

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
Maysteel LLC		05/19/2009	LIMITED LIABILITY COMPANY: WISCONSIN
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association		
Street Address:	777 E. Wisconsin Avenue		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3007989	FLEXIGEAR	
Serial Number:	77457249	HORIZON	
Registration Number:	0917586	RCOC	
Registration Number:	2696838	SMARTBANK	
Serial Number:	77673268	SMARTBANK	
Registration Number:	2346414	TRINETICS	
Registration Number:	1085362	TRINETICS	
Serial Number:	77445867	ULTRASYN	
Registration Number:	2730821	ULTRAVAC	
CORRESPONDENCE DATA			
Fax Number:	(414)978-8675		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414.277.5000		

CH \$240.00 3007989

Email: marta.levine@quarles.com
Correspondent Name: Marta S. Levine
Address Line 1: Quarles & Brady LLP
Address Line 2: 411 East Wisconsin Avenue
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	340550.00016
NAME OF SUBMITTER:	Marta S. Levine
Signature:	/MartaLevine/
Date:	06/22/2009

Total Attachments: 5

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARK**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARK (the "Confirmatory Grant") is made as of May 19, 2009 by and from MAYSTEEL LLC, a Wisconsin limited liability company whose principal address is N89 W14700 Patria Drive, P.O. Box 1240, Menomonee Falls, Wisconsin 53051, ("Maysteel"), and U.S. BANK NATIONAL ASSOCIATION, for itself and as Agent for the benefit of the Lenders under the Credit Agreement (hereinafter referred to as the "Secured Party"), whose principal address is 777 E. Wisconsin Avenue, Milwaukee, Wisconsin 53202;

WHEREAS, Everett Smith Group, Ltd., the Subsidiaries identified as Guarantors, including Maysteel, the Lenders and Secured Party have entered into that certain Second Amended and Restated Credit Agreement, dated as of May 19, 2009 (as amended, restated, or otherwise modified from time to time, the "Credit Agreement"), and a Security Agreement dated as of May 19, 2009 (the "Security Agreement");

WHEREAS, Maysteel has adopted, used and is using the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are registered with the United States Patent and Trademark Office;

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Secured Party under the Security Agreement. The rights and remedies of Secured Party with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1. Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.

2. The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of Maysteel pursuant to the Security Agreement. Upon the payment in full of all Secured Obligations, Secured Party shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Maysteel an instrument in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) Maysteel hereby grants to Secured Party a security interest in (1) all of Maysteel's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by Maysteel, together with (2) all proceeds and products of the Trademarks, (3) the goodwill of the business with which the Trademarks are associated, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

[The rest of this page is intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, Maysteel has executed this Confirmatory Grant of Security Interest effective as of the above-indicated date.

MAYSTEEL LLC,
a Wisconsin limited liability company.

By:

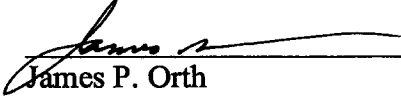

James P. Orth
Vice President - Finance

EXHIBIT A
TRADEMARKS

Maysteel LLC

<u>Mark</u>	<u>Registration (Application) No.</u>	<u>Issue (Filing) Date</u>	<u>Goods/Services</u>
FLEXIGEAR	3007989	October 18, 2005	Switchgears used in the transmission and distribution of electrical power, namely, capacitor switches, vacuum switches, oil switches, multiple relay lighting controls, ground fault detectors and medium voltage padmound fused switchgears (Cl. 9).
HORIZON	(77/457249)	April 24, 2008	Switch gear cabinets for housing electronic components (Cl. 9).
RCOC	917586	August 3, 1971	Switches, contactors and relays for control of electrical circuits (Cl. 9).
SMARTBANK	2696838 Supplemental Register	March 11, 2003	Electronical and electronic power transfer and regulation equipment, namely capacitor banks (Cl. 9).
SMARTBANK	(77/673268) Principal Register	February 18, 2009	Electrical and electronic power transfer and regulation equipment, namely capacitor banks (Cl. 9).
TRINETICS	2346414	May 2, 2000	Switches, relays, and other switch gear used in transmission and distribution of electrical power, namely, capacitor switches, vacuum switches, oil switches, multiple relay lighting controls, ground fault detectors and recloser motor drives (Cl. 9).
TRINETICS	1085362	February 14, 1978	Electrical and scientific apparatus, namely, plugs, adapters, core windings, connectors, ground fault sensing apparatuses and parts thereof (Cl. 9).
ULTRASYNCR	(77/445867)	April 11, 2008	Switches and switch gears used in transmission and distribution of electrical

power, namely capacitor switches and vacuum switches (Cl. 9).

ULTRAVAC

2730821

June 24,
2003

Switches and switch gears used in transmission and distribution of electrical power, namely capacitor switches, vacuum switches (Cl. 9).