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7/25/2011 6:43:20 AM PAGE 4/009 Fax Server

TO: SCOTT B. SCHWARTZ COMPANY: COZEN O'CONNOR

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.107/21/2011
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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		SECURITY INTEREST	
CONVEYING PARTY DATA			
Name		Formerly	Execution Date
Entity Type			
CODI, Inc.			06/18/2011
CORPORATION:			
RECEIVING PARTY DATA			
Name:		NewSpring SBIC Mezzanine Capital II, L.P.	
Street Address:		Radnor Financial Center	
Internal Address:		555 E. Lancaster Avenue, Suite 444	
City:		Radnor	
State/Country:		PENNSYLVANIA	
Postal Code:		19087	
Entity Type:		LIMITED PARTNERSHIP: PENNSYLVANIA	
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	3321486	THE ONE YOU TRUST	
Registration Number:	3321485	THE ONE YOU TRUST	
Registration Number:	3321347	CODI	
Registration Number:	3321348	CODI	
Serial Number:	78841262	CODI	
Serial Number:	76368228	CRADLE	
Registration Number:	2618240	CODI	
Registration Number:	2133734	AIRPRO	
Registration Number:	1950702	CODI	
Registration Number:	3705695	ECODI	
Registration Number:	3747112	CT3	
Registration Number:	3799856	CT3 CHECKPOINT TESTED	
Registration Number:	3641620	CODI	

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USPTO

7/25/2011 6:43:20 AM PAGE 5/009 Fax Server

TO: SCOTT B. SCHWARTZ COMPANY: COZEN O'CONNOR

Serial Number:	76690401	KREU
CORRESPONDENCE DATA		
Fax Number:	(215)701-2171	
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	215-665-2771	
Email:	sschwartz@cozen.com	
Correspondent Name:	Scott B. Schwartz	
Address Line 1:	Cozen O'Connor	
Address Line 2:	1900 Market Street	
Address Line 4:	Philadelphia, PENNSYLVANIA 19103	
ATTORNEY DOCKET NUMBER:	CODI/283504	
NAME OF SUBMITTER:	Terri Reginelli	
Signature:	/Terri Reginelli/	
Date:	07/21/2011	
Total Attachments: 4 source=Trademark Assignment#page1.tif source=Trademark Assignment#page2.tif source=Trademark Assignment#page3.tif source=Trademark Assignment#page4.tif		

USPTO

7/25/2011 6:43:20 AM PAGE 6/009 Fax Server

TO: SCOTT B. SCHWARTZ COMPANY: COZEN O'CONNOR

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT dated as of June 18, 2011 (this "Assignment") is made by CODi, Inc., a Delaware corporation, as assignor ("Assignor") and NewSpring SBIC Mezzanine Capital II, L.P., a Pennsylvania limited partnership, as successor administrative agent and collateral agent, as assignee ("Assignee").

WHEREAS, reference is made to (i) that certain Securities Purchase Agreement dated as of the date hereof (as amended, supplemented or otherwise modified, the "Security Purchase Agreement"), by and among Assignor, Assignee and Codi Holding, Inc. (" Holding") and (ii) that certain Security Agreement dated as of the date hereof by and among Assignor, Assignee and Codi Holding, Inc. (as amended, supplemented or otherwise modified, the "Security Agreement" and together with the Security Purchase Agreement, the "Security Agreements"); capitalized terms not defined herein shall have the meanings assigned to them in the Security Agreements;

WHEREAS, the Assignor is the owner of the trademarks identified in Schedule I and associated trademark applications and/or registrations therefor (together the "Marks"); and

WHEREAS, Assignee is desirous of acquiring a security interest in and to the Marks and all of the good will associated with the Marks;

NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the parties hereto agree as follows:

Assignor hereby irrevocably, absolutely and unconditionally assigns a security interest to Assignee without recourse and without any representation or warranty of any kind, nature or description, the security interest in and to all Marks listed on Schedule I hereto together with the good will of the business symbolized by the Marks, as of the Effective Date (as defined below).

The effective date of this Assignment shall be the date of execution by all parties (the "Effective Date"). Following the execution of this Assignment, it will be delivered to Cozen O'Connor for recording on behalf of the parties hereto pursuant to the Security Agreements with the United States Patent and Trademark Office.

This Assignment shall be governed by and construed in accordance with the laws of Pennsylvania.

This Assignment may be executed by one or more of the parties to this Assignment in any number of separate counterparts (including by telecopy or Adobe PDF), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

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7/25/2011 6:43:20 AM PAGE 7/009 Fax Server

TO: SCOTT B. SCHWARTZ COMPANY: COZEN O'CONNOR

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized officers.

CODI, INC.,
as Assignor

By: 
Michael F. Schaller, CFO

Accepted

NEWSRING SBIC MEZZANINE CAPITAL II, L.P.,
as Assignee

By: NSM SBIC II GP, L.P.,
its general partner

By: NSM SBIC II GP, LLC,
its general partner

By: _____
Steven D. Hobman, President

[Signature Page to Trademark Assignment]

USPTO

7/25/2011 6:43:20 AM PAGE 8/009 Fax Server

TO: SCOTT B. SCHWARTZ COMPANY: COZEN O'CONNOR

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized officers.

CODI, INC.,
as Assignor

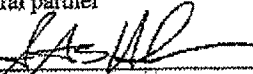
By: _____
Michael F. Schaller, CFO

Accepted

NEWSPRING SBIC MEZZANINE CAPITAL II, L.P.,
as Assignee

By: NSM SBIC II GP, L.P.,
its general partner

By: NSM SBIC II GP, LLC,
its general partner

By:  _____
Steven D. Hobman, President

{Signature Page to Trademark Assignment}

USPTO

7/25/2011 8:43:20 AM PAGE 9/009 Fax Server

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SCHEDULE I
to
TRADEMARK ASSIGNMENT

Trademark	Application No.	Application Date	Reg. No.	Reg. Date	Owner	Status
THE ONE YOU TRUST	78/863,519	April 18, 2006	3,321,486	October 23, 2007	CODI, INC.	Registered
THE ONE YOU TRUST	78/863,517	April 18, 2006	3,321,485	October 23, 2007	CODI, INC.	Registered
CODI (Stylized)	78/841,264	March 20, 2006	3,321,347	October 23, 2007	CODI, INC.	Registered
CODI (Stylized)	78/841,272	March 20, 2006	3,321,348	October 23, 2007	CODI, INC.	Registered
CODI	78/841,262				CODI, INC.	Abandoned -- miss-assigned
CRADLE	76/368,228	February 7, 2002			CODI, INC.	Abandoned
CODI	76/360,670	January 21, 2002	2,618,240	September 10, 2002	CODI, INC.	Registered
AIRPRO	75/063,716	February 26, 1996	2,133,734	February 3, 1998	CODI, INC.	Cancelled
CODI (Word Design)	74/592,851	October 31, 1994	1,950,702	January 23, 1996	CODI, INC.	Registered
eCODI	76/690,402	June 9, 2008	3,705,695	November 3, 2009	CODI, INC.	Registered
CT3 (Stylized)	76/691,806	August 4, 2008	3,747,112	February 9, 2010	CODI, INC.	Registered
CT3 CHECKPOINT	76/692,698	September 9, 2008	3,799,856	June 8, 2010	CODI, INC.	Registered
TESTED						
CODI	76/692,768	September 11, 2008	3,641,620	June 23, 2009	CODI, INC.	Registered
KREU	76/690,401	June 9, 2008	n/a	n/a	CODI, INC.	Abandoned