen Aerator | US Federal | 29405680 | Nov. 4, 2011 | D668743 | Oct. 9, 2012 |
| Showerhead | US Federal | 29397812 | Jul. 21, 2011 | D662180 | Jun. 19, 2012 |
| Aerator | US Federal | 29388617 | Mar. 31, 2011 | D661372 | Jun. 5, 2012 |
| Shower head | US Federal | 29358410 | Mar. 26, 2010 | D638100 | May 17, 2011 |
| Outlet Cover | US Federal | 29315627 | Jul. 10, 2009 | D607307 | Jan. 5, 2010 |
| Handheld Showerhead | US Federal | 29243223 | Nov. 22, 2005 | D542887 | May 15, 2007 |
| Shower Nozzle | US Federal | 29115442 | Dec. 1, 1999 | Des. 433098 | Oct. 31, 2000 |
| Universal Wall Plate | US | 12460600 | Jul. 22, 2009 | 8143520 | Mar. 27, 2012 |

Assignment of Intellectual Property Security Agreement

| | | | | | |
|-------------|---------|--|--|--|--|
| Thermometer | Federal | | | | |
|-------------|---------|--|--|--|--|

4. PATENT APPLICATIONS

| Patent | Juris. | App. # | App. Date | Reg. # | Reg. Date |
|---|---------------|----------|---------------|---------|-----------|
| Aeration Device | US Federal | 13501560 | Oct. 14, 2010 | Pending | N/A |
| System and Method of Selective Fluid Pattern Distribution | US Federal | 14299628 | Jun. 9, 2014 | Pending | N/A |