

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WOOD U.S. ACQUISITION CO., INC.		01/14/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CIT BUSINESS CREDIT CANADA INC.		
Street Address:	207 Queens Quay West, Suite 700		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5J 1A7		
Entity Type:	Financial Institution:		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2319029	COLD TECH	
Registration Number:	3212170	COLDTECH	
Registration Number:	1165436	FROST GUARD	
Registration Number:	1380272	SAHARA	
Registration Number:	3093028	VENCOLD	
Registration Number:	2620507	WOOD'S	
CORRESPONDENCE DATA			
Fax Number:	(866)826-5420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	301-638-0511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		

OP \$165.00 2319029

ATTORNEY DOCKET NUMBER:

N285400

DOMESTIC REPRESENTATIVE

Name: Hahn & Hessen LLP
Address Line 1: 488 Madison Ave., 14th Floor
Address Line 4: New York, NEW YORK 10128

NAME OF SUBMITTER:

Penelope J.A. Agodoa

Signature:

/pja/

Date:

01/23/2008

Total Attachments: 7

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CIT Business Credit Canada Inc.
207 Queens Quay West, Suite 700
Toronto, ON M5J 1A7

January 23, 2008

Hahn & Hessen LLP
488 Madison Ave.
14th Floor
New York, NY 10128

Re: Trademark Filing

Ladies and Gentlemen,

Pursuant to that certain Trademark Assignment of Security Agreement (the "Agreement") dated as of January 14, 2008 by and between CIT Business Credit Canada Inc. ("CIT") and Wood U.S. Acquisition Co., Inc., a Delaware corporation, CIT hereby authorizes Hahn & Hessen LLP to file the Agreement on its behalf with the United States Patent and Trademark Office.

Sincerely,

~~CIT Business Credit Canada Inc.~~

By: 

Name:

Title: **Rick Lomas**
EVP & Deputy


Geoffrey Hiscock
Vice President

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, WOOD U.S. ACQUISITION CO., INC. a corporation formed under the laws of Delaware located at 677 Woodland Drive, Ottawa, Ohio 45875-0310 ("Assignor"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Assignor is obligated to CIT Business Credit Canada Inc. as agent ("Agent") and various other financial institutions (collectively, "Lenders") pursuant to a certain Guarantee and Collateral Agreement, dated January 14, 2008, made by Assignor and the other parties thereto in favor of Agent (as amended, modified, restated or supplemented from time to time, the "Agreement"); and

WHEREAS, pursuant to the Agreement, Assignor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby mortgage and collaterally assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which collateral assignment and security interest shall secure all the Obligations as defined in the Agreement and in accordance with the terms and provisions thereof.

This Trademark Assignment of Security shall be governed by, and construed and interpreted in accordance with, the law of the state of New York.

Assignor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

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Dated: January 14, 2008

Witness:

WOOD U.S. ACQUISITION CO., INC.

By: _____
Name:
Title:

Witness:

CIT BUSINESS CREDIT CANADA INC.
as Agent

By: _____
Name:
Title:


E. Donald Mackay
President & CEO


Geoffrey Hiscock
Vice President

Dated: January 14, 2008

Witness:

Stuart John

WOOD U.S. ACQUISITION CO., INC.

By: 

Name: Peter Pfister

Title: President

Witness:

CIT BUSINESS CREDIT CANADA INC.
as Agent

By: _____

Name:

Title:

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated January 14, 2008, by and between Wood U.S. Acquisition CO., INC. and CIT Business Credit Canada Inc., as Agent.

No.	Grantor	Mark	Country	Application/Registration No.	Expiration Date	Status
1	Wood U.S. Acquisition Co., Inc.	COLD TECH	US	2,319,029	1/15/2010	Registered
2	Wood U.S. Acquisition Co., Inc.	COLDTECH	US	3,212,170	02/27/2017	Registered
3	Wood U.S. Acquisition Co., Inc.	FROST GUARD	US	1,165,436	08/18/2011	Registered
4	Wood U.S. Acquisition Co., Inc.	SAHARA	US	1,380,272	01/28/2016	Registered
5	Wood U.S. Acquisition Co., Inc.	VENCOLD	US	3,093,028	05/16/2016	Registered
6	Wood U.S. Acquisition Co., Inc.	WOOD'S	US	2,620,507	09/17/2012	Registered

1376029 Schedule A Trademark Assignment of Security