

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Brainin-Advance Industries LLC		12/22/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Keybank National Association, as Administrative Agent		
Street Address:	127 Public Square, Leverage Finance		
Internal Address:	OH-01-27-0600		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1648036		
CORRESPONDENCE DATA			
Fax Number:	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868049		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	020445.027		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter, III/		

OP \$40.00 1648036

Date:

12/23/2010

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of December 22, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and KEYBANK NATIONAL ASSOCIATION, as administrative agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

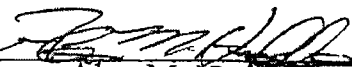
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

BRAININ-ADVANCE INDUSTRIES LLC

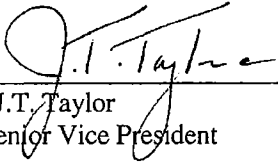
By: 
Name: Alan M. Huffenans
Title: CEO

BRAININ-ADVANCE INDUSTRIES LLC
TRADEMARK NOTICE
DECEMBER 2010

TRADEMARK
REEL: 004440 FRAME: 0308

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: J.T. Taylor
Title: Senior Vice President

BRAININ-ADVANCE INDUSTRIES LLC
TRADEMARK NOTICE
DECEMBER 2010

TRADEMARK
REEL: 004440 FRAME: 0309

Schedule 1

**Brainin-Advance Industries LLC
(Delaware LLC)**

U.S. Trademark

Registered Mark

Mark	Registration No.	Registration Date
Design only	1648036	06/18/91