

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM685564

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wincup, Inc.		11/03/2021	Corporation: DELAWARE
New Wincup Holdings, Inc.		11/03/2021	Corporation: DELAWARE
Wincup Plastics, Inc.		11/03/2021	Corporation: DELAWARE
Phade Holdings, LLC		11/03/2021	Limited Liability Company: DELAWARE
Wincup Saginaw, LLC		11/03/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Great Rock Capital Partners Management, LLC
Street Address:	285 Riverside Avenue
City:	Westport
State/Country:	CONNECTICUT
Postal Code:	06880
Entity Type:	Limited Liability Company: CONNECTICUT

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	1705064	SIMPLICITY
Registration Number:	1811558	PROFIT PALS
Registration Number:	2321795	I AMERICA
Registration Number:	1768085	ON THE GO
Registration Number:	2454020	CAFE ULTIMA
Registration Number:	2513873	
Registration Number:	1540541	THE BIG COOL
Registration Number:	0926058	STYROCONTAINERS
Registration Number:	3133731	WINCUP
Registration Number:	2218783	
Registration Number:	2089396	WINCUP
Registration Number:	4068011	ON THE GO
Registration Number:	4289419	VIO
Registration Number:	4447740	CARDINAL

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	0632779	
Registration Number:	0632789	
Registration Number:	5739351	VIO
Registration Number:	6160285	PHADE OCEAN FRIENDLY MARINE BIODEGRADABL
Registration Number:	6160283	PHADE
Registration Number:	6210706	JAVA CAFÉ
Registration Number:	6211126	AMERICAN MUSCLE
Registration Number:	6132170	PHADE
Registration Number:	2418617	
Registration Number:	1541594	STYROWEAVE
Registration Number:	0881374	STYROLID
Serial Number:	88479963	PHADE
Serial Number:	88619772	PHADE OCEAN FRIENDLY MARINE BIODEGRADABL
Serial Number:	88619790	PHADE
Serial Number:	88921210	PHADE
Serial Number:	88921199	PHADE
Serial Number:	88921186	PHADE OCEAN FRIENDLY MARINE BIODEGRADABL

CORRESPONDENCE DATA

Fax Number: 2158325619

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: 2155695619

Email: timothy.pecsenye@blankrome.com

Correspondent Name: Timothy D. Pecsénye (159335-01011)

Address Line 1: One Logan Square

Address Line 2: 8th Floor

Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	159335-01011
NAME OF SUBMITTER:	Timothy D. Pecsénye
SIGNATURE:	/Timothy D. Pecsénye/
DATE SIGNED:	11/03/2021

Total Attachments: 10

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

Dated as of: November 3, 2021

WINCUP, INC., a Delaware corporation ("WCI"), NEW WINCUP HOLDINGS, INC., a Delaware corporation ("NWH"), WINCUP PLASTICS, INC., a Delaware corporation ("WPI"), PHADE HOLDINGS, LLC, a Delaware limited liability company ("Phade"), and WINCUP SAGINAW, LLC, a Delaware limited liability company ("Saginaw"; together with WCI, NWH, WPI, and Phade, each a "Debtor" and collectively "Debtor") hereby acknowledges that it has granted to GREAT ROCK CAPITAL PARTNERS MANAGEMENT, LLC, as administrative agent for the Lenders (in such capacity, together with its successors and assigns, if any, "Agent"), whose address is 285 Riverside Avenue, Westport, CT 06880, a security interest in and to all of Debtor's right, title and interest in and to (i) the trademarks and trademark applications which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), (ii) a security interest in and to all of Debtor's right, title and interest in and to the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"), and (iii) a security interest in and to all of Debtor's right, title and interest in and to the copyrights and copyright applications which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor ("Copyrights"), together with the goodwill and assets of the business, as set forth in the Loan Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Loan, Guaranty and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among, Debtor, as obligors, the other obligors from time to time party thereto, Agent, and the financial institutions from time to time party thereto as Lenders, as security for the Obligations as set forth in the Loan Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent may have in any other collateral described in the Loan Agreement or otherwise. Capitalized terms that are undefined herein have the meanings ascribed thereto in the Loan Agreement.

