

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Euro-Pro Operating LLC		06/28/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	225 Franklin Street, 2nd Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	3554904	THE PROOF IS ON THE PAD
Registration Number:	3516391	BRAVETTI
Registration Number:	3604078	PET LITE
Registration Number:	3690787	HEPA-PRO
Registration Number:	3794590	NINJA
Serial Number:	77265245	STEAM AS YOU CLEAN
Serial Number:	77311230	PET PERFECT
Serial Number:	77353494	EURO-PRO
Serial Number:	77369302	SHARK
Serial Number:	77369395	HAIR SNARE
Serial Number:	77420020	FOR LIFE'S REAL MESSES
Serial Number:	77461659	YOUR COMPLETE HOME CARE SOLUTION
Serial Number:	77525090	TARGETED CLEANING
Serial Number:	77528080	BETTER CLEANING THROUGH INNOVATION

OP \$2065.00 3554904

Serial Number:	77552866	OMEGA
Serial Number:	77624663	CLEAN HOW YOU WANT TO LIVE
Serial Number:	77629531	STEPHUGGER
Serial Number:	77633829	EURO-PRO
Serial Number:	77634000	STRIKE
Serial Number:	77657741	PRO LITE
Serial Number:	77687080	BRAVETTI
Serial Number:	77691601	PORTABLE WONDER
Serial Number:	77693785	PROOF IS ON THE POCKET
Serial Number:	77697106	OMEGA
Serial Number:	77701074	VASE VAC
Serial Number:	77713718	NINJA
Serial Number:	77725307	RULE THE KITCHEN
Serial Number:	77726076	STAIN EATERS
Serial Number:	77725802	MASTER PREP
Serial Number:	77759939	HEALTHY NEVER TASTED SO GOOD
Serial Number:	77766738	MASTERPOD
Serial Number:	77801895	STAIRHUGGER
Serial Number:	77848324	STEAM POCKET
Serial Number:	77917744	PULSE YOUR WAY TO PERFECT RESULTS
Serial Number:	77924921	BABY NINJA
Serial Number:	77942607	BLACK BELT OF BLENDERS
Serial Number:	77721107	SAMURAI
Serial Number:	77553232	NAVIGATOR
Serial Number:	77928252	VAC THEN STEAM
Serial Number:	77934811	LIFT AWAY
Serial Number:	77956686	LITE & QUIET
Serial Number:	85002780	SHARK
Serial Number:	85041900	CLEANING YOU CAN LIVE WITH
Serial Number:	77668526	FIESTAVILLE
Serial Number:	77275042	THUNDER
Serial Number:	78370619	HELIX
Serial Number:	77377547	LIGHTNING
Serial Number:	77420048	SQUEEZE 'N' GO
Serial Number:	77581429	MULTI MOP

Serial Number:	77687061	SWEEPERELLA
Serial Number:	78354174	SWEEP 'N MOP
Serial Number:	78668703	GRAB 'N BAG
Serial Number:	77392780	STEAM ACTIVATED PADS
Serial Number:	77531554	BACKSAVER
Serial Number:	77597095	SLIM
Serial Number:	75803063	QUICK BRAKE
Serial Number:	76215428	HAWK
Serial Number:	76221679	BRAVETTI
Serial Number:	78150936	FANTOM
Serial Number:	78192112	FANTOM
Serial Number:	78197484	QUAD ACTION
Serial Number:	76001656	EURO-PRO
Serial Number:	75901506	HELIX
Serial Number:	76215433	FANTOM
Serial Number:	78258910	BARGAIN CELLAR
Serial Number:	76215429	A FANTOM
Serial Number:	76215435	A
Serial Number:	78164461	PENGUIN
Serial Number:	78204146	FANTOM
Serial Number:	78208285	EUROPA
Registration Number:	1892569	INFINITY
Registration Number:	2058584	THE LIGHTWEIGHT HEAVYWEIGHT
Registration Number:	2373159	EURO-PRO BY MERKSOHN
Registration Number:	2197225	STAIRHUGGER
Registration Number:	2199393	STEPHUGGER
Registration Number:	2373195	MERKSOHN
Registration Number:	2197500	STRIKE
Registration Number:	2322894	THUNDER XT
Registration Number:	2369178	CROSSWIND
Registration Number:	2266686	BLIZZARD
Registration Number:	2383821	BRAVETTI
Registration Number:	2389152	SHOCKWAVE

