

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535373

| | | | |
|-----------------------------------|--|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | GRANT OF SECURITY INTEREST IN TRADEMARKS | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| WATERWORKS IP CO., LLC | | 04/16/2019 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | BSP AGENCY, LLC, as Agent | | |
| Street Address: | 9 West 57th Street | | |
| Internal Address: | Suite 4920 | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10019 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 40 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5134086 | ALTA | |
| Registration Number: | 2920516 | AMÉLIE | |
| Registration Number: | 3419181 | AQUALINEA | |
| Registration Number: | 2881238 | ARCHITECTONICS | |
| Registration Number: | 2976103 | ARCHIVE | |
| Registration Number: | 4896553 | BELDEN | |
| Registration Number: | 2947930 | CAMPUS | |
| Registration Number: | 2137138 | COTTAGE | |
| Registration Number: | 4589251 | DISTRICT | |
| Registration Number: | 2930259 | EASTON | |
| Registration Number: | 1808477 | ECHO | |
| Registration Number: | 1449508 | ETOILE | |
| Registration Number: | 4263444 | FLYTE | |
| Registration Number: | 5129326 | FORMWORK | |
| Registration Number: | 3994864 | HENRY | |
| Registration Number: | 4733373 | LUDLOW | |
| Registration Number: | 2920483 | MEDOC | |
| Registration Number: | 2930260 | METRIX | |
| TRADEMARK | | | |

OP \$1015.00 5134086

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------|
| Registration Number: | 4686568 | OPUS |
| Registration Number: | 4572845 | R.W. ATLAS |
| Registration Number: | 4714331 | REGULATOR |
| Registration Number: | 5513928 | REGULATOR |
| Registration Number: | 4096893 | ROADSTER |
| Registration Number: | 2881270 | SAVOY |
| Registration Number: | 4960614 | TAURUS |
| Registration Number: | 5131570 | THE PERFECT BATH |
| Registration Number: | 3249561 | TM5 |
| Registration Number: | 4263443 | TRANSIT |
| Registration Number: | 4710428 | WATERWORKS |
| Registration Number: | 3298981 | WATERWORKS |
| Registration Number: | 2574814 | WATERWORKS |
| Registration Number: | 2219845 | WATERWORKS |
| Registration Number: | 1122575 | WATERWORKS |
| Registration Number: | 5541226 | WATERWORKS KITCHEN |
| Registration Number: | 3986432 | WATERWORKS STUDIO |
| Registration Number: | 2886150 | ARCADIA |
| Registration Number: | 2923172 | CITRINE |
| Registration Number: | 2923173 | ETESIAN |
| Registration Number: | 2142420 | NORFOLK |
| Serial Number: | 77336624 | REDHILL |

CORRESPONDENCE DATA

Fax Number:

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: 800-494-5225
Email: ipteam@coagencyglobal.com
Correspondent Name: Stewart Walsh
Address Line 1: 1025 Vermont Ave NW, Ste 1130
Address Line 2: COGENCY GLOBAL Inc.
Address Line 4: Washington, D.C. 20005

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 1114133 TM E |
| NAME OF SUBMITTER: | Annelise Wexner |
| SIGNATURE: | /Annelise Wexner/ |
| DATE SIGNED: | 08/06/2019 |

Total Attachments: 5

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GRANT OF SECURITY INTEREST IN
TRADEMARKS

April 16, 2019

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WATERWORKS IP CO., LLC, a Delaware limited liability company (the “Grantor”), with principal offices at 15 Koch Road, Corte Madera, California 94925, hereby grants to BSP AGENCY, LLC, as Agent, with offices at 9 West 57th Street, Suite 4920, New York, NY 10019 (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the “Marks”) set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement, as hereinafter defined) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to, concurrently with, or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

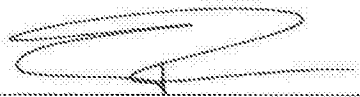
THIS GRANT OF SECURITY INTEREST IN TRADEMARKS (this “Grant”) is made to secure the satisfactory performance and payment of all the Grantor’s Secured Obligations, as such term is defined in the Security Agreement by, among others, the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of April 9, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

WATERWORKS IP CO., LLC, as Grantor


By: 
Name: Jack Preston
Title: Assistant Treasurer

[Signature Page to Grant of Security Interest in Trademarks – Waterworks IP]

TRADEMARK
REEL: 006712 FRAME: 0822

BSP AGENCY, LLC,

By: Benefit Street Partners, LLC, its sole Member

By: 

