

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM476843

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST (INTELLECTUAL PROPERTY) REEL/FRAME 5579/0856		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DEUTSCHE BANK AG NEW YORK BRANCH		06/01/2018	Bank: GERMANY
RECEIVING PARTY DATA			
Name:	ROYAL BANK OF CANADA		
Street Address:	200 Bay Street, 12th Floor, South Tower		
City:	Toronto		
State/Country:	ONTARIO		
Postal Code:	M5J 2W7		
Entity Type:	Bank: CANADA		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	3845572	1ST CHARGE	
Registration Number:	3987098	A/C PRO	
Registration Number:	3105016	ARCTIC FREEZE	
Registration Number:	4244354	ASK THE PRO	
Registration Number:	3080757	BIG CHILL	
Registration Number:	3277334	CERTIFIED A/C PRO	
Registration Number:	2752800	DIRECT CHARGE	
Registration Number:	2929481	EZ CHILL	
Registration Number:	3106850	GLACIER ICE	
Registration Number:	4069031	HIGH MILEAGE	
Registration Number:	4116658	HIGH MILEAGE	
Registration Number:	1115872	ID	
Registration Number:	4080535	IDQ	
Registration Number:	4376724	IDQ	
Registration Number:	1857416	INTERDYNAMICS	
Registration Number:	4186237		
Registration Number:	3203601	QUICK COOL	
Registration Number:	3203600	R-134A PLUS	

OP \$590.00 3845572

Property Type	Number	Word Mark
Registration Number:	2637611	REFILL & TREATMENT
Registration Number:	3297283	SUB-ZERO
Registration Number:	3210416	SUPER SEAL
Registration Number:	4434725	SUPER SEAL
Registration Number:	3115139	TYPHOONMAX

CORRESPONDENCE DATA

Fax Number:

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: 212-318-6532
Email: alanagramer@paulhastings.com
Correspondent Name: Alana Gramer
Address Line 1: 200 Park Avenue, 28th Floor
Address Line 2: c/o Paul Hastings LLP
Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	F177379 TM 5579/0856
NAME OF SUBMITTER:	Alana Gramer
SIGNATURE:	/Alana Gramer/
DATE SIGNED:	06/05/2018

Total Attachments: 7

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**NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST
(INTELLECTUAL PROPERTY)**

This NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST (INTELLECTUAL PROPERTY), dated as of June 1, 2018 (this “*Notice*”), is entered into among DEUTSCHE BANK AG NEW YORK BRANCH (“*DBNY*”), as Administrative Agent and Collateral Agent under the Credit Agreement (as defined below) (in such capacities, collectively, the “*Resigning Agent*”), ROYAL BANK OF CANADA (“*Royal Bank*”), in its capacity as Successor Administrative Agent and Successor Collateral Agent (collectively, in such capacities, “*Successor Agent*”) pursuant to the Agency Resignation and Assignment Agreement (defined below).

WHEREAS, SB/RH Holdings, LLC (“*Holdings*”), Spectrum Brands, Inc. (“*Lead Borrower*”), various lenders from time to time party thereto (the “*Lenders*”), the Resigning Agent and each of DBNY, Credit Suisse AG Cayman Islands Branch, JPMorgan Chase Bank, N.A. and Bank of America, N.A. as Issuing Banks, are party to that certain Amended and Restated Credit Agreement, dated as of June 23, 2015 (as amended by that certain First Amendment to Credit Agreement, dated as of October 6, 2016, that certain Second Amendment to Credit Agreement, dated as of March 6, 2017, that certain Third Amendment to Credit Agreement, dated as of April 7, 2017, that certain Fourth Amendment to Credit Agreement, dated as of May 16, 2017, that certain Fifth Amendment to Credit Agreement, dated as of March 28, 2018 and as further amended, amended and restated, supplemented or otherwise modified from time to time, the “*Credit Agreement*”); and

WHEREAS, pursuant to the Loan Documents, certain Loan Parties granted to the Resigning Agent a security interest in certain collateral;

WHEREAS, the Resigning Agent and applicable Loan Parties entered into one or more Notices of Grant of Security Interest in Intellectual Property as identified on Schedule A attached hereto (the “*IP Security Agreements*”).

