

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM353884

| | | | |
|---|--------------------------------------|--|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| GE CAPITAL CANADA FINANCE INC. | | 08/21/2015 | CORPORATION: CANADA |
| RECEIVING PARTY DATA | | | |
| Name: | Antares Capital LP | | |
| Street Address: | 500 West Monroe Street | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60661 | | |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE | | |
| PROPERTY NUMBERS Total: 6 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1275713 | ZIP-KLEEN | |
| Registration Number: | 2692133 | ZIP-STRIP | |
| Registration Number: | 3871327 | ZIP-STRIP PREMIUM GREEN NON-TOXIC LOW OD | |
| Serial Number: | 85497098 | RECO-COOL | |
| Registration Number: | 3742531 | R ROCOCHEM | |
| Registration Number: | 3086010 | R ROCOCHEM OEM ORIGINAL EQUIPMENT MANUFA | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4168680673 | | |
| <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: | 4166017765 | | |
| Email: | bbell@mccarthy.ca | | |
| Correspondent Name: | Bethanne Bell, McCarthy Tétrault LLP | | |
| Address Line 1: | Suite 5300 | | |
| Address Line 2: | TD Bank Tower | | |
| Address Line 4: | Toronto, Ontario, CANADA M5K 1E6 | | |
| ATTORNEY DOCKET NUMBER: | 032329473559 | | |
| NAME OF SUBMITTER: | Bethanne Bell | | |
| SIGNATURE: | /Bethanne Bell/ | | |

CH \$165.00 1275713

DATE SIGNED:

09/03/2015

Total Attachments: 10

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ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**Assignment**”), dated as of August 21, 2015, is by **GE CAPITAL CANADA FINANCE INC.** (individually, “**GE Capital**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, Recochem Inc., as “Grantor”, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibits B-1 and B-2 attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GE Capital, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

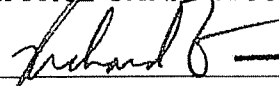
This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

GE CAPITAL CANADA FINANCE INC.

By: 
Name: RICHARD ZENI
Its: DULY AUTHORIZED SIGNATORY
Duly Authorized Signatory

Witness

By: 
Name: Jake Grunwald

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: _____
Name: _____
Title: _____

[Assignment of Intellectual Property Security Agreement(s)]


IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

GE CAPITAL CANADA FINANCE INC.

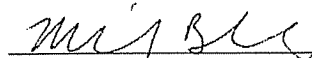
By: _____
Name: _____
Its: Duly Authorized Signatory

Witness

By: 
Name: Ryan O'Garra

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: 
Name: Michael Blumberg
Title: Duly Authorized Signatory

[Assignment of Intellectual Property Security Agreement(s)]

EXHIBIT A

1. Trademark Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the Canadian Intellectual Property Office on February 10, 2014 against those trademark registrations listed at Exhibit B-1 hereto
2. Patent Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the Canadian Intellectual Property Office on February 26, 2014 against those patent registrations listed at Exhibit B-2 hereto
3. Trademark Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with IP Australia against those trademark registrations listed at Exhibit B-1 hereto
4. Patent Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with IP Australia against those patent registrations listed at Exhibit B-2 hereto
5. Trademark Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the United States Patent and Trademark Office on July 17, 2015 at Reel 5579, Frame 0383 against those trademark registrations listed at Exhibit B-1 hereto
6. Patent Security Agreement dated January 31, 2014 made by Recochem Inc. recorded with the United States Patent and Trademark Office on July 17, 2015 at Reel 036118, Frame 0211 against those patent registrations listed at Exhibit B-2 hereto