CORRESPONDENCE DATA

TRADEMARK
REEL: 004237 FRAME: 0360

Fax Number: (704)444-8807
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 704-343-2161
Email: geikenberry-wray@mcguirewoods.com
Correspondent Name: Gina Eikenberry-Wray, NCCP
Address Line 1: 201 North Tryon Street
Address Line 2: McGuireWoods LLP
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	2039261-0020
NAME OF SUBMITTER:	Brian J. Lagarto
Signature:	/Brian J. Lagarto/
Date:	07/06/2010

Total Attachments: 9
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FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (this "Amendment"), dated as of June 28, 2010 is delivered pursuant to that certain Trademark Security Agreement dated as of August 10, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Agreement") by and among EURO-PRO OPERATING LLC, a Delaware limited liability company ("EP Operating"), EP MIDCO LLC, a Delaware limited liability company ("EP Midco" and together with EP Operating, collectively, "Borrowers"), NEW EURO-PRO HOLDINGS LLC, a Delaware limited liability company ("EP Holdings"), EURO-PRO MANAGEMENT COMPANY, a Delaware Corporation ("EP Management" and together with EP Holdings, collectively, "Initial Guarantors") (the Borrowers and the Initial Guarantors sometimes collectively referred to as "Grantors" and individually as a "Grantor"), in favor of BANK OF AMERICA, N.A., a national banking association, in its capacity as Agent ("Agent") for itself and the Lenders from time to time party to the Loan Agreement, as hereinafter defined ("Lenders"), recorded on August 16, 2007 as Reel/Frame 003602/0771 with the U.S. Trademark Office.

WITNESSETH:

WHEREAS, certain of the Grantors are indebted to the Agent and the Lenders pursuant to that certain Amended and Restated Loan and Security Agreement dated as of the date hereof (as such agreement may be amended and restated, supplemented or otherwise modified from time to time, the "Loan Agreement"); and

WHEREAS, the Grantors have provided Agent with notice that they have obtained additional Trademarks;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, each Grantor and the Agent agree as follows:

1. AMENDMENT OF GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Schedule I of the Trademark Agreement is hereby amended as of the date hereof to include the Trademarks set forth on the schedules attached hereto; provided, that no such amendment or restatement shall release or be deemed to release any security interest in any present or future Trademark granted to Agent and the Lenders as collateral pursuant to the Trademark Agreement.

2. SECTION TITLES. The Section titles contained in this Trademark Security Agreement are and shall be without substantive meaning or content of any kind whatsoever and are not a part of the agreement between the parties hereto.

3. COUNTERPARTS. This Trademark Security Agreement may be executed in any number of counterparts, each of which shall collectively and separately constitute one and the same agreement.

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IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

EURO-PRO OPERATING LLC

By: *Brian J. Lagarto*
Name: BRIAN J. LAGARTO
Title: V.P. / CFO

EP MIDCO LLC

By: *Brian J. Lagarto*
Name: BRIAN J. LAGARTO
Title: V.P. / CFO

NEW EURO-PRO HOLDINGS LLC

By: *Brian J. Lagarto*
Name: BRIAN J. LAGARTO
Title: V.P. / CFO

EURO-PRO MANAGEMENT COMPANY

By: *Brian J. Lagarto*
Name: BRIAN J. LAGARTO
Title: V.P. / CFO

ACCEPTED AND ACKNOWLEDGED BY:

BANK OF AMERICA, N.A., as Agent

By: _____
Name: _____
Title: _____

V11894066.

