

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT4055498

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SUBSTITUTION OF ADMINISTRATIVE AGENT & ASSIGNMENT OF RIGHTS UNDER CREDIT AGREEMENT AND LOAN DOCUMENTS
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Execution Date
GENERAL ELECTRIC COMPANY, AS ADMINISTRATIVE AGENT	08/29/2016

RECEIVING PARTY DATA

Name:	WELLS FARGO CAPITAL FINANCE, LLC, AS ADMINISTRATIVE AGENT
Street Address:	1100 ABERNATHY ROAD, SUITE 1600
City:	ATLANTA
State/Country:	GEORGIA
Postal Code:	30328

PROPERTY NUMBERS Total: 38

Property Type	Number
Patent Number:	5683749
Patent Number:	5612089
Patent Number:	5630930
Patent Number:	5731482
Patent Number:	5811605
Patent Number:	5851977
Patent Number:	6059944
Patent Number:	6153575
Patent Number:	6299939
Patent Number:	6296745
Patent Number:	6911558
Patent Number:	7390777
Patent Number:	7268262
Patent Number:	7329332
Patent Number:	7470827
Patent Number:	7618527
Patent Number:	7335806
Patent Number:	8038865
Patent Number:	5567298

PATENT

Property Type	Number
Patent Number:	5315052
Patent Number:	5382727
Patent Number:	5490390
Patent Number:	7923036
Patent Number:	6544487
Patent Number:	6298871
Patent Number:	6517727
Patent Number:	7081232
Patent Number:	7465412
Patent Number:	7431863
Patent Number:	7857990
Patent Number:	5427748
PCT Number:	US1136011
Application Number:	11334907
Application Number:	12551591
Application Number:	29397210
Application Number:	29404133
Application Number:	61755062
Application Number:	13104086

CORRESPONDENCE DATA

Fax Number: (312)554-8015

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: (312) 554-8000

Email: kep@pattishall.com, bjs@pattishall.com

Correspondent Name: BELINDA J. SCRIMENTI

Address Line 1: 200 SOUTH WACKER DRIVE, SUITE 2900

Address Line 4: CHICAGO, ILLINOIS 60606-5896

NAME OF SUBMITTER:	BELINDA J. SCRIMENTI
SIGNATURE:	/Belinda J. Scrimenti/
DATE SIGNED:	09/16/2016

Total Attachments: 12

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**NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT &
ASSIGNMENT OF RIGHTS UNDER CREDIT AGREEMENT AND LOAN
DOCUMENTS**

This Notice of Substitution of Administrative Agent & Assignment of Rights under Credit Agreement and Loan Documents (this "*Notice of Substitution*") is made and effective as of August 29, 2016, by and between GENERAL ELECTRIC COMPANY, as successor by merger to General Electric Capital Corporation, in its capacity as the former administrative agent under the below described Credit Agreement ("*Retiring Agent*"), and WELLS FARGO CAPITAL FINANCE, LLC, in its capacity as successor administrative agent under the Credit Agreement ("*Successor Agent*"), in connection with the below-described Resignation and Agency Substitution Agreement. Capitalized terms used in this Notice of Substitution but not otherwise defined herein shall have the meanings specified in the Credit Agreement unless otherwise stated.

RECITALS

A. In connection with that certain Amended and Restated Credit Agreement dated as of January 28, 2013, by and among Axiall Corporation, Eagle Spinco Inc., Royal Group Inc., Retiring Agent and certain lenders and other parties thereto (including all schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "*Credit Agreement*"), Grantors, together with other grantors, agreed to guarantee the Obligations pursuant to that certain U.S. ABL Guaranty and Security Agreement dated as of January 28, 2013 (including all schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "*Guaranty and Security Agreement*");

B. Pursuant to the Guaranty and Security Agreement, Grantors executed a Patent Security Agreement dated as of January 28, 2013 in favor of Retiring Agent (including all schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "*Patent Security Agreement*"), pursuant to which Grantors granted to Retiring Agent, as administrative agent for the Secured Parties, a Lien on, and security interest in, all of Grantors' right, title, and interest in, to and under the Patent Collateral (as defined in the Patent Security Agreement), including, without limitation, the Patent Collateral set forth on *Exhibit A* attached hereto;

