

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
WICOR Americas Inc.		04/08/2010	CORPORATION: DELAWARE
Weidmann Electrical Technology Inc.	FORMERLY EHV-Weidmann Industries, Inc.	04/08/2010	CORPORATION: VERMONT
Weidmann Diagnostic Solutions Inc.	FORMERLY Weidmann-ACTI Inc.	04/08/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TD Bank, National Association
Street Address:	111 Main Street
City:	Burlington
State/Country:	VERMONT
Postal Code:	05401
Entity Type:	INC. ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	77790869	TUF-FLEX
Serial Number:	85000851	INSULOGIX
Registration Number:	1570659	PERMA-PLEX
Registration Number:	1135138	VULCAN FIBRE
Registration Number:	1137939	MAPLEX
Registration Number:	3153983	ARAFLEX
Registration Number:	3132200	TUFFVENT
Registration Number:	2685302	NORSHIM 930
Registration Number:	2538249	RHYTHM

CORRESPONDENCE DATA

OP \$240.00 77790869

Fax Number: (802)862-7512
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 802-863-2375
Email: tmip@drm.com
Correspondent Name: Lawrence H. Meier, Esq.
Address Line 1: 199 Main Street
Address Line 4: Burlington, VERMONT 05401

ATTORNEY DOCKET NUMBER:	01659-0000428
NAME OF SUBMITTER:	Lawrence H. Meier
Signature:	/lawrence h. meier/
Date:	05/19/2010

Total Attachments: 7
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MODIFICATION TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS MODIFICATION TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (the "Modification"), effective April 8, 2010, is made by and among **WICOR AMERICAS INC.** ("WICOR"), a Delaware corporation with its chief executive office and principal place of business at 3717 Memorial Drive, St. Johnsbury, Vermont 05819, **WEIDMANN ELECTRICAL TECHNOLOGY INC. f/k/a EHV-WEIDMANN INDUSTRIES, INC.** ("Weidmann Electrical"), a Vermont corporation with its chief executive office and principal place of business at One Gordon Mills Way, St. Johnsbury, Vermont 05819, **WEIDMANN DIAGNOSTIC SOLUTIONS INC. f/k/a WEIDMANN-ACTI INC.** ("WDS"), a Delaware corporation with its chief executive office and principal place of business at One Gordon Mills Way, St. Johnsbury, Vermont 05819, (WICOR, Weidmann Electrical, and WDS, each a "Borrower" and jointly and severally, the "Borrowers"), those Domestic Subsidiaries of the Borrowers that hereafter become parties to the Loan Agreement (defined below) (together with the Borrowers, collectively, the "Loan Parties"), the lenders named herein and such other lenders that hereafter become parties to the Loan Agreement (defined below) (collectively, the "Lenders" and individually, a "Lender"), and **TD BANK, NATIONAL ASSOCIATION**, as Administrative Agent for the Lenders (in such capacity, the "Administrative Agent") and as Collateral Agent for the Lenders (in such capacity, the "Collateral Agent").

Recitals

- A. This Modification modifies the Intellectual Property Security Agreement, dated February 11, 2005, issued by WICOR, EHV-Weidmann Industries, Inc., WICOR Americas Management Inc., Weidmann Systems International Inc., Weidmann-ACTI, Inc., EHV-W Acquisition Corporation and Weidmann Industries, LP as Guarantor in favor of TD Banknorth, N.A. (formerly known as "Banknorth, N.A."), as assigned and amended by an Assignment and Amendment of Intellectual Property Security Agreement, dated March 10, 2006, among TD Banknorth, N.A. as agent for TD Banknorth, N.A. and KeyBank National Association and WICOR, EHV-Weidmann Industries, Inc., WICOR Americas Management Inc., Weidmann Systems International Inc., Weidmann-ACTI, Inc., EHV-W Acquisition Corporation and Weidmann Industries, LP as Guarantor (the "IP Security Agreement").
- B. The Loan Parties and the Collateral Agent are contemporaneously with this Modification amending and restating the Amended and Restated Loan and Security Agreement dated March 10, 2006, which was subsequently amended and restated by the Amended and Restated Loan Agreement, dated as of December 19, 2007, and further amended by the First Amendment to Amended and Restated Loan Agreement, dated as of October 6, 2008, and accordingly desire to modify the IP Security Agreement pursuant to this Modification.

Terms

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. **Definitions.** The term "Agent" in the IP Security Agreement is modified to mean TD Bank, National Association, as Collateral Agent for the Lenders (in such capacity, the "Collateral Agent"). The term "Borrower(s)" in the IP Security Agreement is modified to mean WICOR, Weidmann Electrical and WDS. The term "Lender" in the IP Security Agreement is modified to mean TD Bank, National Association and such other lenders that may from time to time become

parties to the Loan Agreement (defined below). The term "Loan Agreement" in the IP Security Agreement is modified to mean the Amended and Restated Loan and Security Agreement, dated of even date herewith by and among the Borrowers, those Domestic Subsidiaries of the Borrowers that may from time to time become parties to the Loan Agreement, the lenders named in the Loan Agreement and such other lenders that may from time to time become parties to the Loan Agreement (collectively, the "Lenders" and individually, a "Lender"), the Administrative Agent and the Collateral Agent. The term "Guarantor" is hereby deleted from the IP Security Agreement. The definition of the term "IP Security Agreement" as used in the IP Security Agreement is modified to include this Modification.

