

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM398766

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Substitution of Administrative Agent & Assignment of Rights Under Credit Agreement and Loan Documents
<b>SEQUENCE:</b>	2

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GENERAL ELECTRIC COMPANY, AS ADMINISTRATIVE AGENT		08/30/2016	Corporation: NEW YORK

## RECEIVING PARTY DATA

<b>Name:</b>	Wells Fargo Capital Finance, LLC, AS ADMINISTRATIVE AGENT
<b>Street Address:</b>	1100 Abernathy Road, Suite 1600
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30328
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Registration Number:	3266783	100% CELLULAR VINYL PVC
Registration Number:	3591631	AQUA TRIM
Registration Number:	3433018	BEAUTIFUL SOLUTIONS
Registration Number:	3395885	BOARD SOLUTIONS
Registration Number:	3266542	BUILDER TRIM SERIES
Registration Number:	3389356	CEILING, WALL AND BATH SOLUTIONS
Registration Number:	1407713	CLEARWOOD
Registration Number:	2722294	DO IT ONCE...DO IT RIGHT...NEVER GO BACK
Registration Number:	3018325	ELEMENTS BY ROYAL MOULDINGS
Registration Number:	2717314	ENVELOP
Registration Number:	3016862	EXTRUDED MILLWORK
Registration Number:	3329850	FRAME SHAPES
Registration Number:	3090768	GARAGE SOLUTIONS
Registration Number:	2492213	GEORGIA GULF
Registration Number:	2848260	HOME IS YOUR BEST INVESTMENT
Registration Number:	2863246	HOME IS YOUR SAFEST INVESTMENT

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Property Type	Number	Word Mark
Registration Number:	3108417	LYKEWOOD
Registration Number:	1559017	LYKEWOOD
Registration Number:	1768635	
Serial Number:	77331351	MOULDING SELLS HOMES
Registration Number:	2716396	NEVER ROT
Registration Number:	3099787	NO ROT
Serial Number:	77031198	NOVATIONS
Registration Number:	2955876	OVERLAYS
Registration Number:	3076642	PERFECT CORNERS
Registration Number:	2948407	PIAZZ
Registration Number:	3184868	POLY SELECT
Registration Number:	3395211	POLY WELD
Registration Number:	3345311	PORTICO-THE PORCH COLLECTION BY ROYAL MO
Registration Number:	1686381	POWER AISLE
Registration Number:	2059854	PRO SASH
Registration Number:	2952458	PRO WELD
Registration Number:	2569382	PRODUCTS OF PREFERENCE
Registration Number:	2493208	PROFRAME
Registration Number:	3304452	PROFRAME PLUS
Registration Number:	1869151	PROTHERM
Registration Number:	2111568	PROTHERM
Serial Number:	77201723	PUREMED
Registration Number:	2084532	QUICK-TRIM
Registration Number:	2793948	READI FINISH
Registration Number:	3214369	ROOM MOULDINGS
Registration Number:	2722829	ROT FREE
Registration Number:	3324146	ROYAL MOULDINGS
Registration Number:	3286251	ROYAL MOULDINGS
Registration Number:	3354414	ROYAL SHEET BOARD
Registration Number:	3090754	ROYAL TOP TREATMENTS
Registration Number:	3195213	ROYAL TRIM BOARD
Registration Number:	1752580	SELECTWOOD
Registration Number:	3385938	SENOVIA
Registration Number:	3090815	SMART SPACE SYSTEM
Registration Number:	3535641	STAIN-ABLE
Registration Number:	1837597	SUPREL
Registration Number:	3184862	THE BEST BOARD IN THE BUSINESS
Registration Number:	3102462	THE PORCH COLLECTION

Property Type	Number	Word Mark
Registration Number:	2674969	THE VALUE-ADDED MILLWORK
Registration Number:	1654335	THERMO STOP
Serial Number:	78821798	TRADITIONAL NEIGHBORHOOD DESIGN COLLECTI
Registration Number:	2854397	TRIMPLANK
Registration Number:	1483476	VISIONS
Registration Number:	3018356	WE MAKE THE SHUTTER PERFECT

**CORRESPONDENCE DATA**

**Fax Number:** 3125548015  
*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:** (312) 554-8000  
**Email:** kep@pattishall.com, bjs@pattishall.com  
**Correspondent Name:** Belinda J. Scrimenti  
**Address Line 1:** 200 South Wacker Drive, Suite 2900  
**Address Line 4:** Chicago, ILLINOIS 60606-5896

