

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
Superior Metalworking Systems, LLC		06/18/2010	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	GemCap Lending I, LLC		
Street Address:	1401 Ocean Avenue		
Internal Address:	Suite 305		
City:	Santa Monica		
State/Country:	CALIFORNIA		
Postal Code:	90401		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	75032032	SMW	
Registration Number:	2204669	SMW SYSTEMS	
Registration Number:	2046892	SMW	
CORRESPONDENCE DATA			
Fax Number:	(212)586-5095		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-381-8737		
Email:	triess@ctswlaw.com		
Correspondent Name:	Y. Ting Riess		
Address Line 1:	420 Lexington Avenue		
Address Line 2:	Suite 2400		
Address Line 4:	New York, NEW YORK 10170		
ATTORNEY DOCKET NUMBER:	975.024		

OP \$90.00 75032032

900165100

**TRADEMARK
 REEL: 004228 FRAME: 0209**

NAME OF SUBMITTER:	Y. Ting Riess
Signature:	/Y. Ting Riess/
Date:	06/21/2010
Total Attachments: 4 source=Trademark Collateral Assignment#page1.tif source=Trademark Collateral Assignment#page2.tif source=Trademark Collateral Assignment#page3.tif source=Trademark Collateral Assignment#page4.tif	

**TRADEMARK COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT**

This **TRADEMARK SECURITY AGREEMENT**, dated as of June 18, 2010, made by **SUPERIOR METALWORKING SYSTEMS, LLC**, a California limited liability company, with its principal place of business located at 30222 Esperanza, Rancho Santa Margarita, CA 92688 (“Grantor”), in favor of **GEMCAP LENDING I, LLC**, a Delaware limited liability company with offices at 1401 Ocean Avenue, Suite 305, Santa Monica, CA 90401 (“Lender”).

Capitalized terms not otherwise defined herein have the meaning set forth in the Patent and Trademark Security Agreement, of even date herewith, between Grantor and Lender (the “Patent and Trademark Security Agreement”).

W I T N E S S E T H:

WHEREAS, the Grantor has acquired an interest in certain trademarks identified in **Exhibit 1** hereto (the “Trademarks”);

WHEREAS, the Grantor and the Lender are parties to that certain Loan and Security Agreement, dated as of June 18, 2010 (as from time to time amended or supplemented, the “Loan Agreement”);

WHEREAS, it is a condition precedent to the Lender’s entry into the Loan Agreement that the Grantor shall have executed and delivered the Patent and Trademark Security Agreement to the Lender;

WHEREAS, the Grantor wishes to grant to Lender a security interest in certain of its property and assets to secure the performance of its obligations under the Loan Agreement and the other Loan Documents;

WHEREAS, the Grantor and the Lender by this instrument seek to confirm and make a record of the collateral assignment of and grant of a security interest in the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor does hereby acknowledge and confirm that it has made a collateral assignment to the Lender of, and has granted to the Lender a security interest in, all of the Grantor’s right, title and interest in, to, and under the Trademarks. The Grantor also acknowledges and confirms that the rights and remedies of Lender with respect to the collateral assignment of and security interests in the Trademarks acknowledged and confirmed hereby are more fully set forth in the Patent and Trademark Security Agreement and the Loan Documents, the terms and provisions of which are incorporated herein by reference.

[SIGNATURE PAGE FOLLOWS]

SUPERIOR METALWORKING SYSTEMS, LLC

By: ATS Workholding, Inc., its sole member

By: _____
Name: *JOHN BOLING*
Title: *PRESIDENT*

GEMCAP LENDING I, LLC

By: _____
Name:
Title:

[SIGNATURE PAGE - TRADEMARK COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT]

STATE OF)ss. CALIFORNIA
COUNTY OF) LOS ANGELES

On JUNE 14, 2010, before me, SUSANA LEDADOM, a Notary Public, personally appeared JOHN MICHAEL BOLAND, who proved to me on the basis of satisfactory evidence to be the person (~~s~~) whose name (~~s~~) is / ~~are~~ subscribed to the within instrument and acknowledged to me that he / ~~she~~ / ~~they~~ executed the same in his / ~~her~~ / ~~their~~ authorized capacity (~~ies~~) on behalf of ATS Workholding, Inc., the sole member of Superior Metalworking Systems, LLC, as Grantor, and that by his / ~~her~~ / ~~their~~ signature (~~s~~) on the instrument, ATS Workholding, Inc., as the sole member of Superior Metalworking Systems, LLC, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of CALIFORNIA that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.


_____, Notary Public
My Commission Expires 9/12/10

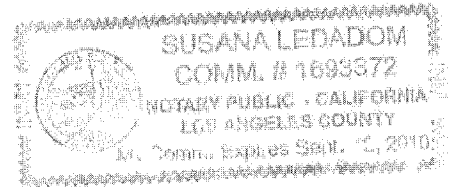


EXHIBIT 1

Trademarks

Serial App. No. or Registration No.	Item	Status	Filing Date	Date Published, Allowed, or Registered
75032032	SMW	LIVE	December 13, 1995	February 8, 2000
2204669	SMW SYSTEMS	LIVE	October 20, 1994	November 24, 1998
2046892	SMW	LIVE	October 5, 1993	March 25, 1997