

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM507228

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (SECOND LIEN)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LTR Products, LLC		11/01/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Collateral Agent
Street Address:	500 Ross Street, 12th Floor
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15262
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	5234165	GARDENCOIR
Registration Number:	4724521	LASTING BEAUTY
Registration Number:	4642831	LOOKS LIKE REAL WOOD MULCH
Registration Number:	4994826	LUMINITE
Registration Number:	3094248	NUPLAY
Registration Number:	3551789	NUSCAPE
Registration Number:	4809231	
Registration Number:	3990720	RE-PLAY
Registration Number:	3083389	RUBBERIFIC
Registration Number:	4590192	RUBBERIFIC
Registration Number:	4800351	RUBBERIFIC
Registration Number:	2665542	RUBBERIFIC MULCH
Registration Number:	4809223	SIGNATURE SERIES

CORRESPONDENCE DATA

Fax Number: 7147558290

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.

TRADEMARK

Phone: 714-540-1235
Email: ipdocket@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive, Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER: 060803-0004

NAME OF SUBMITTER: Anna T Kwan

SIGNATURE: /atk/

DATE SIGNED: 01/24/2019

Total Attachments: 4

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THE LIENS AND SECURITY INTEREST GRANTED HEREBY ARE SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THAT CERTAIN FIRST LIEN/SECOND LIEN INTERCREDITOR AGREEMENT, DATED AS OF DECEMBER 29, 2017 AMONG PNC BANK, NATIONAL ASSOCIATION, AS ABL AGENT, HPS INVESTMENT PARTNERS, LLC, AS TERM AGENT, AND THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS SECOND LIEN NOTES TRUSTEE.

GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS
(SECOND LIEN)

November 1, 2018

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, LTR Products, LLC, a Delaware limited liability company (the "Grantor"), hereby grants to THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Collateral Agent (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Trademarks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Trademarks, (iii) the goodwill of the businesses with which the Trademarks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.


THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Second Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 29, 2017 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of any termination (as set forth in Section 9 of the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing (in form and substance reasonably satisfactory to the Grantee) releasing the security interest in the Trademarks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this agreement as of the day and year first above written.

LTR PRODUCTS, LLC


By: 
Name: Frank J. DeCarlo
Title: Secretary

[Trademark Security Agreement]

TRADEMARK
REEL: 006537 FRAME: 0424

SECURED PARTY:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
as Collateral Agent

By: 
Its: VICE PRESIDENT

Schedule A
Trademarks

Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date	Owner
GARDENCOIR	Registered	87/184,221	September 27, 2016	5,234,165	June 27, 2017	LTR Products, LLC
LASTING BEAUTY	Registered	86/022,607	July 29, 2013	4,724,521	April 21, 2015	LTR Products, LLC
LOOKS LIKE REAL WOOD MULCH	Registered	86/346,823	July 24, 2014	4,642,831	November 18, 2014	LTR Products, LLC
LUMINITE	Registered	86/724,128	August 13, 2015	4,994,826	July 5, 2016	LTR Products, LLC
NUPLAY	Registered	78/485,459	September 17, 2004	3,094,248	May 16, 2006	LTR Products, LLC
NUSCAPE	Registered	78/459,146	July 29, 2004	3,551,789	December 23, 2008	LTR Products, LLC
Packaging Elements Logo	Registered	86/114,244	November 8, 2013	4,809,231	September 8, 2015	LTR Products, LLC
RE-PLAY	Registered	77/854,755	October 22, 2009	3,990,720	July 5, 2011	LTR Products, LLC
RUBBERIFIC	Registered	78/180,710	October 31, 2002	3,083,389	April 18, 2006	LTR Products, LLC
RUBBERIFIC	Registered	86/046,691	August 23, 2013	4,590,192	August 19, 2014	LTR Products, LLC
RUBBERIFIC & design	Registered	86/114,158	November 8, 2013	4,800,351	August 25, 2015	LTR Products, LLC
RUBBERIFIC MULCH	Registered	76/228,466	March 19, 2001	2,665,542	December 24, 2002	LTR Products, LLC
SIGNATURE SERIES	Registered	86/110,962	November 5, 2013	4,809,223	September 8, 2015	LTR Products, LLC