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

EURO-PRO OPERATING LLC

By: _____
Name: _____
Title: _____

EP MIDCO LLC

By: _____
Name: _____
Title: _____

NEW EURO-PRO HOLDINGS LLC

By: _____
Name: _____
Title: _____

EURO-PRO MANAGEMENT COMPANY

By: _____
Name: _____
Title: _____

ACCEPTED AND ACKNOWLEDGED BY:

BANK OF AMERICA, N.A., as Agent

By: 
Name: Christopher Godfrey
Title: Senior Vice President

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SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

I. Trademarks.

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
United States	THE PROOF IS ON THE PAD	Euro-Pro Operating LLC	Registered	77/265,285	08/27/2007	3,554,904	12/30/2008
United States	BRAVETTI	Euro-Pro Operating LLC	Registered	77/446,417	04/11/2008	3,516,391	10/14/2008
United States	PET LIFE	Euro-Pro Operating LLC	Registered	77/454,378	04/22/2008	3,604,078	04/07/2009
United States	HEPA-PRO	Euro-Pro Operating LLC	Registered Supplemental Register	77/506,701	06/24/2008	3,690,787	09/29/2009
United States	NINJA	Euro-Pro Operating LLC	Registered	77/701,130	03/27/2009	3,794,590	05/25/2010
United States	STEAM AS YOU CLEAN	Euro-Pro Operating LLC	Allowed-Intent to Use 3 rd Extension of Time Granted	77/265,245	08/27/2007		
United States	PET PERFECT	Euro-Pro Operating LLC	Allowed-Intent to Use 2 nd Extension of Time Granted	77/311,230	10/23/2007		
United States	EURO-PRO	Euro-Pro Operating LLC	Allowed-Intent to Use 3 rd Extension of Time Granted	77/353,494	12/17/2007		
United States	SHARK	Euro-Pro Operating LLC	Allowed-Intent to Use 3 rd Extension of Time Granted	77/369,302	01/11/2008		
United States	HAIR SNARE	Euro-Pro Operating LLC	Allowed-Intent to Use 2 nd Extension of Time Granted	77/369,395	01/11/2008		
United States	FOR LIFE'S REAL MESSES	Euro-Pro Operating LLC	Allowed-Intent to Use 2 nd Extension of Time Granted	77/420,020	03/12/2008		

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
United States	YOUR COMPLETE HOME CARE SOLUTION	Euro-Pro Operating LLC	Allowed-Intent to Use 2 nd Extension of Time Granted	77/461,659	04/30/2008		
United States	TARGETED CLEANING	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/525,090	07/17/2008		
United States	BETTER CLEANING THROUGH INNOVATION	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/528,080	07/22/2008		
United States	OMEGA	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/552,866	08/21/2008		
United States	CLEAN HOW YOU WANT TO LIVE	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/624,663	12/02/2008		
United States	STEPHUGGER	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/629,531	12/09/2008		
United States	EURO-PRO	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/633,829	12/16/2008		
United States	STRIKE	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/634,000	12/16/2008		
United States	PRO-LITE	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/657,741	01/27/2009		
United States	BRAVETTI	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/687,080	03/10/2009		
United States	PORTABLE WONDER	Euro-Pro Operating LLC	Allowed-Intent to Use Notice of Allowance Issued	77/691,601	03/16/2009		

