

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WO COFFMAN LLC c/o P&F Industries, Inc.		06/08/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC BANK, NATIONAL ASSOCIATION		
Street Address:	4720 Piedmont Row Drive		
Internal Address:	One Piedmont Town Center, Suite 300		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28210		
Entity Type:	CORPORATION: NORTH CAROLINA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1208391	WONDERAIL	
Registration Number:	2260515	COFFMAN	
Registration Number:	2979661	TRU LINE	
CORRESPONDENCE DATA			
Fax Number:	(516)496-3869		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	5164963868		
Email:	info@ktb-iplaw.com		
Correspondent Name:	KEUSEY, TUTUNJIAN & BITETTO, P.C.		
Address Line 1:	20 Crossways Park North, Suite 210		
Address Line 4:	Woodbury, NEW YORK 11797		
ATTORNEY DOCKET NUMBER:	556-2 TM2		
NAME OF SUBMITTER:	James J. Bitetto		

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Signature:	/jjb/
Date:	06/25/2009
Total Attachments: 4 source=556-2_AssignmentTM2#page1.tif source=556-2_AssignmentTM2#page2.tif source=556-2_AssignmentTM2#page3.tif source=556-2_AssignmentTM2#page4.tif	

TRADEMARK ASSIGNMENT

WHEREAS, WM COFFMAN LLC, a Delaware limited liability company (the "Grantor") is the owner of the entire right, title and interest in and to the United States trademarks, trade names and registrations listed on Schedule A attached hereto and made a part hereof (collectively, the "Trademarks"), which are registered in the United States Patent and Trademark Office or which are subject of pending applications in the United States Patent and Trademark Office; and

WHEREAS, PNC BANK, NATIONAL ASSOCIATION, having a place of business at One Piedmont Town Center, 4720 Piedmont Row Drive, Suite 300, Charlotte, North Carolina 28210, Attention: Relationship Manager, identified as the "Agent" under that certain Rider to Security Agreement - Trademarks (the "Rider") of even date herewith (the "Grantee") is desirous of acquiring said Trademarks;

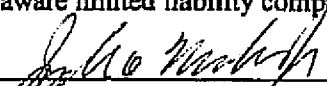
WHEREAS, the Grantee has a security interest in the assets of the Grantor adequate to carry on the business of the Grantor; and

WHEREAS, the Rider provides that this Assignment shall become effective upon the occurrence of an Event of Default as defined in the Security Agreement dated as of June 8, 2009 by and between the Grantor and the Grantee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Grantor, for itself and its successors and assigns does hereby collaterally transfer, assign and set over unto Grantee, its successors, transferees and assigns, all of its present and future right, title and interest in and to the Trademarks, the goodwill of the business associated with such Trademarks and all proceeds thereof and all rights and proceeds associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on this 8th day of June , 2009.

WM COFFMAN LLC,
a Delaware limited liability company

By: 
Name: Joseph A. Malino, Jr.
Title: vice President

Schedule A

U.S. Registered Marks

Mark	Registration No.	Registration Date
TRU LINE	2979661	7/26/05
COFFMAN	2260515	7/13/99
WONDERAIL	1208391	9/14/82

STATE OF New York)
) ss.
COUNTY OF Suffolk)

On this 5th day of June, 2009, before me personally came Joseph A. Melina, Jr. to me known, who, being by me duly sworn, did depose and say that he is the Vice President of WM COFFMAN LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the members of said limited liability company.

Robert C. Weiden
Notary Public

ROBERT C. WEIDEN
Notary Public, State of New York
No. 4875900
Qualified in Suffolk County
Commission Expires 12-22-10

Trademark Assignment