C. The Patent Security Agreement was recorded with the United States Patent and Trademark Office on January 29, 2013 at Reel/Frame Number 029717/0932;

D. Pursuant to the Resignation and Agency Substitution Agreement, dated as of March 1, 2016 (the "*Substitution Date*"), by and among Axiall Corporation, Eagle Spinco Inc., Royal Group Inc., Retiring Agent, Successor Agent, certain lenders and other parties thereto (the "*Agency Substitution Agreement*"), Retiring Agent resigned in its capacity as Administrative Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Patent Security Agreement), Successor Agent was appointed as the successor to the Retiring Agent in its respective capacity as Administrative Agent under the Credit Agreement and other Loan Documents (including,

without limitation, the Patent Security Agreement), and Retiring Agent assigned to Successor Agent, and Successor Agent assumed, all rights, powers, privileges and duties of Retiring Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Patent Security Agreement), including, without limitation, in respect of the Lien on, and security interest in, the Patent Collateral (including, without limitation, the Patent Collateral set forth on *Exhibit A* attached hereto); and

E. Retiring Agent and Successor Agent desire to evidence the foregoing substitution of Successor Agent for Retiring Agent and to record Successor Agent as the administrative agent for the Secured Parties in connection with the Amended and Restated Credit Agreement and other Loan Documents (including, without limitation, the Patent Security Agreement) with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Retiring Agent and Successor Agent hereby agree as follows:

1. Evidence of Substitution. Retiring Agent and Successor Agent hereby acknowledge and confirm that pursuant to the Substitution Agreement, (A) as of the Substitution Date, Retiring Agent has resigned in its capacity as Administrative Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Patent Security Agreement), Successor Agent was appointed as the successor to the Retiring Agent in its respective capacity as Administrative Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Patent Security Agreement), and Retiring Agent assigned to Successor Agent, and Successor Agent assumed, all rights, powers, privileges and duties of Retiring Agent under the Credit Agreement and other Loan Documents (including, without limitation, the Patent Security Agreement), including, without limitation, in respect of the Lien on, and security interest in, the Patent Collateral (including, without limitation, the Patent Collateral set forth on *Exhibit A* attached hereto); (B) the Lien and security interest granted in favor of Retiring Agent, in its capacity as administrative agent for the Secured Parties, under the Patent Security Agreement shall be in favor of Successor Agent, in its capacity as successor administrative agent for the Secured Parties; and (C) Successor Agent shall be deemed to be the "Administrative Agent" under the Patent Security Agreement for all purposes as if it were the original signatory thereto and the original Administrative Agent thereunder.

2. Further Acts. Retiring Agent and Successor Agent hereby authorize and request that this Notice of Substitution be recorded at the United States Patent and Trademark Office, or any other applicable location.

3. Full Authority. Each party represents and warrants that it has full authority to execute and deliver this Notice of Substitution.

4. Governing Law. THIS NOTICE OF SUBSTITUTION AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE OF SUBSTITUTION SHALL BE GOVERNED BY, AND CONSTRUED AND

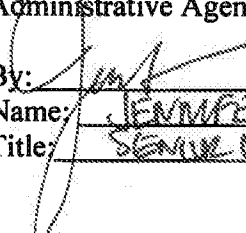
INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

[signature pages follows]

EXECUTED as of the date first written above.