EXHIBIT B-1

Recochem Inc. Trademark Registrations

| Country | TRADEMARK | Record Owner | App. No | App. Date | Reg. No. | Reg. Date |
|---------|---|---------------|------------|-----------------|-----------|---------------------------------|
| Canada | OEM Original Equipment Manufacturer & Reochem Logo Design | Recochem Inc. | 1088143-01 | June 19, 2013 | N/A | N/A |
| Canada | OEM Original Equipment Manufacturer & Reochem Logo Design | Recochem Inc. | 1088143 | N/A | TMA602531 | February 18, 2004 |
| Canada | Blue Network | Recochem Inc. | 1635702 | July 26, 2013 | N/A | N/A |
| Canada | Blue Network & Design | Recochem Inc. | 1638898 | August 13, 2013 | N/A | N/A |
| Canada | Hydra-Clene | Recochem Inc. | 0357408 | N/A | TMA192034 | June 22, 1973 |
| Canada | Oxi-Green | Recochem Inc. | 1332450 | N/A | TMA705362 | January 22, 2008 |
| Canada | Apollo 8 | Recochem Inc. | 0330820 | N/A | TMA178227 | September 10, 1971 |
| Canada | Apollo 8 & Design | Recochem Inc. | 0341801 | N/A | TMA182628 | April 21, 1972 |
| Canada | Home Scenter | Recochem Inc. | 0541266 | N/A | TMA316669 | July 25, 1986 |
| Canada | Recochem & Design | Recochem Inc. | 0537772 | N/A | TMA317670 | August 22, 1986 |
| Canada | Recochem & Design | Recochem Inc. | 1229296 | N/A | TMA699628 | October 29, 2007 |
| Canada | Para-Zene | Recochem Inc. | 0218975 | N/A | UCA47092 | March 20, 1953 |
| Canada | Recotherm | Recochem Inc. | 1140816 | N/A | TMA641440 | June 6 th , 2005 |
| Canada | Recotherm IG | Recochem Inc. | 1140817 | N/A | TMA596466 | December 4 th , 2003 |
| Canada | Recotherm GTE | Recochem Inc. | 1140820 | N/A | TMA613352 | June 22, 2004 |
| Canada | Bio-Green design | Recochem Inc. | 1382057 | N/A | TMA791068 | February 17, 2011 |
| Canada | White Line | Recochem Inc. | 0429863 | N/A | TMA246424 | June 13, 1980 |

| Country | TRADEMARK | Record Owner | App. No | App. Date | Reg. No. | Reg. Date |
|---------|---|---------------|---------|----------------|-----------|-----------------------------------|
| Canada | Geo-Flo & design | Recochem Inc. | 1440866 | N/A | TMA777807 | September 22 nd , 2010 |
| Canada | Oxi-Muscle | Recochem Inc. | 1332452 | N/A | TMA704329 | January 10 th , 2008 |
| Canada | Turbo-Power & design | Recochem Inc. | 0516798 | N/A | TMA325131 | March 27 th , 1987 |
| Canada | Reco-Cool | Recochem Inc. | 1555635 | March 22, 2013 | N/A | N/A |
| Canada | Moth RID & design | Recochem Inc. | 0349310 | N/A | TMA187740 | January 5 th , 1973 |
| Canada | Bio-Flame & design | Recochem Inc. | 1429876 | N/A | TMA768848 | June 4 th , 2010 |
| Canada | Once Over | Recochem Inc. | 0511741 | N/A | TMA298976 | January 11 th , 1985 |
| Canada | Hydroblender | Recochem Inc. | 0357409 | N/A | TMA191874 | June 15 th , 1973 |
| Canada | Recochem, Turbo Power & Design | Recochem Inc. | 0784206 | N/A | TMA522534 | January 31 st , 2000 |
| Canada | Recofreeze PG | Recochem Inc. | 1142080 | N/A | TMA613018 | June 17 th , 2004 |
| Canada | Pyrodyne | Recochem Inc. | 0357407 | N/A | TMA191873 | June 15 th , 1973 |
| Canada | Saturol | Recochem Inc. | 0347481 | N/A | TMA188487 | February 9 th , 1973 |
| Canada | Heirloom | Recochem Inc. | 1339459 | N/A | TMA705881 | January 29 th , 2008 |
| Canada | ELF & design | Recochem Inc. | 0230067 | N/A | TMA127666 | August 17 th , 1962 |
| Canada | Bio-Option | Recochem Inc. | 1455264 | N/A | TMA836457 | November 15 th , 2012 |
| Canada | Ever Clean | Recochem Inc. | 1014230 | N/A | TMA537305 | November 20 th , 2000 |
| Canada | R & design | Recochem Inc. | 0266159 | N/A | TMA127303 | July 20 th , 1962 |
| Canada | Raffineries Napierville Refineries & Design | Recochem Inc. | 1043483 | N/A | TMA551454 | September 25 th , 2001 |
| Canada | Fresh-O-Bowl | Recochem Inc. | 0286030 | N/A | TMA141250 | July 23 rd , 1965 |
| Canada | Pacer | Recochem Inc. | 1512801 | N/A | TMA813871 | December 12 th , 2011 |
| Canada | Target & design | Recochem Inc. | 0396841 | N/A | TMA229118 | July 21 st , 1978 |

