

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM398768

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|------------------------------|-------------------------------------------------------------------------------------------------------|
| 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 | Formerly | Execution Date | Entity Type |
|---------------------------------------------------|----------|----------------|-------------------|
| GENERAL ELECTRIC COMPANY, AS ADMINISTRATIVE AGENT | | 08/30/2016 | Company: NEW YORK |

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 |
| Entity Type: | Corporation: DELAWARE |

PROPERTY NUMBERS Total: 21

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------------|
| Registration Number: | 3199793 | BELLASTONE |
| Registration Number: | 2644532 | CAROLINA SANDS |
| Registration Number: | 2736810 | CEDAR RIDGE |
| Registration Number: | 3160761 | COASTAL SHORES COLLECTION |
| Registration Number: | 3175015 | COLORLIFE |
| Registration Number: | 3542203 | CORDOBA CLAY |
| Registration Number: | 3889794 | DREAMDESIGNER |
| Registration Number: | 3400151 | EXTERIOR PORTFOLIO |
| Registration Number: | 1944603 | LEXSTAR |
| Registration Number: | 2795981 | MARKET SQUARE |
| Registration Number: | 3336852 | MILL RUN |
| Registration Number: | 3165957 | NEWPORT SHAKE |
| Registration Number: | 3006006 | PERFORMANCE PURPLE |
| Registration Number: | 2962314 | PORTSMOUTH SHAKE |
| Registration Number: | 2438973 | PREMIUM POINTE |
| Registration Number: | 3112974 | SMARTTRACK |

CH \$540.00 3199793

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------|
| Registration Number: | 2772555 | SOLID CORE SIDING |
| Registration Number: | 2938988 | SOLID CORE SYSTEM |
| Registration Number: | 3400152 | THINK OUTSIDE. |
| Registration Number: | 1373818 | VIPCO |
| Registration Number: | 2722559 | WINDBREAKER |

CORRESPONDENCE DATA

Fax Number: 3125548015

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

| | |
|--------------------------------|------------------------|
| ATTORNEY DOCKET NUMBER: | 321900002 |
| NAME OF SUBMITTER: | Belinda J. Scrimenti |
| SIGNATURE: | /Belinda J. Scrimenti/ |
| DATE SIGNED: | 09/16/2016 |

Total Attachments: 6

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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 30, 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 Credit Agreement dated as of December 22, 2009, 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 June 1, 2009 (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 Trademark Security Agreement dated as of June 1, 2011 in favor of Retiring Agent (including all schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "*Trademark 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 Trademark Collateral (as defined in the Trademark Security Agreement), including, without limitation, the Trademark Collateral set forth on *Exhibit A* attached hereto;

C. The Trademark Security Agreement was recorded with the United States Patent and Trademark Office on August 17, 2011 at Reel/Frame Number 004606/0935;

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 Trademark 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 Trademark 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 Trademark Security Agreement), including, without limitation, in respect of the Lien on, and security interest in, the Trademark Collateral (including, without limitation, the Trademark 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 Credit Agreement and other Loan Documents (including, without limitation, the Trademark 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 Trademark 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 Trademark 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 Trademark Security Agreement), including, without limitation, in respect of the Lien on, and security interest in, the Trademark Collateral (including, without limitation, the Trademark 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 Trademark 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 Trademark 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

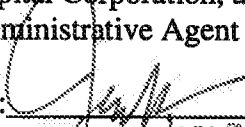
SUBSTITUTION SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

[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 HAYES
Title: SENIOR COUNSEL

SUCCESSOR AGENT:

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

By: 
Name: Reggie Claus
Title: Vice President

[AXIAL—NOTICE OF SUBSTITUTION WF11 TRADEMARKS]

TRADEMARK
REEL: 005878 FRAME: 0285

Exhibit A

Trademark Registrations

| Country | Trademark | App/Reg No. | Filing/Reg Date | Applicant/Registrant | Status |
|----------------|---------------------------|--------------------|------------------------|-----------------------------|---------------|
| US | Bellastone | 3,199,793 | 16-Jan-2007 | Crane Plastics Siding LLC | Registered |
| US | Carolina Sands | 2,644,532 | 29-Oct-2002 | Crane Plastics Siding LLC | Registered |
| US | Cedar Ridge | 2,736,810 | 15-Jul-2003 | Crane Plastics Siding LLC | Registered |
| US | Coastal Shores Collection | 3,160,761 | 17-Oct-2006 | Crane Plastics Siding LLC | Registered |
| US | Colorlife | 3,175,015 | 21-Nov-2006 | Crane Plastics Siding LLC | Registered |
| US | Cordoba Clay | 3,542,203 | 02-Dec-2008 | Crane Plastics Siding LLC | Registered |
| US | Dream Designer | 3,889,794 | 14-Dec-2010 | Crane Plastics Siding LLC | Registered |
| Intl | Dream Designer | 1,054,341 | 11-Aug-2010 | Crane Plastics Siding LLC | Registered |
| Canada | Dream Designer | 1,494,722 | 03-Sept-2010 | Crane Plastics Siding LLC | Filed |
| US | Exterior Portfolio | 3,400,151 | 18-Mar-2008 | Crane Plastics Siding LLC | Registered |
| Canada | Exterior Portfolio | TMA730,589 | 09-Dec-2008 | Crane Plastics Siding LLC | Registered |
| CTM | Exterior Portfolio | 005653548 | 24-Apr-2008 | Crane Plastics Siding LLC | Filed |
| US | Lexstar | 1,944,603 | 26-Dec-1995 | Crane Plastics Siding LLC | Registered |
| US | Market Square | 2,795,981 | 16-Dec-2003 | Crane Plastics Siding LLC | Registered |
| US | Mill Run | 3,336,852 | 13-Nov-2007 | Crane Plastics Siding LLC | Registered |
| US | Newport Shake | 3,165,957 | 31-Oct-2006 | Crane Plastics Siding LLC | Registered |
| US | Performance Purple | 3,006,006 | 11-Oct-2005 | Crane Plastics Siding LLC | Registered |
| US | Portsmouth Shake | 2,962,314 | 14-Jun-2005 | Crane Plastics Siding LLC | Registered |
| US | Premium Pointe | 2,438,973 | 27-Mar-2001 | Crane Plastics Siding LLC | Registered |
| Canada | Smartcore | TMA729,924 | 02-Dec-2008 | Crane Plastics Siding LLC | Registered |
| US | Smarttrack | 3,112,974 | 04-Jul-2006 | Crane Plastics Siding LLC | Registered |
| US | Solid Core Siding | 2,772,555 | 07-Oct-2003 | Crane Plastics Siding LLC | Registered |
| US | Solid Core System | 2,938,988 | 05-Apr-2005 | Crane Plastics Siding LLC | Registered |
| US | Think Outside | 3,400,152 | 18-Mar-2008 | Crane Plastics Siding LLC | Registered |
| Canada | Think Outside | TMA745,739 | 19-Aug-2009 | Crane Plastics Siding LLC | Registered |
| CTM | Think Outside | 005654876 | 27-Mar-2008 | Crane Plastics Siding LLC | Registered |
| US | Vipco | 1,373,818 | 03-Dec-1985 | Crane Plastics Siding LLC | Registered |
| US | Windbreaker | 2,722,559 | 03-Jun-2003 | Crane Plastics Siding LLC | Registered |