



Registration of a Charge

Company name: **GEO SPECIALTY CHEMICALS UK LIMITED**

Company number: **07650493**



Received for Electronic Filing: **11/12/2019**

Details of Charge

Date of creation: **28/11/2019**

Charge code: **0765 0493 0006**

Persons entitled: **TWIN BROOK CAPITAL PARTNERS, LLC**

Brief description: **FOR MORE DETAILS ON THE INTELLECTUAL PROPERTY CHARGED, PLEASE REFER TO SCHEDULE II OF THE JOINDER TO SECURITY AGREEMENT. FOR MORE DETAILS ON THE ACCOUNTS CHARGED, PLEASE REFER TO SCHEDULE IV OF THE JOINDER TO SECURITY AGREEMENT.**

Contains fixed charge(s).

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S.859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION**

**FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL
INSTRUMENT.**

Certified by:

KATTEN MUCHIN ROSENMAN UK LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 7650493

Charge code: 0765 0493 0006

The Registrar of Companies for England and Wales hereby certifies that a charge dated 28th November 2019 and created by GEO SPECIALTY CHEMICALS UK LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 11th December 2019 .

Given at Companies House, Cardiff on 12th December 2019

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

**JOINDER TO
SECURITY AGREEMENT**

THIS JOINDER TO SECURITY AGREEMENT (this “Agreement”) dated as of November 28, 2019 is executed by the undersigned for the benefit of Twin Brook Capital Partners, LLC, as Administrative Agent (the “Administrative Agent”) in connection with that certain Amended and Restated Security Agreement, dated as of August 30, 2019, among the Grantors (as defined therein) party thereto and the Administrative Agent (as amended, supplemented or modified from time to time, the “Security Agreement”). Capitalized terms not otherwise defined herein are being used herein as defined in the Security Agreement.

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

Section 1. The undersigned assumes all the obligations of a Grantor under the Security Agreement and agrees that it is a Grantor and bound as a Grantor under the terms of the Security Agreement, as if it had been an original signatory to the Security Agreement. In furtherance of the foregoing, the undersigned hereby assigns, pledges and grants to the Administrative Agent a security interest in all of its right, title and interest in and to the Collateral owned by it to secure the Secured Obligations.

Section 2. The undersigned hereby makes to the Administrative Agent the representations and warranties set forth in the Security Agreement applicable to the undersigned and the applicable Collateral and confirms that such representations and warranties are true and correct after giving effect to the amendments to the schedules provided in Section 3 below, except that, solely for the purposes of this sentence, the references in Section 4 of the Security Agreement to “the date hereof” or words of similar effect are each deemed modified and amended to mean the date of this Joinder.

Section 3. The undersigned hereby agrees that each of the applicable schedules to the Security Agreement is hereby supplemented as set forth on the correspondingly numbered schedule attached hereto.

Section 4. The undersigned authorizes the Administrative Agent to complete and file UCC financing statements naming the undersigned as debtor and the Administrative Agent as secured party, and describing its Collateral and agrees to execute and deliver such other documentation as the Administrative Agent (or its successors or assigns) may require to evidence, protect and perfect the Liens created by the Security Agreement, as modified hereby.

Section 5. This Agreement shall be deemed to be part of, and a modification to, the Security Agreement and shall be governed by all the terms and provisions of the Security Agreement, and the Security Agreement is ratified and confirmed and shall continue in full force and effect as valid and binding agreements of the undersigned and the other parties thereto enforceable against the undersigned and such other parties. The undersigned hereby waives notice of the Administrative Agent’s acceptance of this Agreement.