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United States	PROOF IS ON THE POCKET	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/693,785	03/18/2009		
United States	OMEGA	Euro-Pro Operating LLC	Allowed-Intent to Use Notice of Allowance Issued	77/697,106	03/23/2009		
United States	VASE VAC	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/701,074	03/27/2009		
United States	NINJA	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/713,718	04/14/2009		
United States	RULE THE KITCHEN	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/725,307	04/29/2009		
United States	STAIN EATERS	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/726,076	04/30/2009		
United States	MASTER PREP	Euro-Pro Operating LLC	Allowed-Intent to Use 1 st Extension of Time Granted	77/725,802	04/30/2009		
United States	HEALTHY NEVER TASTED SO GOOD	Euro-Pro Operating LLC	Allowed-Intent to Use Notice of Allowance Issued	77/759,939	02/09/2010		
United States	MASTERPOD	Euro-Pro Operating LLC	Allowed-Intent to Use Notice of Allowance Issued	77/766,738	03/30/2010		
United States	STAIRHUGGER	Euro-Pro Operating LLC	Allowed-Intent to Use Notice of Allowance Issued	77/801,895	08/11/2009		
United States	STEAM POCKET	Euro-Pro Operating LLC	Allowed-Intent to Use Notice of Allowance Issued	77/848,324	10/14/2009		

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
United States	PULSE YIOUR WAY TO PERFECT RESULTS	Euro-Pro Operating LLC	Published	77/917,744	01/22/2010		
United States	BABY NINJA	Euro-Pro Operating LLC	Pending-Publication Review Complete	77/924,921	05/07/2010		
United States	BLACK BELT OF BLENDERS	Euro-Pro Operating LLC	Pending-Publication Review Complete	77/942,607	02/23/2010		
United States	SAMURAI	Euro-Pro Operating LLC	Pending-Suspended	77/721,107	01/20/2010		
United States	NAVIGATOR	Euro-Pro Operating LLC	Pending-Final Refusal Mailed	77/553,232	08/22/2008		
United States	VAC THEN STEAM	Euro-Pro Operating LLC	Pending-Non-Final Action Mailed	77/928,252	02/04/2010		
United States	LIFT AWAY	Euro-Pro Operating LLC	Pending-Non-Final Action Mailed	77/934,811	02/12/2010		
United States	LITE & QUIET	Euro-Pro Operating LLC	Pending-Non-Final Action Mailed	77/956,686	03/11/2010		
United States	SHARK	Euro-Pro Operating LLC	Pending-Initialized	85/002,780	03/31/2010		
United States	CLEANING YOU CAN LIVE WITH	Euro-Pro Operating LLC	Pending-Initialized	85/041,900	05/18/2010		
United States	FIESTAVILLE	Euro-Pro Operating LLC	Abandoned – After TTAB Proceeding	77/668,526	02/11/2009		
United States	THUNDER	Euro-Pro Operating LLC	Abandoned-No Statement of Use	77/275,042	09/09/2007		
United States	HELIX	Euro-Pro Operating LLC	Abandoned-No Statement of Use	78/370,619	02/19/2004		
United States	LIGHTNING	Euro-Pro Operating LLC	Abandoned-No Statement of Use	77/377,547	01/22/2008		
United States	SQUEEZE ‘N’ GO	Euro-Pro Operating LLC	Abandoned-No Statement of Use	77/420,048	03/12/2008		
United States	MULTI MOP	Euro-Pro Operating LLC	Abandoned-No Statement of Use	77/581,429	09/29/2008		
United States	SWEEPERELLA	Euro-Pro Operating LLC	Abandoned-No Statement of Use	77/687,061	03/10/2009		

