

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM606282

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Newterra, Inc.		10/30/2020	Corporation: NEVADA
Aeration Industries International, LLC		10/30/2020	Limited Liability Company: DELAWARE
Stormwaterx LLC		10/30/2020	Limited Liability Company: OREGON
Tigg, LLC		10/30/2020	Limited Liability Company: PENNSYLVANIA
Newterra Ltd.		10/30/2020	Company: CANADA
Newterra Group Ltd.		10/30/2020	Company: CANADA

RECEIVING PARTY DATA

Name:	HSBC Bank Canada
Street Address:	70 York Street
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5J 1S9
Entity Type:	Chartered Bank: CANADA

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	4033046	ACCU-SPRAY
Registration Number:	5304232	UNI-PAC
Registration Number:	0549873	COCHRANE
Registration Number:	1045353	CHICAGO
Registration Number:	0818658	FILTEREX
Registration Number:	3706504	LOCK-N-LOAD
Registration Number:	0616552	UNI-PAC
Registration Number:	3901018	ARGOS SBR
Registration Number:	3756243	AIRE-O2 BIO-FFILM
Registration Number:	2955262	TRI-OVAL
Registration Number:	2527750	ACT
Registration Number:	2286008	AIRE-O2 TRITON

OP \$940.00 4033046

Property Type	Number	Word Mark
Registration Number:	2250712	AIRE-O2 TURBO
Registration Number:	1417427	AIRE-O2
Registration Number:	1128167	AIRE-02
Registration Number:	1129810	AERATION INDUSTRIES
Registration Number:	1114396	A
Registration Number:	4687236	CANSORB
Registration Number:	4687237	NIXTOX
Serial Number:	86200258	EϕONO\$ORB
Registration Number:	4687234	TIGG
Registration Number:	4702506	TIGG
Serial Number:	90028479	FRONTLINE
Registration Number:	5512640	RECLAIMING THE WORLD'S WATER
Registration Number:	4932152	AQUIP
Registration Number:	4932153	CLARA
Registration Number:	4966226	ZINC-B-GONE
Registration Number:	4113114	RETENU
Registration Number:	3976849	PURUS
Registration Number:	3670850	BUILT FOR BENCHMARKS
Registration Number:	3427568	RECLAIMING THE WORLD'S WATER
Registration Number:	3341974	STORMWATERX
Serial Number:	87791269	INSIDE THE BOX
Serial Number:	90056053	MICROCLEAR
Serial Number:	90049748	NEWTERRA
Registration Number:	4202510	NEWTERRA
Registration Number:	4328028	LONGBOX

CORRESPONDENCE DATA

Fax Number: 3128767934

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: 3128768000

Email: angelica.pogson@dentons.com

Correspondent Name: Dentons US LLP

Address Line 1: P.O. Box #061080

Address Line 2: Wacker Drive Station, Willis Tower

Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER: Samuel Fifer

SIGNATURE: /Samuel Fifer/

DATE SIGNED: 11/02/2020

Total Attachments: 12

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**CONFIRMATION OF SECURITY INTEREST IN
TRADEMARKS AND RELATED INTELLECTUAL PROPERTY**

THIS AGREEMENT executed as of the 30th day of October, 2020

RECITALS:

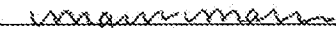
- (a) The credit agreement dated on the date hereof (the "**Credit Agreement**") between, inter alios, 12397102 Canada Inc. and Newterra U.S. Intermediate, Inc., as borrowers, the Lenders (as such term is defined in the Credit Agreement) and HSBC Bank Canada, in its capacity as administrative agent for and on behalf of the Lenders (in such capacity, the "**Agent**");
- (b) The Agent and the Lenders are collectively referred to herein as the "**Secured Parties**";
- (c) newterra inc., a Nevada corporation ("**Newterra**"), Aeration Industries International, LLC, a Delaware limited liability company ("**Aeration**"), TIGG, LLC, a Pennsylvania limited liability company ("**TIGG**"), and StormwaterRx LLC, an Oregon limited liability company ("**Stormwater**"), Newterra Group, Ltd., a Canadian company ("**Newterra Group**") and Newterra Ltd. ("**Newterra Ltd**") and together with Newterra, Aeration, TIGG, and Newterra Group collectively, the "**Debtor**", are the owners of the trademarks and other intellectual property set forth in **Exhibit "A"**, the registrations and applications for such trademarks and intellectual property identified therein and the underlying goodwill associated with such trademarks and intellectual property (collectively, the "**Intellectual Property**"); and
- (d) The Agent, a Canadian chartered bank with offices at 70 York Street, Toronto, Ontario, M5J 1S9, has entered into an agreement with each Debtor, as reflected by a separate document entitled "Security Agreement" dated on or about the date hereof (as the same may be amended, modified, supplemented, extended, renewed, restated or replaced from time to time, collectively, the "**Security Agreement**"), by which the Debtor granted to the Agent, for the benefit of the Secured Parties a security interest in certain property, including the Intellectual Property, in consideration of the provision of certain credit facilities to the Debtor.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor hereby confirms the grant to the Agent, for the benefit of the Secured Parties, of a security interest in and to the Intellectual Property. This Agreement shall be governed by the laws of the State of New York without giving effect to the conflicts of laws principles thereof.