WHEREAS, the IP Security Agreements were recorded with the United States Patent and Trademark Office and United States Copyright Office as identified on Schedule A attached hereto; and

WHEREAS, pursuant to the Resignation and Assignment Agreement dated as of the date May 22, 2018 entered into by and among the Resigning Agent, the Successor Agent, Holdings, the Lead Borrower, and each Subsidiary of the Lead Borrower that is a Subsidiary Guarantor (as defined in the Credit Agreement) (the “*Agency Resignation and Assignment Agreement*”) and the Sixth Amendment to Credit Agreement, dated as of May 22, 2018 entered into by and among the Lead Borrower and Royal Bank (“*Sixth Amendment*”), the Resigning Agent resigned as, and Successor Agent was appointed and accepted appointment as the Administrative Agent with all the rights, powers, privileges and duties of the Resigning Agent as Collateral Agent under the applicable Loan Documents, including in and to the IP Security Agreements.

NOW, THEREFORE, the parties agree as follows:

1. **Defined Terms.** Capitalized terms used herein without definition shall have the meanings attributed to such terms in the Agency Resignation and Assignment Agreement, Credit Agreement, or other Loan Documents, as applicable.

2. **Succession and Replacement of Agency.** Pursuant to the terms and conditions set forth in the Agency Resignation and Assignment Agreement and Sixth Amendment, the Resigning Agent has ceased to be the Agent under the Loan Documents and is succeeded to and replaced by the Successor Agent as

Agent under the Loan Documents, and the Resigning Agent transferred, assigned, granted and conveyed unto the Successor Agent all of its right, title and interest in and to the IP Security Agreements with all attendant liens, rights, title, assignments and interests (including security interests) pertaining to or arising from the Collateral Documents, including in and to the Collateral scheduled on the IP Security Agreements. Nothing herein shall be deemed to terminate, interrupt, or impair the continuity of the security interest in and to the Collateral granted to the Resigning Agent under the Loan Documents, including the IP Security Agreements and the Collateral identified on Schedule A attached hereto, which security interest is now succeeded by and transferred to the Successor Agent.

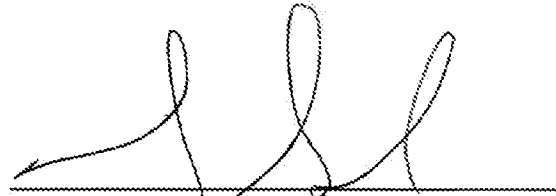
3. Incorporation. All terms set forth in the Agency Resignation and Assignment Agreement are hereby incorporated herein by reference with the same force and effect as though fully set forth herein. To the extent that the terms set forth herein are inconsistent with the terms of the Agency Resignation and Assignment Agreement, the terms set forth in Agency Resignation and Assignment Agreement shall apply.

IN WITNESS WHEREOF, the parties hereto have caused this Notice to be executed and delivered by their respective duly authorized officers as of the date first above written.

RESIGNING AGENT:

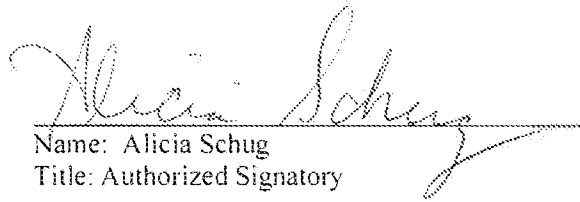
DEUTSCHE BANK AG NEW YORK BRANCH,
as Resigning Agent

By:



Name: Maria Gulichard
Title: Authorized Signatory

By:



Name: Alicia Schug
Title: Authorized Signatory

[Signature Page to Notice of Successor Agent and Assignment of Security Interest (Intellectual Property)]

