

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM814696

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
H2O Future, LLC		03/31/2023	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	HSBC Bank Canada, as administrative agent		
Street Address:	16 York Street		
Internal Address:	Suite 500		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5J 0E6		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77953383	PURE WATER. CLEAN WORLD.	
Serial Number:	85037596	INTELO-ZONE	
CORRESPONDENCE DATA			
Fax Number:	6137839690		
<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:	6137839644		
Email:	anna.clark@dentons.com		
Correspondent Name:	Anna Clark		
Address Line 1:	99 Bank Street		
Address Line 2:	Suite 1420		
Address Line 4:	Ottawa, CANADA K1P 1H4		
NAME OF SUBMITTER:	Anna Clark		
SIGNATURE:	/Anna Clark/		
DATE SIGNED:	06/02/2023		
Total Attachments: 3			
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OP \$65.00 77953383

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

THIS AGREEMENT executed as of the 31st day of March, 2023

RECITALS:

- (a) The first amended and restated credit agreement dated as of October 7, 2022 (and as may be further amended, restated or replaced from time to time, the "**Credit Agreement**") between, *inter alios*, newterra ltd. and Newterra Corporation, Inc. (as successor by merger with newterra 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) H2O Future, LLC., a California limited liability company (the "**Debtor**"), is the owner 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 16 York Street, Suite 500, Toronto, Ontario, M5J 0E6, has entered into an agreement with the 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.

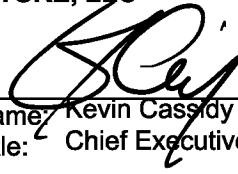
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor hereby confirms the grant to the Agent, for the benefit of the Secured Parties, of a security interest 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.

Executed as of March 31, 2023.

Obligor:

H2O FUTURE, LLC

By:


Name: Kevin Cassidy
Title: Chief Executive Officer

(Signature page to Security Agreement)

TRADEMARK
REEL: 008090 FRAME: 0196

EXHIBIT "A"

Domain Names:

<http://h2oengineering.com>

Patents:

Name	Country	Date Granted	Patent Number/Application Number
Systems, methods and processes for use in providing remediation of contaminated groundwater and/or soil	US	09/24/2013	8,540,547

Trademarks:

Country	Mark	App. No./Reg. No.	Owner
US Federal	PURE WATER. CLEAN WORLD	SN: 77953383	H2O Engineering, Inc.
US Federal	INTELO-ZONE	SN: 85037596	H2O Engineering, Inc.