<b>ATTORNEY DOCKET NUMBER:</b>	3219-00002
<b>NAME OF SUBMITTER:</b>	Belinda J. Scrimenti
<b>SIGNATURE:</b>	/Belinda J. Scrimenti/
<b>DATE SIGNED:</b>	09/16/2016

**Total Attachments: 9**  
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**NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT &  
ASSIGNMENT OF RIGHTS UNDER CREDIT AGREEMENT AND LOAN  
DOCUMENTS**

This Notice of Substitution of Administrative Agent & Assignment of Rights under Credit Agreement and Loan Documents (this "*Notice of Substitution*") is made and effective as of August 30, 2016, by and between GENERAL ELECTRIC COMPANY, as successor by merger to General Electric Capital Corporation, in its capacity as the former administrative agent under the below described Credit Agreement ("*Retiring Agent*"), and WELLS FARGO CAPITAL FINANCE, LLC, in its capacity as successor administrative agent under the Credit Agreement ("*Successor Agent*"), in connection with the below-described Resignation and Agency Substitution Agreement. Capitalized terms used in this Notice of Substitution but not otherwise defined herein shall have the meanings specified in the Credit Agreement unless otherwise stated.

**RECITALS**

A. In connection with that certain Credit Agreement dated as of December 22, 2009, by and among Axiall Corporation, Eagle Spinco Inc., Royal Group Inc., Retiring Agent and certain lenders and other parties thereto (including all schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "*Credit Agreement*"), Grantors, together with other grantors, agreed to guarantee the Obligations pursuant to that certain U.S. ABL Guaranty and Security Agreement dated as of December 22, 2009 (including all schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "*Guaranty and Security Agreement*");

B. Pursuant to the Guaranty and Security Agreement, Grantors executed a Trademark Security Agreement dated as of December 22, 2009 in favor of Retiring Agent (including all schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "*Trademark Security Agreement*"), pursuant to which Grantors granted to Retiring Agent, as administrative agent for the Secured Parties, a Lien on, and security interest in, all of Grantors' right, title, and interest in, to and under the Trademark Collateral (as defined in the Trademark Security Agreement), including, without limitation, the Trademark Collateral set forth on *Exhibit A* attached hereto;

C. The Trademark Security Agreement was recorded with the United States Patent and Trademark Office on December 24, 2009 at Reel/Frame Number 004119/0883;

D. Pursuant to the Resignation and Agency Substitution Agreement, dated as of March 1, 2016 (the "*Substitution Date*"), by and among Axiall Corporation, Eagle Spinco Inc., Royal Group Inc., Retiring Agent, Successor Agent, certain lenders and other parties thereto (the "*Agency Substitution Agreement*"), Retiring Agent resigned in its capacity as Administrative Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Trademark Security Agreement), Successor Agent was appointed as the successor to the Retiring Agent in its respective capacity as Administrative Agent under the Credit Agreement and other Loan Documents

(including, without limitation, the Trademark Security Agreement), and Retiring Agent assigned to Successor Agent, and Successor Agent assumed, all rights, powers, privileges and duties of Retiring Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Trademark Security Agreement), including, without limitation, in respect of the Lien on, and security interest in, the Trademark Collateral (including, without limitation, the Trademark Collateral set forth on *Exhibit A* attached hereto); and

E. Retiring Agent and Successor Agent desire to evidence the foregoing substitution of Successor Agent for Retiring Agent and to record Successor Agent as the administrative agent for the Secured Parties in connection with the Credit Agreement and other Loan Documents (including, without limitation, the Trademark Security Agreement) with the United States Patent and Trademark Office.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Retiring Agent and Successor Agent hereby agree as follows:

1. Evidence of Substitution. Retiring Agent and Successor Agent hereby acknowledge and confirm that pursuant to the Substitution Agreement, (A) as of the Substitution Date, Retiring Agent has resigned in its capacity as Administrative Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Trademark Security Agreement), Successor Agent was appointed as the successor to the Retiring Agent in its respective capacity as Administrative Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Trademark Security Agreement), and Retiring Agent assigned to Successor Agent, and Successor Agent assumed, all rights, powers, privileges and duties of Retiring Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Trademark Security Agreement), including, without limitation, in respect of the Lien on, and security interest in, the Trademark Collateral (including, without limitation, the Trademark Collateral set forth on *Exhibit A* attached hereto); (B) the Lien and security interest granted in favor of Retiring Agent, in its capacity as administrative agent for the Secured Parties, under the Trademark Security Agreement shall be in favor of Successor Agent, in its capacity as successor administrative agent for the Secured Parties; and (C) Successor Agent shall be deemed to be the "Administrative Agent" under the Trademark Security Agreement for all purposes as if it were the original signatory thereto and the original Administrative Agent thereunder.