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
United States	SWEEP 'N MOP	Euro-Pro Operating LLC	Abandoned-Failure to Respond	78/354,174	01/20/2004		
United States	GRAB 'N BAG	Euro-Pro Operating LLC	Abandoned-Failure to Respond	78/668,703	07/12/2005		
United States	STEAM ACTIVATED PADS	Euro-Pro Operating LLC	Abandoned-Failure to Respond	77/392,780	02/08/2008		
United States	BACKSAVER	Euro-Pro Operating LLC	Abandoned-Failure to Respond	77/531,554	07/25/2008		
United States	SLIM	Euro-Pro Operating LLC	Abandoned-Failure to Respond	77/597,095	10/21/2008		
United States	QUICK BRAKE	Euro-Pro Operating LLC	Abandoned-No Statement of Use	75/803,063	09/17/1999		
United States	HAWK	Euro-Pro Operating LLC	Abandoned-No Statement of Use	76/215,428	02/23/2001		
United States	BRAVETTI	Euro-Pro Operating LLC	Abandoned-No Statement of Use	76/221,679	03/07/2001		
United States	FANTOM	Euro-Pro Operating LLC	Abandoned-No Statement of Use	78/150,936	08/05/2002		
United States	FANTOM	Euro-Pro Operating LLC	Abandoned-No Statement of Use	78/192,112	12/06/2002		
United States	QUAD ACTION	Euro-Pro Operating LLC	Abandoned-No Statement of Use	78/197,484	12/23/2002		
United States	EURO-PRO	Euro-Pro Operating LLC	Abandoned-After Publication	76/001,656	03/16/2000		
United States	HELIX	Euro-Pro Operating LLC	Abandoned-Express	75/901,506	01/24/2000		
United States	FANTOM and Design	Euro-Pro Operating LLC	Abandoned-Express	76/215,433	02/23/20__		
United States	BARGAIN CELLAR and Design	Euro-Pro Operating LLC	Abandoned-Express	78/258,910	06/05/2003		
United States	A FANTOM and Design	Euro-Pro Operating LLC	Abandoned-Failure to Respond	76/215,429	02/23/2001		
United States	A and Design	Euro-Pro Operating LLC	Abandoned-Failure to Respond	76/215,435	02/23/2001		
United States	PENGUIN	Euro-Pro Operating LLC	Abandoned-Failure to Respond	78/164,461	09/16/2002		
United States	FANTOM	Euro-Pro Operating LLC	Abandoned-Failure to Respond	78/204,146	01/16/2003		

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
United States	EUROPA	Euro-Pro Operating LLC	Abandoned-Failure to Respond	78/208,285	01/29/2003		
United States	INFINITY	Euro-Pro Operating LLC	Cancelled	74/099,348	09/21/1990	1,892,569	05/02/1995
United States	FANTOM TECHNOLOGIES	Euro-Pro Operating LLC	Cancelled	74/417,724	07/28/1993	1,958,218	02/27/1996
United States	THE LIGHTWEIGHT HEAVYWEIGHT	Euro-Pro Operating LLC	Cancelled	74/617,881	01/05/1995	2,058,584	05/06/1997
United States	EURO-PRO BY MERKSOHN (Stylized)	Euro-Pro Operating LLC	Cancelled	75/189,469	10/29/1996	2,373,159	08/01/2000
United States	STAIRHUGGER	Euro-Pro Operating LLC	Cancelled	75/252,180	03/05/1997	2,197,225	10/20/1998
United States	STEPHUGGER	Euro-Pro Operating LLC	Cancelled	75/252,181	03/05/1997	2,199,393	10/27/1998
United States	MERKSOHN (Stylized)	Euro-Pro Operating LLC	Cancelled	75/257,644	03/13/1997	2,373,195	08/01/2000
United States	STRIKE	Euro-Pro Operating LLC	Cancelled	75/294,544	05/19/1997	2,197,500	10/20/1998
United States	THUNDER XT	Euro-Pro Operating LLC	Cancelled	75/408,762	12/19/1997	2,322,894	02/29/2000
United States	CROSSWIND	Euro-Pro Operating LLC	Cancelled	75/443,592	03/03/1998	2,369,178	07/18/2000
United States	BLIZZARD	Euro-Pro Operating LLC	Cancelled	75/450,870	03/16/1998	2,266,686	08/03/1999
United States	BRAVETTI	Euro-Pro Operating LLC	Cancelled	75/476,598	04/29/1998	2,383,821	09/05/2000
United States	SHOCKWAVE	Euro-Pro Operating LLC	Cancelled	75/541,953	08/24/1998	2,389,152	09/26/2000
United States	FINANCIAL CIRCUIT.COM and Design	Euro-Pro Operating LLC	Cancelled	78/017,320	07/18/2000	2,631,714	10/08/2002

II. Trademark Licenses.

None.