2. **Amendment of Schedules.** The schedules to the IP Security Agreement are hereby deleted in their entirety, and the schedules attached to this Modification shall be substituted in their place.
3. **No Further Modification or Waiver.** Except as specifically set forth in this Modification, the provisions of this Modification do not and shall not constitute a modification of the Loan Agreement, or any other documents that have been or that will be executed and delivered pursuant to the Loan Agreement (the Loan Agreement, and all such other documents are collectively referred to as the "Loan Documents"). Nothing contained in this Modification or done pursuant to this Modification shall impair the IP Security Agreement or operate as a release or discharge of any of the Loan Documents, whether recorded or unrecorded. Except as specifically set forth in this Modification, the terms of the IP Security Agreement are hereby otherwise fully ratified and reaffirmed in all respects and remain in full force and effect.
4. **Governing Law; Binding Effect.** This Modification shall be construed and enforced in accordance with, and governed by, the laws of the State of Vermont, without regard to conflict of law principles. All of the terms of this Modification shall be binding upon the respective successors and assigns of the parties and shall inure to the benefit of, and be enforceable by, the parties and their respective successors and assigns.

IN WITNESS WHEREOF, this Modification has been executed as of the date first written above.

WICOR AMERICAS INC.

Kimberly L. Grogan
Witness

By: [Signature]
Name: Manton Copeland III
Title: Treasurer

STATE OF Vermont
Caledonia COUNTY, SS

At St. Johnsbury, Vermont on this 7th day of April, 2010, personally appeared Manton Copeland III, a duly authorized agent of Wicor Americas Inc., signer of the foregoing instrument, and acknowledged the same to be his/her free act and deed and the free act and deed of Wicor Americas Inc.

Before me, Kimberly L. Grogan
Notary Public
My Commission Expires: 2-10-2011

WEIDMANN ELECTRICAL TECHNOLOGY INC.
f/k/a EHV-WEIDMANN INDUSTRIES, INC.

Kimberly L. Grogan
Witness

By: [Signature]
Name: Manton Copeland III
Title: Treasurer

STATE OF Vermont
Caledonia COUNTY, SS

At St. Johnsbury, Vermont on this 7th day of April, 2010, personally appeared Manton Copeland III, a duly authorized agent of Weidmann Electrical Technology Inc. f/k/a EHV-Weidmann Industries, Inc., signer of the foregoing instrument, and acknowledged the same to be his/her free act and deed and the free act and deed of Weidmann Electrical Technology Inc. f/k/a EHV-Weidmann Industries, Inc.

Before me, Kimberly L. Grogan
Notary Public
My Commission Expires: 2-10-2011

**WEIDMANN DIAGNOSTIC SOLUTIONS INC.
f/k/a WEIDMANN-ACTI INC.**

Kimberly L. Goldy
Witness

By: [Signature]
Name: Martin Coppard III
Title: Treasurer

STATE OF Vermont
Caledonia COUNTY, SS

At St. Johnsbury Vermont on this 7th day of April, 2010, personally appeared Martin Coppard III a duly authorized agent of Weidman Diagnostic Solutions Inc. f/k/a Weidmann-Acti Inc., signer of the foregoing instrument, and acknowledged the same to be his/her free act and deed and the free act and deed of Weidman Diagnostic Solutions Inc. f/k/a Weidmann-Acti Inc.

Before me, Kimberly L. Goldy
Notary Public
My Commission Expires: 2-10-2011

**TD BANK, NATIONAL ASSOCIATION f/k/a TD
BANKNORTH, N.A., as Collateral Agent for the
Lenders**

Witness

By: _____
Name:
Title:

STATE OF _____
_____ COUNTY, SS

At _____, _____ on this ____ day of April, 2010, personally appeared _____, a duly authorized agent of TD Bank, National Association f/k/a TD Banknorth, N.A., as Collateral Agent for the Lenders, signer of the foregoing instrument, and acknowledged the same to be his/her free act and deed and the free act and deed of TD Bank, National Association f/k/a TD Banknorth, N.A., as Collateral Agent for the Lenders.

Before me, _____
Notary Public
My Commission Expires:

WEIDMANN DIAGNOSTIC SOLUTIONS INC.
f/k/a WEIDMANN-ACTI INC.

Witness

By: _____
Name:
Title:

STATE OF _____
_____ COUNTY, SS

At _____, _____ on this ____ day of April, 2010, personally appeared _____, a duly authorized agent of Weidman Diagnostic Solutions Inc. f/k/a Weidmann-Acti Inc., signer of the foregoing instrument, and acknowledged the same to be his/her free act and deed and the free act and deed of Weidman Diagnostic Solutions Inc. f/k/a Weidmann-Acti Inc.