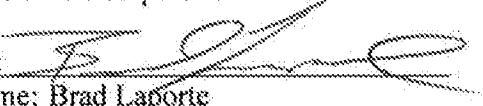
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.13 and 12.14 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office and the United States Copyright Office.

[Remainder of page intentionally left blank; signature pages follow.]

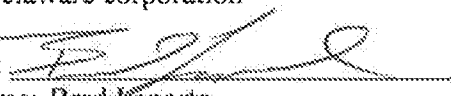
IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

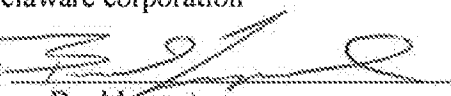
WINCUP, INC.,
a Delaware corporation

By: 
Name: Brad Laporte
Title: Chief Executive Officer

NEW WINCUP HOLDINGS, INC.,
a Delaware corporation

By: 
Name: Brad Laporte
Title: Chief Executive Officer

WINCUP PLASTICS, INC.,
a Delaware corporation

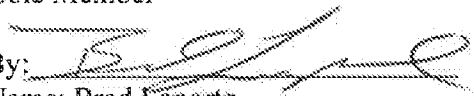
By: 
Name: Brad Laporte
Title: Chief Executive Officer

PHADE HOLDINGS, LLC,
a Delaware limited liability company

By: _____
Name: Stanley Huang
Title: Chief Financial Officer

WINCUP SAGINAW, LLC,
a Delaware limited liability company

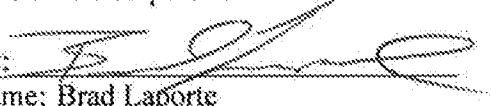
By: WINCUP, INC., a Delaware corporation
Title: Sole Member

By: 
Name: Brad Laporte
Title: Chief Executive Officer

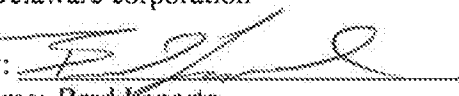
IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

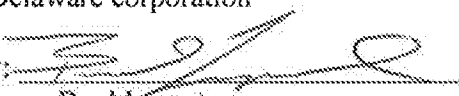
WINCUP, INC.,
a Delaware corporation

By: 
Name: Brad Laporte
Title: Chief Executive Officer

NEW WINCUP HOLDINGS, INC.,
a Delaware corporation

By: 
Name: Brad Laporte
Title: Chief Executive Officer

WINCUP PLASTICS, INC.,
a Delaware corporation

By: 
Name: Brad Laporte
Title: Chief Executive Officer

PHADE HOLDINGS, LLC,
a Delaware limited liability company

By: _____
Name: Stanley Huang
Title: Chief Financial Officer

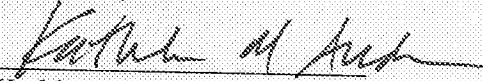
WINCUP SAGINAW, LLC,
a Delaware limited liability company

By: WINCUP, INC., a Delaware corporation
Title: Sole Member

By: 
Name: Brad Laporte
Title: Chief Executive Officer

AGENT:

GREAT ROCK CAPITAL PARTNERS
MANAGEMENT, LLC

By: 
Name: Kathleen Auda
Title: Chief Risk Officer


MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(GRC - WINCUP)
SIGNATURE PAGE