| Country | TRADEMARK | Record Owner | App. No | App. Date | Reg. No. | Reg. Date |
|-----------|--|---------------|------------|------------|-----------|--|
| Canada | ZIP STRIP & Design | Recochem Inc. | 0240055 | N/A | TMA110727 | Registered on July 4 th , 1958 |
| Canada | ZIP-STRIP | Recochem Inc. | 1107666 | N/A | TMA607097 | Registered on April 6 th , 2004 |
| USA | ZIP-KLEEN | Recochem Inc. | 73/415,185 | N/A | 1,275,713 | Registered on May 1 st , 1984 |
| USA | ZIP-STRIP | Recochem Inc. | 76/190,096 | N/A | 2,692,133 | Registered on March 4 th , 2003 |
| USA | ZIP-STRIP & Design | Recochem Inc. | 76/190,097 | N/A | 2,787,914 | Registered on December 2, 2003 |
| USA | ZIP-STRIP PREMIUM GREEN & Design | Recochem Inc. | 77/800,822 | N/A | 3,871,327 | Registered on November 2, 2010 |
| USA | Reco-Cool | Recochem Inc. | 85497098 | | N/A | N/A |
| USA | R Recochem | Recochem Inc. | 78533876 | N/A | 3742531 | January 26, 2010 |
| USA | R Recochem OEM Original Equipment Manufacturer | Recochem Inc. | 76977997 | N/A | 3086010 | April 25, 2006 |
| Australia | Recocool | Recochem Inc. | N/A | 09/07/2010 | 1371263 | Renewal date: 09/07/2020 |
| Australia | Recochem logo | Recochem Inc. | N/A | 17/05/2012 | 1491392 | Renewal date: 17/05/2022 |
| Australia | Diggers device | Recochem Inc. | N/A | 20/10/1988 | 497790 | Renewal date: 20/10/2019 |
| Australia | Diggers device | Recochem Inc. | N/A | 20/10/1988 | 497791 | Renewal date: 20/10/2019 |
| Australia | Diggers device | Recochem Inc. | N/A | 20/10/1988 | 497792 | Renewal date: 20/10/2019 |
| Australia | Diggers device | Recochem Inc. | N/A | 20/10/1988 | 497793 | Renewal date: |

| Country | TRADEMARK | Record Owner | App. No | App. Date | Reg. No. | Reg. Date |
|-----------|--|---------------|---------|------------|----------|-----------------------------|
| | | | | | | 20/10/2019 |
| Australia | FRESHA, device | Recochem Inc. | N/A | 02/12/2013 | 1594478 | |
| Australia | Fresha device | Recochem Inc. | N/A | 09/02/2000 | 822798 | Renewal date: 09/02/2020 |
| Australia | Grip-Crete | Recochem Inc. | N/A | 08/10/1959 | 156343 | Renewal date: 08/10/2018 |
| Australia | Recosol | Recochem Inc. | N/A | 03/03/2000 | 825986 | Renewal date: 03/03/2020 |
| Australia | Bycol | Recochem Inc. | N/A | 09/11/1948 | 96965 | Renewal date: 09/11/2014 |
| Australia | Global | Recochem Inc. | N/A | 17/03/2005 | 1046649 | Renewal date: 17/03/2015 |
| Australia | Turbo Power device | Recochem Inc. | N/A | 10/12/2003 | 981649 | Renewal date: 10/12/2013 |
| Australia | Turbo Power gold | Recochem Inc. | N/A | 10/12/2003 | 981648 | Renewal date: 10/12/2013 |
| Australia | Turbo Power silver | Recochem Inc. | N/A | 10/12/2003 | 981647 | Renewal date: 10/12/2013 |
| Australia | Turbo Power bronze | Recochem Inc. | N/A | 10/12/2003 | 981646 | Renewal date: 10/12/2013 |
| Australia | Diggers Bio flame | Recochem Inc. | N/A | 20/12/2012 | 1532658 | Renewal date: 20/12/2022 |
| Australia | Diggers Bio flame logo | Recochem Inc. | N/A | 20/12/2012 | 1532660 | Renewal date: 20/12/2022 |
| Australia | R RECOCHEM OEM ORIGINAL EQUIPMENT MANUFACTURER, device | Recochem Inc. | N/A | 03/01/2014 | 1599579 | |
| Australia | Record | Recochem Inc. | N/A | 08/08/1989 | 516536 | Renewal date: 08/08/2016 |
| Australia | Record | Recochem Inc. | N/A | 08/08/1989 | 516537 | Renewal date: 08/08/2016 |
| Australia | Recochem | Recochem Inc. | N/A | 29/11/1989 | 524378 | Renewal date: 29/11/2016 |
| Australia | Recochem | Recochem | N/A | 29/11/1989 | 524377 | Renewal |