[Signature Page Follows]

DATED as of the date and year first written above.


NEWTERRA, INC.

By: 
Name: Markie L. Masri
Title: Vice President and
Secretary

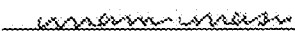
AERATION INDUSTRIES
INTERNATIONAL, LLC

By: 
Name: Markie L. Masri
Title: Vice President and Secretary


STORMWATERX LLC.

By: 
Name: Markie L. Masri
Title: Vice President and Secretary

TIGG, LLC

By: 
Name: Markie L. Masri
Title: Vice President and Secretary

NEWTERRA LTD.

By: 
Name: Markie L. Masri
Title: Vice President and Secretary

NEWTERRA GROUP LTD.




By: 
Name: Markie L. Masri
Title: Vice President and Secretary

EXHIBIT "A"

Trademarks

newterra inc.

Owner	Trademark	Application/ Registration Number	Country	Status
Newterra, Inc.	<u>ACCU-SPRAY</u>	RN: 4033046 SN: 77530250	US Federal	Registered 8 & 15 August 1, 2017 Int'l Class: 11 First Use: 1990 Filed: July 24, 2008 Registered: October 4, 2011
Newterra, Inc.	<u>UNLPAC</u>	RN: 5304232 SN: 86891624	US Federal	Registered October 10, 2017 Int'l Class: 11 First Use: January 20, 1954 Filed: January 29, 2016
Newterra, Inc.	<u>COCHRANE</u>	RN: 549873 SN: 71607375	US Federal	Renewed Principal Register - Sec. 2(F) October 23, 2011 Int'l Class: 2 First Use: April, 1907 Int'l Class: 013 First Use: January, 1910 Int'l Class: 021 First Use: December, 1911 Int'l Class: 023 First Use: January, 1892 Int'l Class: 026 First Use: January, 1912 Int'l Class: 031 First Use: January, 1917 Int'l Class: 034 First Use: December, 1885 Filed: December 7,

				1950 Registered: October 23, 1951
Newterra, Inc.	<u>CHICAGO and Design</u> 	RN: 1045353 SN: 73039661	US Federal	Renewed August 3, 2016 Int'l Class: 11 First Use: 1968 Filed: December 16, 1974 Registered: August 3, 1976
Newterra, Inc.	<u>FILTEREX</u>	RN: 818658 SN: 72225407	US Federal	Renewed November 15, 2016 Int'l Class: 031 First Use: November 29, 1963 Filed: August 10, 1965 Registered: November 15, 1966
Newterra, Inc.	<u>LOCK-N-LOAD</u>	RN: 3706504 SN: 77530253	US Federal	Renewed November 3, 2019 Int'l Class: 11 First Use: May 12, 2009 Filed: July 24, 2008 Registered: November 3, 2009
Newterra, Inc.	<u>UNI-PAC and Design</u> 	RN: 616552 SN: 71661875	US Federal	Cancelled - Sec. 8 March 16, 2020 Int'l Class: 034 First Use: January 20, 1954 Filed: March 2, 1954 Registered: November 22, 1955 Last Renewal: November 22, 2005

Aeration Industries International, LLC

Owner	Trademark	Application/ Registration Number	Country
AERATION INDUSTRIES INTERNATIONAL, LLC	ARGOS SBR Argos SBR	SN 77476738 RN 3901018	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	AIRE-O2 BIO- FFILM AIRE-O2 BIO-FFILM	SN 78967568 RN 3756243	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	TRI-OVAL	SN 76301898 RN 2955262	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	ACT	SN 75314464 RN 2527750	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	AIRE-O2 TRITON AIRE-O₂ TRITON	SN 75271393 RN 2286008	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	AIRE-O2 TURBO AIRE-O₂ TURBO	SN 75098614 RN 2250712	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	AIRE-O2 AIRE-O₂	SN 73572409 RN 1417427	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	AIRE-O2 AIRE-O₂	SN 73177553 RN 1128167	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	AERATION INDUSTRIES	SN 73177605 RN 1129810	US Federal
AERATION INDUSTRIES INTERNATIONAL, LLC	A 	SN 73177644 RN 1114396	US Federal

TIGG, LLC:

Owner	Trademark	Application/ Registration Number	Country	Status
TIGG, LLC	CANSORB	4687236	US	Active
TIGG, LLC	NIXTOX	4687237	US	Active
TIGG, LLC	ECONOSORB	86200258	US	Inactive (Abandoned)
TIGG, LLC	TIGG	4687234	US	Active
TIGG, LLC	TIGG (design)	4702506	US	Active

StormwaterRx:

Owner	Trademark	Application/ Registration Number	Country
STORMWATERX, LLC	FRONTLINE FRONTLINE	SN 90028479	US Federal
STORMWATERX, LLC	RECLAIMING THE WORLD'S WATER RECLAIMING THE WORLD'S WATER	SN 87703392 RN 5512640	US Federal
STORMWATERX, LLC	AQUIP AQUIP	SN 86738186 RN 4932152	US Federal
STORMWATERX, LLC	CLARA CLARA	SN 86738196 RN 4932153	US Federal
STORMWATERX LLC	ZINC-B-GONE ZINC-B-GONE	SN 86639648 RN 4966226	US Federal
STORMWATERX, LLC DBA STORMWATERX	RETENU Retenu	SN 85320225 RN 4113114	US Federal
STORMWATERX LLC DBA STORMWATERX	PURUS Purus	SN 85050370 RN 3976849	US Federal
STORMWATERX LLC	BUILT FOR BENCHMARKS Built for Benchmarks	SN 77593198 RN 3670850	US Federal
STORMWATERX, LLC	RECLAIMING THE WORLD'S WATER RECLAIMING THE WORLD'S WATER	SN 77053405 RN 3427568	US Federal
STORMWATERX, LLC	STORMWATERX STORMWATERX	SN 78892597 RN 3341974	US Federal

Newterra Group Ltd.

Owner	Trademark	Application/ Registration Number	Country
Newterra Group LTD. (Canada Limited Company (Ltd.))	<u>INSIDE THE BOX</u>	SN: 87791269	US Federal
Newterra Group LTD. (Canada Limited Company (Ltd.))	<u>MICROCLEAR</u>	SN: 90056053	US Federal
NEWTERRA ENVIRONMENTAL SERVICES	NEWTERRA NEWTERRA	SN 90049748	US Federal
Newterra Environmental Services, Formerly Calco Environmental Group (Canada Corp.)	<u>NEWTERRA and Design</u> 	RN: 4202510 SN: 85562554	US Federal

Newterra Ltd.

Owner	Trademark	Application/ Registration Number	Country
Newterra LTD. (Canada Corp.)	LONGBOX	RN: 4328028 SN: 85722328	US Federal

Patents

Newterra, Inc.

Name	Country	Application No.	Patent Number
Deaerator Spray Nozzle and Related Methods	US	12400190	<u>8114202</u>
Deaerator Spray Nozzle and Related Methods	US	13333041	<u>8359746</u>

Aeration International Industries, LLC

Name	Country	Filing Date/Date Granted	Patent Number/Application No.
Universal Bridge and Wall Mounted Aeration Apparatus	US	6/13/2017	<u>9675942</u>
Wastewater Treatment System	US	2/22/2011	7892433
Wastewater Treatment System	US	3/16/2010	7678274
Wastewater Treatment System	US	2/7/2012	8110108
Wastewater Treatment System	US	8/7/2012	8236174
Universal Bridge and Wall Mounted Aeration Apparatus	US	7/26/2016	<u>9399535</u>
Aerator (Triton)	US	2/6/2007	7172177
Wastewater Treatment System	US	12/16/2008	7465394

StormwaterRx, LLC

Name	Country	Filing Date/Date Granted	Patent Number/Application No.
Stormwater Plug Flow Separation System	US	2/22/2011	7892425
Passive Stormwater Management System	US	8/23/2011	8002974

Newterra, Ltd

Name	Country	Filing Date/Date Granted	Patent Number/Application No.
Sludge Extraction Apparatus and Method	US	10/24/2017	9795901
Converted Intermodal Container Having a Flexible Liner for Use as a Water Processing Tank	US	3/27/2018	9926132
Intermodal Container Tank Structure (block tank)	US	8/14/2018	10046905
Converted Intermodal Container for Use as a Water Processing Tank with Process Wall	US	1/22/2019	10183805
Reinforced Intermodal Container	US	1/12/2016	9233773
Support Arrangements for Water Treatment Tank	US	7/26/2016	9399535
Converted Intermodal Container for Use as a Water Processing Tank	US	1/17/2017	9546013
Water Treatment Apparatus and Method of Use	US	5/6/2014	20140151310
Water Treatment Apparatus and Method of Use	US	5/6/2014	20140151306

Newterra Group, Ltd

Name	Country	Filing Date/Date Granted	Patent Number/Application No.
Tank Facilities with Side Access (MBR)	US	3/28/2015	9017551

Copyrights

Domains

TIGG, LLC

<http://www.tigg.com>

<http://www.tigg tanks.com>

<http://steel-tank-vessel.com>