Before me, _____
Notary Public
My Commission Expires:

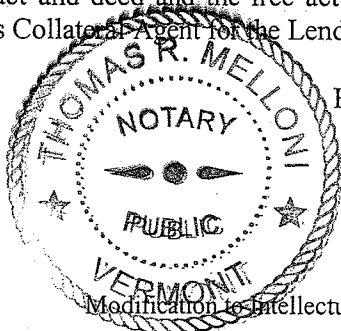
TD BANK, NATIONAL ASSOCIATION f/k/a TD BANKNORTH, N.A., as Collateral Agent for the Lenders

[Signature]
Witness

By: [Signature]
Name: DOUGLAS S. GRAHAM
Title: SENIOR VICE PRESIDENT

STATE OF Vermont
Chittenden COUNTY, SS

At Burlington, Vermont on this 8th day of April, 2010, personally appeared Douglas S. Graham, a duly authorized agent of TD Bank, National Association f/k/a TD Banknorth, N.A., as Collateral Agent for the Lenders, signer of the foregoing instrument, and acknowledged the same to be his/her free act and deed and the free act and deed of TD Bank, National Association f/k/a TD Banknorth, N.A., as Collateral Agent for the Lenders.



Before me, [Signature]
Notary Public
My Commission Expires: 2/15/2011

Modification to Intellectual Property Security Agreement

**Schedule I to
Intellectual Property Security Agreement**

Patent Applications				
Owner	Country	Title	Application No.	Filing Date
Weidmann Electrical Technology Inc.	US	Reflective Heat Radiant Barrier Panel	11/340,335	1/26/2006
Weidmann Electrical Technology Inc.	CA	Reflective Heat Radiant Barrier Panel	2,552,846	7/21/2006

Trademark Applications				
Applicant	Country	Mark	Serial No.	Filing Date
WICOR Americas Inc.	US	TUF-FLEX	77/790,869	7/28/2009
WICOR Americas Inc.	CA	TUF-FLEX	1,467,124	1/26/2010
WICOR Americas Inc.	EU	TUF-FLEX	008833709	1/26/2010
WICOR Americas Inc.	MX	TUF-FLEX	1063016	1/27/2010
WICOR Americas Inc.	US	INSULOGIX	85/000,851	3/29/2010

Trademark Registrations				
Owner	Country	Mark	Registration No.	Issue Date
Weidmann Electrical Technology Inc.	US	PERMA-PLEX	1,570,659	12/12/1989
Weidmann Electrical Technology Inc.	US	VULCAN FIBRE	1,135,138	5/13/1980
Weidmann Electrical Technology Inc.	US	MAPLEX	1,137,939	7/22/1980
Weidmann Electrical Technology Inc.	US	ARAFLEX	3,153,983	10/10/2006
Weidmann Electrical Technology Inc.	US	TUFFVENT	3,132,200	8/22/2006
Weidmann Electrical Technology Inc.	CA	TUFFVENT	TMA692579	7/23/2007
Weidmann Industries, L.P.	US	NORSHIM 930	2,685,302	2/11/2003
Weidmann Industries, L.P.	CA	NORSHIM 930	TMA417985	10/08/1993
WICOR Americas Inc.	US	RHYTHM	2,538,249	2/12/2002

US Copyright Registrations			
Owner	Title	Registration No.	Registration Date
Elcon, Inc.	Partnership For Excellence: The History of EHV-Weidmann Industries	TX-4-008-953	1/25/1995
EHV-Weidmann Industries, Inc.	Maplex General Guidelines	TX0006423014	7/06/2006
EHV-Weidmann Industries, Inc.	Maplex Punching Guidelines	TX0006423016	7/06/2006
EHV-Weidmann Industries, Inc.	Maplex Surfacing Guidelines	TX0006423015	7/06/2006

US Copyright Documents				
Party 1	Party 2	Document	Document No.	Recorded Date
WICOR Americas, Inc. et al.	BankNorth, NA	Intellectual Property Security Agreement	V3520 D712	2/14/2005
WICOR Americas, Inc. et al.	Contrarian Funds, LLC	Intellectual Property Security Agreement	V3520 D311	2/15/2005
WICOR Americas, Inc. et al.	Avery Dennison Corporation	Intellectual Property Security Agreement	V3520 D333	2/15/2005
Contrarian Funds, LLC	WICOR Americas, Inc. et al.	Release and Termination Intellectual Property Security Agreement	V3536 D723	4/05/2006

Copyright License Agreements

Amended and Restated Software License Agreement dated February 11, 2005, by and between Avery Dennison Corporation and WICOR Americas Inc.

Patent License Agreements

Exclusive Patent License Agreement dated May 22, 2006, by and between Weidmann-ACTI Inc. and Massachusetts Institute of Technology.