| Country | TRADEMARK | Record Owner | App. No | App. Date | Reg. No. | Reg. Date |
|-------------|----------------------------|---------------|---------|------------|----------|-----------------------------|
| | | Inc. | | | | date: 29/11/2016 |
| Australia | Reco Fresh | Recochem Inc. | N/A | 07/11/1995 | 677325 | Renewal date: 07/11/2015 |
| Australia | Sparko | Recochem Inc. | N/A | 17/05/1995 | 661266 | Renewal date: 17/05/2015 |
| Australia | Sparko | Recochem Inc. | N/A | 17/05/1995 | 661267 | Renewal date: 17/05/2015 |
| Australia | TEEPOL | Recochem Inc. | N/A | 18/03/2014 | 1612011 | |
| Australia | BRINECOOL | Recochem Inc. | N/A | 02/09/2014 | 1644520 | |
| Australia | BRINECOOL (device) | Recochem Inc. | N/A | 02/09/2014 | 1644521 | |
| Australia | RECOTHERM | Recochem Inc. | 1690208 | 29/04/2015 | N/A | Status pending |
| Australia | RECOFREEZE | Recochem Inc. | 1690209 | 29/04/2015 | N/A | Status pending |
| Australia | RECO-FLOW | Recochem Inc. | 1690210 | 29/04/2015 | N/A | Status pending |
| New Zealand | Fresha (device) | Recochem Inc. | N/A | 2/12/2013 | 988951 | |
| New Zealand | DIGGERS BIO FLAME | Recochem Inc. | N/A | 17/07/2014 | 1001573 | |
| New Zealand | DIGGERS (device) | Recochem Inc. | N/A | 17/07/2014 | 1001575 | |
| New Zealand | DIGGERS bio flame (device) | Recochem Inc. | N/A | 17/07/2014 | 1001576 | |
| New Zealand | RECOTHERM | Recochem Inc. | 1018474 | 29/04/2015 | N/A | Status pending |
| New Zealand | RECOFREEZE | Recochem Inc. | 1018475 | 29/04/2015 | N/A | Status pending |
| New Zealand | RECO-FLOW | Recochem Inc. | 1018476 | 29/04/2015 | N/A | Status pending |

EXHIBIT B-2

Recochem Inc. Patent Registrations

| <u>Filed Country</u> | <u>Application No.</u> | <u>Filing Date</u> | <u>Patent No.</u> | <u>Issue Date</u> | <u>Publication No.</u> | <u>Title</u> | <u>Owner of Record</u> |
|----------------------|---------------------------------------|--------------------|-------------------|-------------------|------------------------|---|------------------------|
| Canada | 2246443 | 18/02/1997 | PCT/US1997/002429 | 13/05/2003 | WO1997/033951 | Coolant Inhibitor Concentrate / Concentre d'inhibiteur pour les fluides de refroidissement | Recochem Inc. |
| Australia | 22746/97 Serial number 711374 | 18/02/1997 | PCT/US1997/002429 | 27/01/2000 | WO1997/033951 | Coolant Inhibitor Concentrate | Recochem Inc. |
| New Zealand | 331357 | 18/02/1997 | PCT/US1997/002429 | 10/09/1999 | WO1997/033951 | Coolant Inhibitor Concentrate | Recochem Inc. |
| United States | 08/615,644 Patent No. 5,643,493 | 13/03/1996 | PCT/US1997/002429 | 01/07/1997 | WO1997/033951 | Coolant Inhibitor Concentrate | Recochem Inc. |