2. Further Acts. Retiring Agent and Successor Agent hereby authorize and request that this Notice of Substitution be recorded at the United States Patent and Trademark Office, or any other applicable location.

3. Full Authority. Each party represents and warrants that it has full authority to execute and deliver this Notice of Substitution.

4. Governing Law. THIS NOTICE OF SUBSTITUTION AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE OF

SUBSTITUTION SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

[signature pages follows]

EXECUTED as of the date first written above.

**RETIRNG AGENT:**

GENERAL ELECTRIC COMPANY, as  
successor by merger to General Electric  
Capital Corporation, as the former  
Administrative Agent

By: [Signature]  
Name: JENNIFER HANCOCK  
Title: GENERAL COUNSEL

**SUCCESSOR AGENT:**

WELLS FARGO CAPITAL FINANCE,  
LLC, as the successor  
Administrative Agent

By: 

Name: Reggie Claus



Title: Vice President

[AXIAL--NOTICE OF SUBSTITUTION WF09 TRADEMARKS]


**TRADEMARK**  
**REEL: 005879 FRAME: 0522**



Exhibit A

Country	Trademark	App/Reg No.	Filing/Reg. Date	Applicant/Registrant	Status
US	100% CELLULAR VINYL PVC	3,266,783	17-Jul-2007	Royal Mouldings Limited	Registered
US	AQUA TRIM	3,591,631	17-Mar-2009	Royal Mouldings Limited	Registered
US	BEAUTIFUL SOLUTIONS	3,433,018	20-May-2008	Royal Mouldings Limited	Registered
US	BOARD SOLUTIONS	3,395,885	11-Mar-2008	Royal Mouldings Limited	Registered
US	BUILDER TRIM SERIES	3,266,542	17-Jul-2007	Royal Mouldings Limited	Registered
US	CEILING, WALL AND BATH SOLUTIONS	3,389,356	26-Feb-2008	Royal Mouldings Limited	Registered
US	CLEARWOOD	1,407,713	02-Sep-1986	Royal Mouldings Limited	Registered
US	DO IT ONCE...DO IT RIGHT...NEVER GO BACK!	2,722,294	03-Jun-2003	Royal Mouldings Limited	Registered
US	ELEMENTS BY ROYAL MOULDINGS	3,018,325	22-Nov-2005	Royal Mouldings Limited	Registered
US	ENVELOP (Stylized)	2,717,314	20-May-2003	Royal Mouldings Limited	Registered
					
US	EXTRUDED MILLWORK	3,016,862	22-Nov-2005	Royal Mouldings Limited	Registered
US	FRAME SHAPES	3,329,850	06-Nov-2007	Royal Mouldings Limited	Registered
US	GARAGE SOLUTIONS	3,090,768	09-May-2006	Royal Mouldings Limited	Registered
US	GEORGIA GULF	2,492,213	25-Sep-2001	Georgia Gulf Corporation	Registered
US	HOME IS YOUR BEST INVESTMENT	2,848,260	01-Jun-2004	Royal Mouldings Limited	Registered
US	HOME IS YOUR SAFEST INVESTMENT	2,863,246	13-Jul-2004	Royal Mouldings Limited	Registered
US	LYKEWOOD	3,108,417	27-Jun-2006	Royal Mouldings Limited	Registered
US	LYKEWOOD (Stylized)	1,559,017	03-Oct-1989	Royal Mouldings Limited	Registered
					

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Country	Trademark	App/Reg No.	Filing/Reg. Date	Applicant/Registrant	Status
US	MISCELLANEOUS DESIGN	1,768,635	04-May-1993	Royal Mouldings Limited	Registered
					
