

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
Kuhlman Electric Corporation		08/21/2007	CORPORATION: DELAWARE
KEC Acquisition Corporation		08/21/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Calyon New York Banch
Street Address:	1301 Avenue of the Americas
Internal Address:	Calyon Building
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	Administrative Agent:

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	0890836	K KUHLMAN
Registration Number:	0786326	KUHLMAN
Registration Number:	1452966	TOROFORM
Registration Number:	1794750	ASSOCIATED ENGINEERING
Registration Number:	1761177	AE
Registration Number:	1767332	AE
Registration Number:	2385492	ACCUSLIP

CORRESPONDENCE DATA

Fax Number: (804)344-7999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: HWRITM@hunton.com
 Correspondent Name: Edward T. White
 Address Line 1: 951 East Byrd Street

CH \$190.00 0890836

Address Line 2: Riverfront Plaza, East Tower
Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	53064.002014
NAME OF SUBMITTER:	Edward T. White
Signature:	/Edward T. White/
Date:	09/25/2007

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 21, 2007 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Calyon New York Branch, as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
890836	K Kuhlman and Design	05/12/1970
786326	Kuhlman	03/09/1965
1452966	Toroform	08/18/1987
1794750	Associated Engineering	09/28/1993
1761177	AE	03/30/1993
1767332	AE (Stylized)	04/27/1993
2385492	ACCUSLIP	09/12/2000

The Obligors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature page follows]

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.

KUHLMAN ELECTRIC CORPORATION

By: *Jonathan N. Brooks IV*

Name:

Title: Jonathan N. Brooks IV
VP Finance, CFO & Secretary

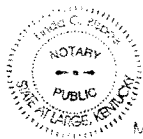
ACKNOWLEDGMENT OF GRANTOR

STATE OF Kentucky)
) ss.
COUNTY OF State-at-Large)

On this 20 day of August, 2007, before me personally appeared Jonathan N. Brooks IV, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Kuhlman Electric Corporation, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Linda C. Bisbee
Notary Public

{SEAL}



Linda C. Bisbee
NOTARY PUBLIC
STATE AT LARGE
KENTUCKY

My Commission Expires Jan. 27, 2011

[Signature Page - Trademark Security Agreement]

KEC ACQUISITION CORPORATION

By: *Jonathan N. Brooks IV*
Name:
Title: Jonathan N. Brooks IV
VP Finance, CFO & Secretary

ACKNOWLEDGMENT OF GRANTOR

STATE OF Kentucky)
) ss.
COUNTY OF State at large)

On this 20 day of August, 2007, before me personally appeared Jonathan N. Brooks IV proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of KEC Acquisition Corporation, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Linda C. Bisbee
Notary Public

{SEAL}

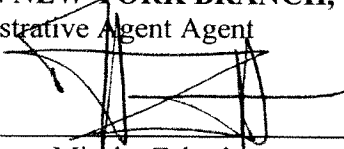


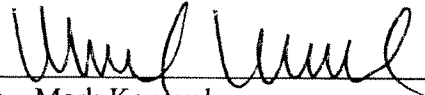
Linda C. Bisbee
NOTARY PUBLIC
STATE AT LARGE
KENTUCKY
My Commission Expires Jan 27, 2011

[Signature Page - Trademark Security Agreement]

Accepted and Agreed:

CALYON NEW YORK BRANCH,
as Administrative Agent Agent

By: 
Name: Mischa Zabotin
Title: Managing Director

By: 
Name: Mark Koneval
Title: Managing Director

[Signature Page - Trademark Security Agreement]