TRADEMARK
REEL: 007483 FRAME: 0231

EXHIBIT A
TRADEMARKS

Trademark Registrations

Country	Defining	Mark	Reg. No.
United States	New WinCup Holdings, Inc.	SIMPLICITY	1,705,064
United States	New WinCup Holdings, Inc.	PROFIT PALS	1,811,558
United States	New WinCup Holdings, Inc.	I HEART AMERICA & DESIGN	2,321,795
United States	New WinCup Holdings, Inc.	ON-THE-GO	1,768,085
United States	New WinCup Holdings, Inc.	CAFE ULTIMA	2,454,020
United States	New WinCup Holdings, Inc.	SIMPLICITY DESIGN	2,513,873
United States	New WinCup Holdings, Inc.	THE BIG COOL	1,540,541
United States	New WinCup Holdings, Inc.	STYROCONTAINERS	926,058
United States	New WinCup Holdings, Inc.	WINCUP	3,133,731
United States	New WinCup Holdings, Inc.	W DESIGN	2,218,783
United States	New WinCup Holdings, Inc.	WINCUP	2,089,396
United States	New WinCup Holdings, Inc.	ON-THE-GO (EXPANDED GOODS)	4068011
United States	New WinCup Holdings, Inc.	VIO	4289419
United States	WinCup Plastics, Inc.	CARDINAL & Design	4447740
Columbia	New WinCup Holdings, Inc.	VIO (word) in Colombia Class 20	632779
Columbia	New WinCup Holdings, Inc.	VIO (word) in Colombia Class 21	632789
United States	New WinCup Holdings, Inc.	VIO and Design in US	5,739,351
United States	New WinCup Holdings, Inc.	OCEAN FRIENDLY MARINE	6160285
United States	New WinCup Holdings, Inc.	BIODEGRADABLE PHADE LOGO Cl. 21	
United States	New WinCup Holdings, Inc.	PHADE LOGO Cl. 21	6160283
WIPO	New WinCup Holdings, Inc.	PHADE – Madrid	1509816
WIPO	New WinCup Holdings, Inc.	OCEAN FRIENDLY MARINE	1524277
		BIODEGRADABLE PHADE LOGO Madrid	
WIPO	New WinCup Holdings, Inc.	PHADE LOGO Madrid	1526047
United States	New WinCup Holdings, Inc.	Java Café	6210706

United States	New WinCup Holdings, Inc.	American Muscle (Stylized)	6211126
United States	New WinCup Holdings, Inc.	PHADE Cl. 21	6132170
United States	New WinCup Holdings, Inc.		2418617
United States	New WinCup Holdings, Inc.	STYROWEAVE	1541594
United States	New WinCup Holdings, Inc.	STYROLIID	0881374

Trademark Applications

Country	Patent	Mark	Application No.
Canada	New WinCup Holdings, Inc.	VIO (word) in Canada	1920729
Mexico	New WinCup Holdings, Inc.	VIO (word) in MX in Class 21	2103262
Canada	New WinCup Holdings, Inc.	VIO and Design in Canada	1920730
United States	New WinCup Holdings, Inc.	PHADE Class 8 & 20	88479963
United States	New WinCup Holdings, Inc.	OCEAN FRIENDLY MARINE BIODEGRADABLE PHADE LOGO Cl 8 & 20	88619772
United States	New WinCup Holdings, Inc.	PHADE LOGO Cl. 8 & 20	88619790
Canada	New WinCup Holdings, Inc.	PHADE Madrid Canada	2007722
Mexico	New WinCup Holdings, Inc.	PHADE Madrid MX Class 8	2321139
Mexico	New WinCup Holdings, Inc.	PHADE Madrid MX Class 20	2321140
Mexico	New WinCup Holdings, Inc.	PHADE Madrid MX Class 21	2321141
Canada	New WinCup Holdings, Inc.	OCEAN FRIENDLY MARINE BIODEGRADABLE PHADE LOGO Madrid -Canada	2021680

Mexico	New WinCup Holdings, Inc.	OCEAN FRIENDLY MARINE BIODEGRADABLE PHADE LOGO Madrid MX Class 8	2370049
Mexico	New WinCup Holdings, Inc.	OCEAN FRIENDLY MARINE BIODEGRADABLE PHADE LOGO Madrid MX Class 20	2370050
Mexico	New WinCup Holdings, Inc.	OCEAN FRIENDLY MARINE BIODEGRADABLE PHADE LOGO Madrid MX Class 21	2370051
Canada	New WinCup Holdings, Inc.	PHADE Logo Madrid Canada	2022861
Mexico	New WinCup Holdings, Inc.	PHADE Logo Madrid MX Class 8	2371404
Mexico	New WinCup Holdings, Inc.	PHADE Logo Madrid MX Class 20	2371405
Mexico	New WinCup Holdings, Inc.	PHADE Logo Madrid MX Class 21	2371406
United States	New WinCup Holdings, Inc.	PHADE (II)	88921210
United States	New WinCup Holdings, Inc.	PHADE & Design (II)	88921199
United States	New WinCup Holdings, Inc.	PHADE OCEAN FRIENDLY & Design (II)	88921186
Mexico	New WinCup Holdings, Inc.	VIO	0119852103256
Mexico	New WinCup Holdings, Inc.	VIO	0119852103262
Columbia	New WinCup Holdings, Inc.	VIO	SD2018/0075668
Columbia	New WinCup Holdings, Inc.	VIO	SD2018/0075673