Name: Ira Wishe

Title: Authorized Signatory

SCHEDULE A
TRADEMARKS

| Country | Trademark | Class | Status | Appl. No. | Filing Date | Reg. No. | Reg. Date |
|---------------|----------------|----------------|------------|-----------|-------------|----------|-------------|
| United States | ALTA | 20 | Registered | 86/392122 | 11-Sep-14 | 5134086 | 31-Jan-2017 |
| United States | AMELIE | 11 | Registered | 76/559844 | 29-Oct-03 | 2920516 | 25-Jan-2005 |
| United States | AQUALINEA | 19 | Registered | 77/046429 | 17-Nov-06 | 3419181 | 29-Apr-2008 |
| United States | ARCHITECTONICS | 19 | Registered | 76/551058 | 23-Sep-03 | 2881238 | 7-Sep-2004 |
| United States | ARCHIVE | 19 | Registered | 78/423746 | 24-May-04 | 2976103 | 26-Jul-2005 |
| United States | BELDEN | 20 | Registered | 86/392106 | 11-Sep-14 | 4896553 | 2-Feb-2016 |
| United States | CAMPUS | 19 | Registered | 78/397900 | 07-Apr-04 | 2947930 | 10-May-2005 |
| United States | COTTAGE | 19 | Registered | 75/235623 | 03-Feb-97 | 2137138 | 17-Feb-1998 |
| United States | DISTRICT | 19 | Registered | 85/665331 | 29-Jun-12 | 4589251 | 19-Aug-2014 |
| United States | EASTON | 06, 11, 20, 21 | Registered | 76/549851 | 22-Sep-03 | 2930259 | 8-Mar-2005 |
| United States | ECHO | 19 | Registered | 74/107483 | 15-Oct-90 | 1808477 | 30-Nov-1993 |
| United States | ETOILE | 11 | Registered | 73/453012 | 16-Nov-83 | 1449508 | 28-Jul-1987 |
| United States | FLYTE | 06, 11, 21 | Registered | 85/468242 | 09-Nov-11 | 4263444 | 25-Dec-2012 |
| United States | FORMWORK | 06, 11, 20, 21 | Registered | 86/043721 | 21-Aug-13 | 5129326 | 24-Jan-2017 |
| United States | HENRY | 11 | Registered | 85/019306 | 21-Apr-10 | 3994864 | 12-Jul-2011 |
| United States | LUDLOW | 06, 11, 21 | Registered | 86/043687 | 21-Aug-13 | 4733373 | 5-May-2015 |
| United States | MEDOC | 11 | Registered | 76/551384 | 23-Sep-03 | 2920483 | 25-Jan-2005 |
| United States | METRIX | 19 | Registered | 76/549859 | 22-Sep-03 | 2930260 | 8-Mar-2005 |
| United States | OPUS | 11, 20, 21 | Registered | 85/051384 | 01-Jun-10 | 4686568 | 17-Feb-2015 |
| United States | R.W. ATLAS | 11, 20 | Registered | 85/592962 | 09-Apr-12 | 4572845 | 22-Jul-2014 |
| United States | REGULATOR | 11 | Registered | 86/976066 | 21-Aug-13 | 4714331 | 31-Mar-2015 |

Schedule A to Grant of Security Interest in Trademarks

ny-1596239

TRADEMARK
REEL: 006712 FRAME: 0824

| | | | | | | | |
|---------------|-------------------------|------------------------|------------|-----------|-------------|---------|-------------|
| United States | REGULATOR | 11, 20, 21 | Registered | 86/043726 | 21-Aug-13 | 5513928 | 10-Jul-2018 |
| United States | ROADSTER | 06, 11, 21 | Registered | 85/152983 | 14-Oct-10 | 4096893 | 7-Feb-2012 |
| United States | SAVOY | 11 | Registered | 76/553259 | 22-Sep-03 | 2881270 | 7-Sep-2004 |
| United States | TAURUS | 19 | Registered | 86/043696 | 21-Aug-13 | 4960614 | 17-May-2016 |
| United States | THE PERFECT BATH | 41 | Registered | 86/867091 | 06-Jan-16 | 5131570 | 31-Jan-2017 |
| United States | TM5 | 11 | Cancelled | 78/945422 | 04-Aug-06 | 3249561 | 5-Jun-2007 |
| United States | TRANSIT | 06, 11, 21 | Registered | 85/468231 | 09-Nov-11 | 4263443 | 25-Dec-2012 |
| United States | WATERWORKS | 11, 21 | Registered | 86/102598 | 27-Oct-13 | 4710428 | 31-Mar-2015 |
| United States | WATERWORKS | 24 | Registered | 78/582532 | 08-Mar-05 | 3298981 | 25-Sep-2007 |
| United States | WATERWORKS | 35 | Registered | 75/392777 | 19-Nov-97 | 2574814 | 4-Jun-2002 |
| United States | WATERWORKS | 42 | Registered | 74/670574 | 08-May-95 | 2219845 | 26-Jan-1999 |
| United States | WATERWORKS (and Design) | 42 | Registered | 73/161644 | 10-Mar-78 | 1122575 | 17-Jul-1979 |
| United States | WATERWORKS KITCHEN | 03, 20, 21, 24, 35 | Registered | 86/356418 | 04-Aug-14 | 5541226 | 14-Aug-2018 |
| United States | WATERWORKS STUDIO | 11, 19, 20, 21, 24, 35 | Registered | 77/846743 | 12-Oct-09 | 3986432 | 28-Jun-2011 |
| United States | ARCADIA | 06, 21 | Cancelled | 76/553258 | 22-Sep-2003 | 2886150 | 21-Sep-2004 |
| United States | CITRINE | 03 | Cancelled | 78/357282 | 26-Jan-2004 | 2923172 | 1-Feb-2005 |
| United States | ETESIAN | 03 | Cancelled | 78/357289 | 26-Jan-2004 | 2923173 | 1-Feb-2005 |
| United States | NORFOLK | 11 | Cancelled | 75/235617 | 3-Feb-1997 | 2142420 | 10-Mar-1998 |
| United States | REDHILL | 19 | Abandoned | 77336624 | 26-Nov-2007 | | |

Schedule A to Grant of Security Interest in Trademarks

ny-1596239

RECORDED: 08/06/2019

**TRADEMARK
REEL: 006712 FRAME: 0825**