TRADEMARK
REEL: 006392 FRAME: 0018

SUCCESSOR AGENT:

ROYAL BANK OF CANADA,
as Successor Agent

By:



Name:
Title:

Rodica Dutka
Manager, Agency

[Signature Page to Notice of Successor Agent and Assignment of Security Interest (Intellectual Property)]

TRADEMARK

REEL: 006392 FRAME: 0019

Schedule A

(Attached)

Owner Name	Mark	Country	Status	Application No.	Filing Date	Reg. No.	Reg. Date
IDQ Operating, Inc.	1ST CHARGE	United States	Registered	77/182,930	May-16-2007	3845572	Sep-7-2010
IDQ Operating, Inc.	A/C PRO	United States	Registered	85/073,117	Jun-28-2010	3987098	Jun-28-2011
IDQ Operating, Inc.	ARCTIC FREEZE	United States	Registered	78/453,227	Jul-20-2004	3105016	Jun-13-2006
IDQ Operating, Inc.	ASK THE PRO	United States	Registered	85/386,984	Aug-2-2011	4244354	Nov-20-2012
IDQ Operating, Inc.	BIG CHILL	United States	Registered	78/484,298	Sep-15-2004	3080757	Apr-11-2006
IDQ Operating, Inc.	CERTIFIED A/C PRO	United States	Registered	78/710,836	Sep-12-2005	3277334	Aug-7-2007
IDQ Operating, Inc.	DIRECT CHARGE	United States	Registered	76/475,585	Dec-16-2002	2752800	Aug-19-2003
IDQ Operating, Inc.	EZ CHILL	United States	Registered	76/545,822	Sep-22-2003	2929481	Mar-1-2005
IDQ Operating, Inc.	GLACIER ICE	United States	Registered	78/670,428	Jul-14-2005	3106850	Jun-20-2006
IDQ Operating, Inc.	HIGH MILEAGE	United States	Registered	77/923,445	Jan-29-2010	4069091	Dec-13-2011
IDQ Operating, Inc.	HIGH MILEAGE (Stylized)	United States	Registered	77/923,633	Jan-29-2010	4116658	Mar-27-2012
IDQ Operating, Inc.	id	United States	Registered	73/151,307	Dec-8-1977	1115872	Apr-3-1979
IDQ Operating, Inc.	IDQ	United States	Registered	77/859,189	Oct-28-2009	4080535	Jan-3-2012
IDQ Operating, Inc.	IDQ	United States	Registered	77/859,168	Oct-28-2009	4376724	Jul-30-2013
IDQ Operating, Inc.	INTERDYNAMIC S	United States	Registered	74/405,151	Jan-21-1993	1857416	Oct-11-1994
IDQ Operating, Inc.	Miscellaneous Design (Polar bear)	United States	Registered	85/497,185	Dec-16-2011	4186237	Aug-7-2012
IDQ Operating, Inc.	QUICK COOL	United States	Registered	78/694,839	Aug-17-2005	3203601	Jan-30-2007
IDQ Operating, Inc.	R-134A PLUS	United States	Registered	78/694,835	Aug-17-2005	3203600	Jan-30-2007
IDQ Operating, Inc.	REFILL & TREATMENT	United States	Registered	76/093,423	Jul-21-2000	2637611	Oct-15-2002

Owner Name	Mark	Country	Status	Application No.	Filing Date	Reg. No.	Reg. Date
IDQ Operating, Inc.	SUB-ZERO	United States	Registered	78/694,831	Aug-17-2005	3297283	Sep-25-2007
IDQ Operating, Inc.	SUPER SEAL	United States	Registered	78/694,825	Aug-17-2005	3210416	Feb-20-2007
IDQ Operating, Inc.	SUPER SEAL	United States	Registered	85/656,956	Jun-20-2012	4434725	Nov-19-2013
IDQ Operating, Inc.	TYPHOONMAX	United States	Registered	78/465,435	Aug-11-2004	3115139	Jul-11-2006