

CO:CORPORATION SERVICE COMPANY COMPANY:1090 VERMONT AVENUE NW, SUITE 430

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**12/09/2009**  
**900149476**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Kessler Industries, Inc.		11/30/2009	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

<b>Name:</b>	PNC Bank, National Association, as Agent
<b>Street Address:</b>	500 First Avenue
<b>Internal Address:</b>	Commercial Loan Service/DCC
<b>City:</b>	Pittsburgh
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	15219
<b>Entity Type:</b>	Financial Institution: <i>Washington, DC</i>

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
<b>Serial Number:</b>	78861192	LIENA BAY
<b>Registration Number:</b>	3500710	KSD

**CORRESPONDENCE DATA**

**Fax Number:** (202)408-3141  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**Phone:** 800-927-9601 x2348

**Email:** jpaterso@cscinfo.com

**Correspondent Name:** Corporation Service Company

**Address Line 1:** 1090 Vermont Avenue NW, Suite 430

**Address Line 2:** Attn: Jean Paterson

**Address Line 4:** Washington, DISTRICT OF COLUMBIA 20005

<b>ATTORNEY DOCKET NUMBER:</b>	211794
<b>NAME OF SUBMITTER:</b>	Jean Paterson

CH \$65.00 78861192

CO:CORPORATION SERVICE COMPANY COMPANY:1090 VERMONT AVENUE NW, SUITE 430

Signature:	/jep/
Date:	12/09/2009
Total Attachments: 7 source=12-9-09 Kessler Industries-TM#page1.tif source=12-9-09 Kessler Industries-TM#page2.tif source=12-9-09 Kessler Industries-TM#page3.tif source=12-9-09 Kessler Industries-TM#page4.tif source=12-9-09 Kessler Industries-TM#page5.tif source=12-9-09 Kessler Industries-TM#page6.tif source=12-9-09 Kessler Industries-TM#page7.tif	

### TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, KESSLER INDUSTRIES, INC., a corporation formed under the laws of New Jersey, located at 500 Green Street, Woodbridge, New Jersey 07095 ("Borrower"), 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, Borrower is obligated to PNC BANK, NATIONAL ASSOCIATION ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower 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, Borrower does hereby 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 assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

NO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

Borrower 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 Agreements.

Dated: New York, New York  
November 30, 2009

KESSLER INDUSTRIES, INC.



\_\_\_\_\_  
Name: Neil Kessler  
Its: President

PNC BANK, NATIONAL ASSOCIATION, as  
Agent


\_\_\_\_\_  
Name: Charles Garoklanian  
Its: Senior Vice President

Trademark Assignment of Security - 1780169

CO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

STATE OF NEW JERSEY )  
: ss.:  
COUNTY OF MORRIS )

On this 24 day of November, 2009, before me personally came Neil Kessler, to me known, who, being by me duly sworn, did depose and say that he is the President of Kessler Industries, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

  
Notary Public Barbara Lechleiter  
Notary Public-State of New Jersey  
I.D.#37996  
My Commission Expires Oct. 30, 2014

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this \_\_\_ day of November, 2009, before me personally came Charles Garoklanian, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of PNC Bank, National Association, the financial institution described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said financial institution.

\_\_\_\_\_  
Notary Public

CO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

Borrower 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 Agreements.


Dated: New York, New York  
November 30, 2009

KESSLER INDUSTRIES, INC.

Name: Neil Kessler  
Its: President

PNC BANK, NATIONAL ASSOCIATION, as  
Agent

  
Name: Charles Garoklanian  
Its: Senior Vice President

  
PATRICIA PENA  
Notary Public - State of New York  
NO. 01PE6171931  
Qualified in Queens County  
My Commission Expires 7/20/2014  
NOVEMBER 30, 2009

Trademark Assignment of Security - 1780169

CO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

STATE OF NEW JERSEY )  
: ss.:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of November, 2009, before me personally came Neil Kessler, to me known, who, being by me duly sworn, did depose and say that he is the President of Kessler Industries, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this 30 day of November, 2009, before me personally came Charles Garoklanian, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of PNC Bank, National Association, the financial institution described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said financial institution.

  
\_\_\_\_\_  
Notary Public

PATRICIA PENA  
Notary Public - State of New York  
NO. 01FE6171931  
Qualified in Queens County  
My Commission Expires 11/30/09

November 30, 2009

CORPORATION SERVICE COMPANY COMPANY:1090 VERMONT AVENUE NW, SUITE 430

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated November 30, 2009, by and between Kessler Industries, Inc. and PNC Bank, National Association, as Agent.

REGISTRATION NO. OR APPLICATION NO.	FILING DATE	REGISTRATION DATE	MARK
78861192	4/13/06	12/11/07	Liena Bay
3500710	4/26/07	9/16/08	KSD

Trademark Assignment of Security - 1780169

RECORDED: 12/09/2009

TRADEMARK  
REEL: 004113 FRAME: 0899