EXHIBIT B
PATENTS

Patent Registrations

<u>Country</u>	<u>Debtor</u>	<u>Patent Numbers</u>
EU	New WinCup Holdings, Inc.	000416573-0001
EU	New WinCup Holdings, Inc.	000208764-0001
EU	New WinCup Holdings, Inc.	000208764-0002
United States	New WinCup Holdings, Inc.	7992741
United States	New WinCup Holdings, Inc.	D593361
United States	New WinCup Holdings, Inc.	D592952
United States	New WinCup Holdings, Inc.	8474643

Patent Applications

<u>Country</u>	<u>Debtor</u>	<u>Patent Application No.</u>	<u>Publication No.</u>
WIPO	New WinCup Holdings, Inc.	PCT/US2020/033835	WO2020236951
WIPO	New WinCup Holdings, Inc. & Meridian Bioplastics, Inc.	PCT/US2020/033845	WO2020236959
United States	New WinCup Holdings, Inc.	16/879,479	20200368955
United States	New WinCup Holdings, Inc. & Meridian Bioplastics, Inc.	16/879,516	20200367682

EXHIBIT C
Copyrights

Copyright Registrations

<u>Country</u>	<u>Debtor</u>	<u>Title</u>	<u>Registration Number</u>
United States	New WinCup Holdings, Inc.	Cafe Ultima.	VA0001010604
United States	New WinCup Holdings, Inc.	Cappuccino.	VA00000978777
United States	New WinCup Holdings, Inc.	Confetti design.	VA00000987152
United States	New WinCup Holdings, Inc.	Fiesta design: no. APR95.	VA00000992293
United States	New WinCup Holdings, Inc.	Fresh gourmet design.	VA00000943204
United States	New WinCup Holdings, Inc.	Holly design.	VA00000987159
United States	New WinCup Holdings, Inc.	Holly design : design no. 4660.	VA0001143646
United States	New WinCup Holdings, Inc.	I love America.	VA0001123532
United States	New WinCup Holdings, Inc.	Pinecone design.	VA00000956772
United States	New WinCup Holdings, Inc.	Profit pals design.	VA0001297023
United States	New WinCup Holdings, Inc.	Snowflake.	VA0000510956
United States	New WinCup Holdings, Inc.	Snowman design.	VA0000885962
United States	New WinCup Holdings, Inc.	Stars and stripes.	VA0001165081
United States	New WinCup Holdings, Inc.	Wreaths design.	VA00000987158
United States	New WinCup Holdings, Inc.	CAFE ULTIMA; cup design.	V3445D010
United States	New WinCup Holdings, Inc.	Fiesta: cup design / By WinCup Holdings, Inc.	V3441D443
United States	New WinCup Holdings, Inc.	I love America & 11 other titles.	V3546D215
United States	New WinCup Holdings, Inc.	I love America & 12 other titles.	V3541D727
United States	New WinCup Holdings, Inc.	I love America & 12 other titles.	V3546D217
United States	New WinCup Holdings, Inc.	I love America & 14 other titles.	V3546D214
United States	New WinCup Holdings, Inc.	Pinecone design & 2 other titles.	V3446D980
United States	New WinCup Holdings, Inc.	Snowman & 9 other titles.	V3478D804
United States	New WinCup Holdings, Inc.	Snowman cup design & 6 other titles.	V3440D929
United States	New WinCup Holdings, Inc.	I love America & 13 other titles.	V3563D271

United States	New WinCup Holdings, Inc.	I love America & 13 other titles.	V3546D216
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Copyright Applications

<u>Debtor</u>	<u>Copyright Application Number</u>	<u>Filing Date</u>
None		