RETIRNG AGENT:

GENERAL ELECTRIC COMPANY, as
successor by merger to General Electric
Capital Corporation, as the former
Administrative Agent

By: 
Name: JENNIFER HOWELL
Title: SENIOR COUNSEL

[AXIAL—NOTICE OF SUBSTITUTION WF13 PATENTS]

PATENT
REEL: 040055 FRAME: 0039

SUCCESSOR AGENT:

WELLS FARGO CAPITAL FINANCE,
LLC, as the successor
Administrative Agent

By: 
Name: Reggie Claus
Title: Vice President

Exhibit A

PATENTS

	Country	Owner	Title	Appl. No.	Appl. Filing Date	Patent No.	Patent Issuance Date
1	United States	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR PREPARING ASBESTOS-FREE CHLOR-ALKALI DIAPHRAGM	08/781551	01/9/1997	5683749	11/4/1997
2	Germany	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR PREPARING DIAPHRAGM FOR USE IN CHLOR- ALKALI CELLS	96925424.2	07/23/1996	59617437.5	11/28/2001
3	European Patent Con- vention	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR PREPARING DIAPHRAGM FOR USE IN CHLOR- ALKALI CELLS	96925424.2	07/23/1996	0841991	11/28/2001
4	United States	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR PREPARING DIAPHRAGM FOR USE IN CHLOR- ALKALI CELLS	08/507174	07/26/1995	5612089	03/18/1997
5	Germany	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR STARTING A CHLOR- ALKALI DIAPHRAGM CELL	96926757.4	07/23/1996	59622188.8	07/3/2002
6	European Patent Con- vention	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR STARTING A CHLOR- ALKALI DIAPHRAGM CELL	96926757.4	07/23/1996	0865517	07/3/2002
7	United States	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR STARTING A CHLOR- ALKALI DIAPHRAGM CELL	08/507173	07/26/1995	5630930	05/20/1997

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	Country	Owner	Title	Appl. No.	Appl. Filing Date	Patent No.	Patent Issuance Date
8	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD FOR PURIFYING PERCHLOROETHYLENE CONTAINING DICHLOROBUTADIENE	08/778932	01/3/1997	5731482	03/24/1998
9	United States	Eagle Controlled 2 Ohio Spinco, Inc.	PREPARATION OF 1,2,3,3- TETRACHLOROPROPENE	08/802704	02/19/1997	5811605	09/22/1998
10	United States	Eagle Controlled 2 Ohio Spinco, Inc.	NONFLAMMABLE ORGANIC SOLVENT COMPOSITIONS	08/920098	08/26/1997	5851977	12/22/1998
11	United States	Eagle Controlled 2 Ohio Spinco, Inc.	DIAPHRAGM FOR ELECTROLYTIC CELL	09/124441	07/29/1998	6059944	05/9/2000
12	United States	Eagle Controlled 2 Ohio Spinco, Inc.	STORAGE STABILIZED 1,2- DICHLOROETHYLENE COMPOSITIONS	09/519291	03/6/2000	6153575	11/28/2000
13	France	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF PREPARING A DIAPHRAGM FOR AN ELECTROLYTIC CELL	0105628	04/26/2001	0105628	06/25/2004
14	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF PREPARING A DIAPHRAGM FOR AN ELECTROLYTIC CELL	09/560599	04/28/2000	629993981	10/9/2001
15	France	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF OPERATING CHLOR- ALKALI ELECTROLYTIC CELLS	0105629	04/26/2001	0105629	10/17/2003
16	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF OPERATING CHLOR- ALKALI ELECTROLYTIC CELLS	09/560598	04/28/2000	6296745B1	10/2/2001
17	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD FOR PURIFYING CHLOROMETHYL CHLOROFORMATE	10/358593	02/5/2003	691155882	06/28/2005
18	United States	Eagle Controlled 2 Ohio Spinco, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	10/780449	02/13/2004	7390777	06/24/2008