US	MOULDING SELLS HOMES	77/331,351	16-Nov-2007	Georgia Gulf Corporation	Pending
US	NEVER ROT	2,716,396	13-May-2003	Royal Mouldings Limited	Registered
US	NO ROT	3,099,787	06-Jun-2006	Royal Mouldings Limited	Registered
US	NOVATIONS	77/031,198	27-Oct-2006	Royal Mouldings Limited	Pending
US	OVERLAYS	2,955,876	24-May-2005	Royal Mouldings Limited	Registered
US	PERFECT CORNERS	3,076,642	04-Apr-2006	Royal Mouldings Limited	Registered
US	PIAZZ	2,948,407	10-May-2005	Royal Mouldings Limited	Registered
US	POLY SELECT	3,184,868	12-Dec-2006	Royal Mouldings Limited	Registered
US	POLY WELD	3,395,211	11-Mar-2008	Royal Mouldings Limited	Registered
US	PORTICO THE PORCH COLLECTION BY ROYAL MOULDINGS	3,345,311	27-Nov-2007	Royal Mouldings Limited	Registered
US	POWER AISLE	1,686,381	12-May-1992	Royal Mouldings Limited	Registered
US	PRO SASH	2,059,854	06-May-1997	Royal Mouldings Limited	Registered
US	PRO WELD	2,952,458	17-May-2005	Royal Mouldings Limited	Registered

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Country	Trademark	App/Reg No.	Filing/Reg. Date	Applicant/Registrant	Status
US	PRODUCTS OF PREFERENCE	2,569,382	14-May-2002	Royal Mouldings Limited	Registered
US	PROFRAME	2,493,208	25-Sep-2001	Royal Mouldings Limited	Registered
US	PROFRAME PLUS	3,304,452	02-Oct-2007	Royal Mouldings Limited	Registered
US	PROTHERM	1,869,151	27-Dec-1994	Georgia Gulf Chemicals & Vinyls, LLC	Registered
US	PROTHERM and Design 	2,111,568	11-Nov-1997	Georgia Gulf Chemicals & Vinyls, LLC	Registered
US	PUREMED	77201,723	08-Jun-2007	Georgia Gulf Corporation	Pending
US	QUICK-TRIM	2,084,532	29-Jul-1997	Royal Mouldings Limited	Registered
US	READIFINISH	2,793,948	16-Dec-2003	Royal Mouldings Limited	Registered
US	ROOM MOULDINGS	3,214,369	27-Feb-2007	Royal Mouldings Limited	Registered
US	ROT FREE	2,722,829	03-Jun-2003	Royal Mouldings Limited	Registered
US	ROYAL MOULDINGS	3,324,146	30-Oct-2007	Royal Mouldings Limited	Registered
US	ROYAL MOULDINGS and Design 	3,286,251	28-Aug-2007	Royal Mouldings Limited	Registered

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Country	Trademark	App/Reg No.	Filing/Reg. Date	Applicant/Registrant	Status
US	ROYAL SHEET BOARD	3,354,414	11-Dec-2007	Royal Mouldings Limited	Registered
US	ROYAL TOP TREATMENTS	3,090,754	09-May-2006	Royal Mouldings Limited	Registered
US	ROYAL TRIM BOARD	3,195,213	02-Jan-2007	Royal Mouldings Limited	Registered
US	SELECTWOOD	1,752,580	16-Feb-1993	Royal Mouldings Limited	Registered
US	SENOVIA	3,385,938	19-Feb-2008	Royal Mouldings Limited	Registered
US	SMART SPACE SYSTEM	3,090,815	09-May-2006	Royal Mouldings Limited	Registered
US	STAIN-ABLE	3,535,641	18-Nov-2008	Royal Mouldings Limited	Registered
US	SUPREL	1,837,597	31-May-1994	Georgia Gulf Chemicals & Vinyls, LLC	Registered
US	THE BEST BOARD IN THE BUSINESS	3,184,862	12-Dec-2006	Royal Mouldings Limited	Registered
US	THE PORCH COLLECTION	3,102,462	06-Jun-2006	Royal Mouldings Limited	Registered
US	VALUE-ADDED MILL WORK	2,674,969	14-Jan-2003	Royal Mouldings Limited	Registered
US	THERMO STOP	1,654,335	20-Aug-1991	Royal Mouldings Limited	Registered
US	TRADITIONAL NEIGHBORHOOD DESIGN COLLECTION	78/821,798	23-Feb-2006	Royal Mouldings Limited	Pending
US	TRIMPLANK	2,854,397	15-Jun-2004	Royal Mouldings Limited	Registered
US	VISIONS	1,483,476	05-Apr-1988	Royal Mouldings Limited	Registered
US	WE MAKE THE SHUTTER PERFECT	3,018,356	22-Nov-2005	Royal Mouldings Limited	Registered

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