[Signature Page Follows]

GEO SPECIALTY CHEMICALS UK LIMITED, an
England and Wales private company

By: _____
Name: _____
Title: _____

Address:
Charleston Road, Hardley, Hythe, SO45 3 ZG
Southampton, UK

With copy to:
100 West Main Street
Bound Brook, New Jersey 08805
Attn: Robert Nobile, CFO
Phone: (732) 907-2380
Fax: (732) 469-3666
Email: rnobile@cpsperf.com

Accepted and Agreed to:

TWIN BROOK CAPITAL PARTNERS, LLC, as
Administrative Agent

By: _____
Name: _____
Title: _____

GEO SPECIALTY CHEMICALS UK LIMITED, an
England and Wales private company

By: _____
Name: _____
Title: _____

Address: _____

Attention: _____
Facsimile No.: _____

Accepted and Agreed to:

TWIN BROOK CAPITAL PARTNERS, LLC, as
Administrative Agent

By: _____
Name: _____
Title: _____



SCHEDULE I

**LEGAL NAMES; ORGANIZATIONAL IDENTIFICATION NUMBERS; STATES
OR JURISDICTION OF ORGANIZATION**

Loan Party	Jurisdiction of Organization	Organizational Number
GEO Specialty Chemicals UK Limited	England and Wales	7650493

SCHEDULE II

INTELLECTUAL PROPERTY

(i) Patents

Jurisdiction	Application No. / Filing Date	Publication No. / Publication Date	Patent No. / Issue Date	Title	Assignee
European Patent Register - United Kingdom	080801888.2 09/06/2008		2188317 01/30/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
European Patent Register - Germany	080801888.2 09/06/2008		2188317 01/30/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
European Patent Register - Spain	080801888.2 09/06/2008		2188317 01/30/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
European Patent Register - France	080801888.2 09/06/2008		2188317 01/30/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
European Patent Register - Hungary	080801888.2 09/06/2008		2188317 01/30/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
European Patent Register - Ireland	080801888.2 09/06/2008		2188317 01/30/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
European Patent Register - Italy	080801888.2 09/06/2008		2188317 01/30/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
China	200880106869.7 09/06/2008		101802030 04/24/2013	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited
Japan	2010-524385 9/6/2008		5584621 9/3/2014	Improved Process for Preparing Tinted Polymers	GEO Specialty Chemicals UK Limited

Jurisdiction	Application No. / Filing Date	Publication No. / Publication Date	Patent No. / Issue Date	Title	Assignee
United States	15/324,740 07/09/2015	20170197995		Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited
European Patent Register	15738445.4 07/09/2015		3166952 6/6/2018	Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited
European Patent Register - Germany	15738445.4 07/09/2015		3166952 6/6/2018	Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited
European Patent Register - Hungary	15738445.4 07/09/2015		3166952 6/6/2018	Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited
European Patent Register - Ireland	15738445.4 07/09/2015		3166952 6/6/2018	Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited
European Patent Register - Spain	15738445.4 07/09/2015		3166952 6/6/2018	Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited
European Patent Register - United Kingdom	15738445.4 07/09/2015		3166952 6/6/2018	Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited
Japan	2017-501275 07/09/2015		Pending	Process for preparation of 3-methacryloxypropyldimethylchlorosilane in continuous flow reactor	GEO Specialty Chemicals UK Limited

(ii) Trademarks

Jurisdiction	Trademark	Owner Name	Serial No.	Filing Date	Reg. No.	Reg. Date
United States	BISOMER	GEO Specialty Chemicals UK Limited	73/813,717	7/21/1989	1639446	4/2/1991

Jurisdiction	Trademark	Owner Name	Serial No.	Filing Date	Reg. No.	Reg. Date
Australia	BISOMER	GEO Specialty Chemicals UK Limited	627370	4/14/1994	1639446	9/17/1996
Benelux	BISOMER	GEO Specialty Chemicals UK Limited	50392	1/10/1984	0395281	1/10/1984
Germany	BISOMER	GEO Specialty Chemicals UK Limited	73735	1/14/1984	1073511	2/7/1985
Switzerland	BISOMER	GEO Specialty Chemicals UK Limited	00049/1984	1/10/1984	2P-330354	5/8/1984
Austria	BISOMER	GEO Specialty Chemicals UK Limited	1087/1993	3/10/1993	150417	12/17/1993
Spain	BISOMER	GEO Specialty Chemicals UK Limited	M1057061	1/10/1984	M1057061	1/10/1984
Mexico	BISOMER	GEO Specialty Chemicals UK Limited	267730	7/9/1996	529148	8/26/1996
United Kingdom	BISOMER	GEO Specialty Chemicals UK Limited	UK00000829037	12/28/1961	UK00000829037	12/28/1961
Ireland	BISOMER	GEO Specialty Chemicals UK Limited	110866	1/10/1984	110866	1/10/1984
Turkey	BISOMER	GEO Specialty Chemicals UK Limited	86/093134	7/14/1996	93134	8/14/1999
European Union	BISOMER	GEO Specialty Chemicals UK Limited	14066864	5/15/2015	14066864	9/18/2015