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	Country	Owner	Title	Appl. No.	Appl. Filing Date	Patent No.	Patent Issuance Date
19	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD FOR RECOVERING TRANS-1,2- DICHLOROETHENE	10/834408	04/29/2004	7268262B2	09/11/2007
20	United States	Eagle Controlled 2 Ohio Spinco, Inc.	DIAPHRAGM FOR ELECTROLYTIC CELL	11/184967	07/20/2005	7329332	02/12/2008
21	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD FOR PRODUCTION OF VINYLIDENE CHLORIDE	11/913803	04/30/2008	7470827	12/30/2008
22	Canada	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF OPERATING A DIAPHRAGM ELECTROLYTIC CELL	2620277	09/7/2006	2620277	05/3/2011
23	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF OPERATING A DIAPHRAGM ELECTROLYTIC CELL	11/216492	08/31/2005	7618527	11/17/2009
24	United States	Eagle Controlled 2 Ohio Spinco, Inc.	INTEGRATED PROCESS FOR PRODUCING 1,2- DICHLOROETHYLENE	11/353349	02/14/2006	7335806	02/26/2008
25	United States	Eagle Controlled 2 Ohio Spinco, Inc.	DIAPHRAGM FOR ELECTROLYTIC CELL	12/117807	05/9/2008	8038865	10/18/2011
26	United States	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF OPERATING CHLOR- ALKALI CELLS	07/841898	02/25/1992	5567298	10/22/1996
27	United States	Eagle Controlled 2 Ohio Spinco, Inc.	CONCURRENT PRODUCTION OF TRICHLOROETHANE ISOMERS	08/055498	04/29/1993	5315052	05/24/1994
28	United States	Eagle Controlled 2 Ohio Spinco, Inc.	CONCURRENT PRODUCTION OF TRICHLOROETHANE ISOMERS	08/204573	03/1/1994	5382727	01/17/1995
29	United States	Eagle Controlled 2 Ohio Spinco, Inc.	LIQUEFACTION OF CHLORINE OR OTHER SUBSTANCES	08/242809	05/13/1994	5490390	02/13/1996
30	United States	Eagle Controlled 2 Ohio Spinco, Inc.	HALOGEN-CONTAINING SANITIZING COMPOSITION	12/241216	09/30/2008	7923036	04/12/2011
31	United States	Eagle Controlled 2 Ohio Spinco, Inc.	CHEMICAL FEEDER	09/199311	11/25/1998	6544487B1	04/8/2003

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	Country	Owner	Title	Appl. No.	Appl. Filing Date	Patent No.	Patent Issuance Date
32	Canada	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	2431026	12/10/2001	2431026	02/3/2009
33	Mexico	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	2003/005294	12/10/2001	250469	10/17/2007
34	United States	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	09/738179	12/15/2000	6298871B1	10/9/2001
35	United States	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING A CHEMICAL FEEDER	09/891939	06/26/2001	6517727B2	02/11/2003
36	United States	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	10/098949	03/15/2002	7081232B1	07/25/2006
37	United States	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE COMPOSITION	11/065231	02/24/2005	7465412	12/16/2008
38	Canada	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE COMPOSITION	2581265	03/7/2007	2581265	12/21/2010
39	United States	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE COMPOSITION	11/370338	03/8/2006	7431863	10/7/2008
40	Canada	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE COMPOSITION	2602982	09/19/2007	2602982	02/28/2012
41	United States	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE COMPOSITION	11/847724	08/30/2007	7857990	12/28/2010
42	Canada	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	2188461	04/20/1995	2188461	08/24/1999
43	European Patent Con- vention	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	95917563.9	04/20/1995	0756509	06/9/1999
44	Mexico	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	964973	04/20/1995	236499	05/3/2006

