

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Intermatic Incorporated		03/27/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Agent
Street Address:	231 S. LaSalle Street
Internal Address:	Mail Code: IL1-231-08-30
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	1080228	INTERMATIC
Registration Number:	0604831	TIME-ALL
Registration Number:	0548984	INTERMATIC
Registration Number:	1381137	INTERMATIC
Registration Number:	1117585	INTERMATIC
Registration Number:	0816551	MALIBU
Registration Number:	1117588	INTERMATIC
Registration Number:	1276863	GOOD NITE LIGHT
Registration Number:	1753172	GUARDIAN
Registration Number:	1717803	GUARDIAN1
Registration Number:	1813424	GUARDIAN2
Registration Number:	1947227	FASTLOCK II
Registration Number:	2061068	ELECTRA SOURCE

OP \$815.00 1080228

Registration Number:	2399112	INTERMATIC
Registration Number:	1347582	POLY-STAR
Registration Number:	2851406	ARRESTERGUARD
Registration Number:	3018424	YARDSCAPES
Registration Number:	2861632	MALIBU
Registration Number:	3191018	
Registration Number:	3295343	I-WAVE
Registration Number:	3203643	SUN CATCHER
Registration Number:	3205656	SUN SEEKER
Registration Number:	3219569	SUN CATCHER
Serial Number:	78834735	INTOUCH
Serial Number:	76646532	MAKE THE CONNECTION
Serial Number:	76646531	PROVIDING A BRIGHTER SOLUTION
Serial Number:	78882721	MALIBU LIGHTING THE WAY TO OUTDOOR LIVING
Serial Number:	78882739	MALIBU
Serial Number:	78974593	FAST-PLUG
Serial Number:	77029398	BRIGHTSCAPES
Serial Number:	77142919	MALIBU OUTDOOR LIVING
Serial Number:	77173092	SOLARSELECT

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.4099 EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	06/18/2008

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

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of March 27, 2008 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as agent (the "Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1.	

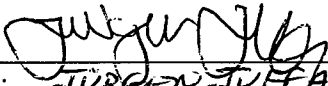
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1.	

The Obligors and the Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

INTERMATIC INCORPORATED

By: 
Name: JURGEN JUFFA
Title: VP - FINANCE

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: _____
Name: _____
Title: _____

The Obligors and the Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

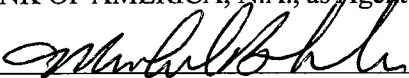
Very truly yours,

INTERMATIC INCORPORATED

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By:  _____
Name: Michael Brashler
Title: Vice President

Schedule 1

**Intermatic Incorporated
(Delaware Corporation)**

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
INTERMATIC and Design	1080228	12/27/77
TIME-ALL	604831	4/16/55
INTERMATIC	548984	10/2/51
INTERMATIC and Design	1381137	2/4/86
INTERMATIC and Design	1117585	5/8/79
MALIBU	816551	10/11/66
INTERMATIC	1117588	5/8/79
GOOD NITE LIGHT	1276863	5/8/84
GUARDIAN and Design	1753172	2/16/93
GUARDIAN 1 and Design	1717803	9/22/92
GUARDIAN 2 and Design	1813424	12/28/93
FASTLOCK II	1947227	1/9/96
ELECTRA SOURCE	2061068	5/13/97
INTERMATIC	2399112	10/31/00
POLY-STAR	1347582	7/9/85
ARRETERGUARD	2851406	6/8/04
YARDSCAPES	3018424	11/22/05
MALIBU	2861632	7/6/04
Design Only	3191018	1/2/07
I-WAVE	3295343	9/18/07
SUN CATCHER	3203643	1/30/07
SUN SEEKER	3205656	2/6/07
SUN CATCHER and Design	3219569	3/20/07

Pending Applications

Mark	Application No.	Filing Date
INTOUCH	78834735	3/10/06
MAKE THE CONNECTION	76646532	9/12/05
PROVIDING A BRIGHTER SOLUTION	76646531	9/12/05
MALIBU LIGHTING THE WAY TO OUTDOOR LIVING and Design	78882721	5/12/06
MALIBU and Design	78882739	5/12/06
FAST PLUG	78974593	9/14/06
BRIGHTSCAPES	77029398	10/25/06
MALIBU OUTDOOR LIGHTING	77142919	3/28/07
SOLARSELECT	77173092	5/4/07