Jurisdiction	Trademark	Owner Name	Serial No.	Filing Date	Reg. No.	Reg. Date
Puerto Rico	BISOMER	GEO Specialty Chemicals UK Limited	3345	7/21/1989	US1639446 / PR8234	4/2/1991
India	BISOMER	GEO Specialty Chemicals UK Limited	592172	3/5/1993	592172	3/5/1993
Brazil	BISOMER	GEO Specialty Chemicals UK Limited	817139320	3/3/1993	817139320	9/13/1994
Colombia	BISOMER	GEO Specialty Chemicals UK Limited	94021187	5/19/1994	170955	9/28/1994
Italy	BISOMER	GEO Specialty Chemicals UK Limited	2013902219795	12/20/2013	1573722	1/22/2014
France	BISOMER	GEO Specialty Chemicals UK Limited	926072	5/10/1988	1464435	5/10/1988
Japan	BISOMER	GEO Specialty Chemicals UK Limited	H05-016948	2/24/1993	3110889	12/26/1995
Taiwan	BISOMER	GEO Specialty Chemicals UK Limited	670097	5/10/1994	670097	2/16/1995
Puerto Rico	BISOMER	GEO Specialty Chemicals UK Limited	20199	5/19/1995	PR36456	5/19/1995
Russia	BISOMER	GEO Specialty Chemicals UK Limited	96707621	1/13/1996	157821	10/31/1997
Slovenia	BISOMER	GEO Specialty Chemicals UK Limited	Z-9670924	7/8/1996	9670924	1/13/1997

Jurisdiction	Trademark	Owner Name	Serial No.	Filing Date	Reg. No.	Reg. Date
Korea	BISOMER	GEO Specialty Chemicals UK Limited	40-1994-0012486	3/29/1994	40-0316868- 0000	7/8/1995
China	BISOMER	GEO Specialty Chemicals UK Limited	912039	3/7/1995	912039	12/14/1996

(iii) Copyright

None.

SCHEDULE III

LOCATIONS OF GRANTORS

Loan Party	Location	Description of Location
GEO Specialty Chemicals UK Limited	Charleston Road, Hardley, Hythe, SO45 3 ZG Southampton, UK	Leased; principal place of business and chief executive office
Geo Specialty Chemicals UK Limited and GEO Specialty Chemicals, Inc.	Part of the foreshore at Fawley, Hampshire, United Kingdom	Leased; contains Equipment, Fixtures, Goods and/or Inventory
Geo Specialty Chemicals UK Limited and GEO Specialty Chemicals, Inc.	29 acres of developed land and 22.7 acres of undeveloped land at Charleston Road, Fawley, Hampshire, United Kingdom	Leased; contains Equipment, Fixtures, Goods and/or Inventory

SCHEDULE IV

**DEPOSIT ACCOUNTS, SECURITIES ACCOUNTS
AND COMMODITIES ACCOUNTS**

Loan Party	Name of Bank	Account Number	Type of Account
GEO Specialty Chemicals UK Limited	NatWest Hythe	550/00/46183302	Euro Payments (EUR) Deposit and Disbursement
GEO Specialty Chemicals UK Limited	NatWest Hythe	43246303	Sterling Payments (GBP) Deposit and Disbursement
GEO Specialty Chemicals UK Limited	NatWest Hythe	140/00/46183310	USD Payments (USD) Deposit and Disbursement

SCHEDULE V

UCC-1 FINANCING STATEMENTS

Entity Name	Office
GEO Specialty Chemical UK Limited	UK Companies House
GEO Specialty Chemical UK Limited	DC Recorder of Deeds

SCHEDULE VI
COMMERCIAL TORT CLAIMS

None.