

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM849362

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	COPYRIGHT AND TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MANCHESTER INDUSTRIES INC. OF VIRGINIA		10/27/2023	Corporation: VIRGINIA

RECEIVING PARTY DATA

Name:	AGWEST FARM CREDIT, PCA, as Administrative Agent
Street Address:	2001 S. Flint Road
Internal Address:	PO Box 2515
City:	Spokane
State/Country:	WASHINGTON
Postal Code:	99220-2515
Entity Type:	Production Credit Association: UNITED STATES

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	5922229	MI MANCHESTER INDUSTRIES A CLEARWATER PA
Registration Number:	5777672	MI
Registration Number:	5733922	WE SHEET YOU RIGHT
Registration Number:	5513494	
Registration Number:	5495525	MANCHESTER INDUSTRIES
Registration Number:	3676180	WHERE EVERY CUSTOMER MATTERS
Registration Number:	2463416	QUICK CHANGE

CORRESPONDENCE DATA

Fax Number: 7043311159

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: 7043311000

Email: PTO_TMconfirmation@mvalaw.com,
maryelizabethzaldivar@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 100 North Tryon Street

Address Line 2: Suite 4700, ATTN: IP DEPARTMENT

Address Line 4: Charlotte, NORTH CAROLINA 28202

OP \$190.00 5922229

ATTORNEY DOCKET NUMBER:	037859.000006
NAME OF SUBMITTER:	John Slaughter
SIGNATURE:	/john slaughter/
DATE SIGNED:	10/27/2023

Total Attachments: 5

source=C&TSA - Manchester Industries Inc. of Virginia to AgWest Farm Credit, PCA, as Administrative Agent#page1.tif

source=C&TSA - Manchester Industries Inc. of Virginia to AgWest Farm Credit, PCA, as Administrative Agent#page2.tif

source=C&TSA - Manchester Industries Inc. of Virginia to AgWest Farm Credit, PCA, as Administrative Agent#page3.tif

source=C&TSA - Manchester Industries Inc. of Virginia to AgWest Farm Credit, PCA, as Administrative Agent#page4.tif

source=C&TSA - Manchester Industries Inc. of Virginia to AgWest Farm Credit, PCA, as Administrative Agent#page5.tif

COPYRIGHT AND TRADEMARK SECURITY AGREEMENT

This COPYRIGHT AND TRADEMARK SECURITY AGREEMENT, dated as of October 27, 2023 (as amended, supplemented or otherwise modified from time to time, the “Copyright and Trademark Security Agreement”), is made by the signatory hereto (the “Grantor”) in favor of AgWest Farm Credit, PCA, as administrative agent (in such capacity, the “Administrative Agent”) for the Secured Parties (as defined in the Guarantee and Collateral Agreement referred to below).

WHEREAS, Clearwater Paper Corporation, a Delaware corporation (the “Borrower”) has entered into the Credit Agreement, dated as of October 27, 2023 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among the Borrower, the several banks and other financial institutions or entities from time to time parties thereto (the “Lenders”) and the Administrative Agent;

WHEREAS, in connection with the Credit Agreement the Grantor has entered into the Guarantee and Collateral Agreement, dated as of October 27, 2023 in favor of the Administrative Agent for the benefit of the Secured Parties (as amended, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”); and

WHEREAS, under the terms of the Guarantee and Collateral Agreement, the Grantor has granted a security interest in certain property, including, without limitation, certain Intellectual Property of the Grantor to the Administrative Agent for the ratable benefit of the Secured Parties.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Copyright and Trademark Security Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement or the Guarantee and Collateral Agreement, as applicable.

SECTION 2. Grant of Security. The Grantor hereby pledges and grants to the Administrative Agent for the ratable benefit of the Secured Parties a continuing security interest in and to all of such Grantor’s right, title and interest in the Copyrights and Trademarks listed on Schedule A, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor’s Obligations.

SECTION 3. Recordation. This Copyright and Trademark Security Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Copyright Office and Patent and Trademark Office. The Grantor authorizes and requests that the Register of Copyrights and the Commissioner for Trademarks record this Copyright and Trademark Security Agreement.


SECTION 4. Execution in Counterparts. This Copyright and Trademark Security Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Copyright and Trademark Security Agreement by telecopy or electronic transmission shall be effective as delivery of a manually executed counterpart of this Copyright and Trademark Security Agreement.

SECTION 5. Governing Law. This Copyright and Trademark Security Agreement shall be construed in accordance with and governed by the law of the State of New York.

SECTION 6. Conflict Provision. This Copyright and Trademark Security Agreement has been entered into in conjunction with the provisions of the Guarantee and Collateral Agreement and the Credit Agreement. The rights and remedies of each party hereto with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Guarantee and Collateral Agreement and the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Copyright and Trademark Security Agreement are in conflict with the Guarantee and Collateral Agreement or the Credit Agreement, the provisions of the Guarantee and Collateral Agreement or the Credit Agreement, as applicable, shall govern.

IN WITNESS WHEREOF, the undersigned has caused this Copyright and Trademark Security Agreement to be duly executed and delivered as of the date first above written.

MANCHESTER INDUSTRIES INC. OF VIRGINIA
as Grantor

By: 

Name: Sherri J. Baker

Title: Senior Vice President, Chief Financial Officer

AGWEST FARM CREDIT, PCA,
as Administrative Agent

By: Kristin R. Watts
Name: Kristin R Watts
Title: SVP, Specialized Lending

#

SCHEDULE A

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
MI MANCHESTER INDUSTRIES A CLEARWATER PAPER COMPANY and Design	5922229	11/26/2019
MI and Design	5777672	06/11/2019
WE SHEET YOU RIGHT	5733922	04/23/2019
Design Only	5513494	07/10/2018
MANCHESTER INDUSTRIES	5495525	06/19/2018
WHERE EVERY CUSTOMER MATTERS	3676180	09/01/2009
QUICK CHANGE	2463416	06/26/2001

U.S. Copyright

Copyright Registration

Title	Reg. No.	Reg. Date
Auto Traxx program code.	TX0003017352	02/11/1991