

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM444092

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Centrilogic, Inc.		09/08/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	HSBC Bank Canada		
Street Address:	4550 Hurontario Street		
City:	Mississauga, ON		
State/Country:	CANADA		
Postal Code:	L5R 4E4		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4792107	MOTHERSHIP1	
Registration Number:	4792108	MOTHERSHIP1 EVERYWARE ANYWARE	
CORRESPONDENCE DATA			
Fax Number:	8324088558		
<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:	832-338-8090		
Email:	tm@fibbelightner.com		
Correspondent Name:	Fibbe Lightner LLP		
Address Line 1:	3733-1 Westheimer, No. 1009		
Address Line 4:	Houston, TEXAS 77027		
NAME OF SUBMITTER:	A. Reagan Fibbe		
SIGNATURE:	/ARHF/		
DATE SIGNED:	09/21/2017		
Total Attachments: 4			
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NOTICE OF INTELLECTUAL PROPERTY SECURITY INTEREST

This Notice of Intellectual Property Security Interest (this "**Notice**") is entered into and effective as of September 8, 2017, by and between Centrilogic, Inc., a Delaware corporation ("**Grantor**"), and HSBC Bank Canada, as agent for certain lenders from time to time (together with its successors and assigns "**Grantee**") (collectively, the "**Parties**").

WHEREAS Grantor has granted to Grantee a security interest in, among other things, all right, title and interests of Grantor in and to Grantor's trademarks referred to in Schedule "A" hereto, owned by Grantor (the "**Intellectual Property**"), pursuant to that certain General Security and Pledge Agreement dated as of the date hereof (the "**Security Agreement**"); and,

WHEREAS the Parties desire to provide third parties with notice of the grant of security interest described in the preceding paragraph above (the "**Security Interest**").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Grantor hereby agrees that the Security Agreement extends to and creates a security interest in favor of Grantee in the Intellectual Property.

2. The Parties agree that this Notice may be recorded with the United States Patent and Trademark Office and such other authorities as Grantee desires to provide notice to third parties of the Security Interest granted under the Security Agreement. Notwithstanding the foregoing, nothing herein shall be deemed to supersede, nor shall anything herein be used for the purpose of interpreting, the Security Agreement, and this Notice is not intended to alter in any way the rights or obligations of the Parties set forth in the Security Agreement. For the avoidance of doubt, if the terms of this Notice conflict with the Security Agreement, the terms of the Security Agreement shall govern.

3. This Notice may be executed in counterparts, each of which shall constitute an original and all of which shall, when taken together, constitute one and the same agreement, notwithstanding that all parties may not have signed all counterparts of this Notice.

*Remainder of page intentionally blank.
Signature page follows.*

IN WITNESS WHEREOF, the Parties have entered into this Notice by and through their duly authorized representatives.

GRANTOR:

CENTRILOGIC, INC.

By: _____
Name: Robert Offley
Title: President

GRANTEE:

HSBC BANK CANADA

By: _____
Name:
Title:

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Parties have entered into this Notice by and through their duly authorized representatives.

GRANTOR:

CENTRILOGIC, INC.

By: _____
Name: Robert Offley
Title: President

GRANTEE:

HSBC BANK CANADA

By: _____
Name: Vel Pavasovic
Title: Corporate Banking Manager


By: _____
Name: Scott Brown
Title: VP & Market Head, Corporate Banking

Notice of Intellectual Property Security Interest
Signature Page

TRADEMARK
REEL: 006159 FRAME: 0211

SCHEDULE A

Trademarks

<u>Trademark</u>	<u>Status</u>	<u>App. No.</u>	<u>App. Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
MOTHERSHIP1	REGISTERED	86976592	23-APR-2014	4792107	11-AUG-2015
MOTHERSHIP1 EVERYWARE ANYWARE 	REGISTERED	86976593	23-APR-2014	4792108	11-AUG-2015