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	Country	Owner	Title	Appl. No.	Appl. Filing Date	Patent No.	Patent Issuance Date
45	United States	Eagle Controlled 2 Ohio Spingo, Inc.	CHEMICAL FEEDER	08/231005	04/21/1994	5427748	06/27/1995
46	United States	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING A DIAPHRAGMELECTROLYTIC CELL	03/104086	05/10/2011	N/A	
47	Patent Coop- eration Treaty	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING A DIAPHRAGMELECTROLYTIC CELL	PCT/US11/36 011	05/11/2011	N/A	
48	Germany	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF PREPARING A DIAPHRAGM FOR AN ELECTROLYTIC CELL	10119287.8	04/20/2001	N/A	
49	Germany	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING CHLOR- ALKALI ELECTROLYTIC CELLS	10119285.1	04/20/2001	10119285	10/25/2012
50	European Patent Con- vention	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD FOR PURIFYING CHLOROMETHYL CHLOROFORMATE	04707091.7	01/30/2004	N/A	
51	Germany	Eagle Controlled 2 Ohio Spingo, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	05722889.2	02/10/2005	602005035272.4	07/25/2012
52	European Patent Con- vention	Eagle Controlled 2 Ohio Spingo, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	05722889.2	02/10/2005	1713956	07/25/2012
53	Spain	Eagle Controlled 2 Ohio Spingo, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	05722889.2	02/10/2005	1713956	07/25/2012
54	France	Eagle Controlled 2 Ohio Spingo, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	05722889.2	02/10/2005	1713956	07/25/2012
55	United King- dom	Eagle Controlled 2 Ohio Spingo, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	05722889.2	02/10/2005	1713956	07/25/2012
56	Italy	Eagle Controlled 2 Ohio Spingo, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	05722889.2	02/10/2005	1713956	07/25/2012
57	Netherlands	Eagle Controlled 2 Ohio Spingo, Inc.	1,2-DICHLOROETHYLENE COMPOSITIONS	05722889.2	02/10/2005	1713956	07/25/2012

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Country	Owner	Title	Appl. No.	Appl. Filing Date	Patent No.	Patent Issuance Date
58 European Patent Convention	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING A DIAPHRAGM ELECTROLYTIC CELL	06847451.9	09/7/2006	N/A	
59 Mexico	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING A DIAPHRAGM ELECTROLYTIC CELL	08/02928	09/7/2006	N/A	
60 European Patent Convention	Eagle Controlled 2 Ohio Spingo, Inc.	DIAPHRAGM FOR ELECTROLYTIC CELL	07718312.7	01/16/2007	N/A	
61 Mexico	Eagle Controlled 2 Ohio Spingo, Inc.	DIAPHRAGM FOR ELECTROLYTIC CELL	08/09256	01/16/2007	N/A	
62 United States	Eagle Controlled 2 Ohio Spingo, Inc.	DIAPHRAGM FOR ELECTROLYTIC CELL	11/334907	01/19/2006	N/A	
63 Canada	Eagle Controlled 2 Ohio Spingo, Inc.	DIAPHRAGM OR ELECTROLYTIC CELL	2683955	05/12/2008	2683955	12/18/2012
64 European Patent Convention	Eagle Controlled 2 Ohio Spingo, Inc.	DIAPHRAGM OR ELECTROLYTIC CELL	08755273.3	05/12/2008	N/A	
65 Mexico	Eagle Controlled 2 Ohio Spingo, Inc.	DIAPHRAGM OR ELECTROLYTIC CELL	09/11907	05/12/2008	N/A	
66 United States	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE COMPOSITIONS	12/551591	09/1/2009	N/A	
67 United States	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE TABLET	29/397210	07/13/2011	N/A	
68 United States	Eagle Controlled 2 Ohio Spingo, Inc.	CALCIUM HYPOCHLORITE TABLET	29/404133	10/17/2011	N/A	
69 Canada	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING A DIAPHRAGM ELECTROLYTIC CELL	2799002	11/8/2012	N/A	N/A
70 European Patent Convention	Eagle Controlled 2 Ohio Spingo, Inc.	METHOD OF OPERATING A DIAPHRAGM ELECTROLYTIC CELL	11720948.6	11/21/2012	N/A	N/A

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	Country	Owner	Title	Appl. No.	Appl. Filing Date	Patent No.	Patent Issuance Date
71	Mexico	Eagle Controlled 2 Ohio Spinco, Inc.	METHOD OF OPERATING A DIAPHRAGM ELECTROLYTIC CELL	12/013224	11/13/2012	N/A	N/A
72	United States	Eagle Controlled 2 Ohio Spinco, Inc.	PROCESS FOR PRODUCING CHLORINATED HYDROCARBONS	61/755062	01/22/2013	N/A	N/A

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