

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
Blitz U.S.A., Inc.		02/04/2011	CORPORATION: OKLAHOMA

RECEIVING PARTY DATA

Name:	BOKF, NA
Doing Business As:	DBA Bank of Oklahoma
Street Address:	One Williams Center
Internal Address:	Bank of Oklahoma Tower-8th Floor
City:	Tulsa
State/Country:	OKLAHOMA
Postal Code:	74172
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	3496380	"DON'T SPOIL YOUR SOIL...RECYCLE YOUR OIL"
Registration Number:	2295859	2 X 4 BASICS
Registration Number:	1799412	A GENUINE BLITZ BUILT PRODUCT
Registration Number:	1972304	A GENUINE BLITZ BUILT PRODUCT
Registration Number:	2730874	ANYSIZE CHAIR
Registration Number:	1686012	BLITZ
Registration Number:	3743562	CORETRAC
Registration Number:	1900647	DEKMATE
Serial Number:	85164556	
Registration Number:	3450079	HAND-E GRIP
Registration Number:	3263018	HAUL IT ALL
Registration Number:	1224291	ICE BREAKER

OP \$615.00 3496380

900183548

**TRADEMARK
 REEL: 004470 FRAME: 0794**

Registration Number:	1022516	ICEBREAKER
Registration Number:	2581711	JUST ADD 2X4'S
Registration Number:	3489231	MESS BUSTER
Registration Number:	3613368	OIL CHANGE DISPOS-KIT
Registration Number:	1606995	PULL 'N POUR
Registration Number:	2134179	RHINORAMPS
Registration Number:	1701818	RHINORAMPS STRONGER THAN STEEL
Registration Number:	2332147	SHELFLINKS
Registration Number:	1722012	SPRAYGEE
Registration Number:	3272716	TRAILER SAFE
Registration Number:	3451480	DISPOS-OIL
Registration Number:	3528469	ENVIRO-FLO

CORRESPONDENCE DATA

Fax Number: (918)599-6396
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 918-592-9871
Email: debra.pascoe@crowedunlevy.com
Correspondent Name: Debra L. Pascoe, ACP
Address Line 1: 321 South Boston Avenue, Suite 500
Address Line 2: Crowe & Dunlevy, A Professional Corporat
Address Line 4: Tulsa, OKLAHOMA 74103

ATTORNEY DOCKET NUMBER:	07444-00418
NAME OF SUBMITTER:	Debra L. Pascoe
Signature:	/Debra L. Pascoe, ACP/
Date:	02/07/2011

Total Attachments: 4
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**SECURITY AGREEMENT / NOTICE OF SECURITY INTEREST
(TRADEMARKS)
(Blitz U.S.A., Inc.)**

THIS SECURITY AGREEMENT/NOTICE OF SECURITY INTEREST (TRADEMARKS) (this "Agreement") entered into as of February 4, 2011, is made by BLITZ U.S.A., INC., an Oklahoma corporation (the "Grantor") in favor of BOKF, NA, d/b/a Bank of Oklahoma (the "Administrative Agent") for the benefit of the Lenders (as defined below).

WHEREAS, Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Exhibit 1, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office, as more fully set forth on Exhibit 1 (the "Trademarks"); and

WHEREAS, pursuant to the First Amended and Restated Credit Agreement dated as of even date herewith (such agreement, as amended, restated, supplemented or otherwise modified from time to time, being hereinafter referred to as the "Credit Agreement") among Blitz Acquisition, LLC, a Delaware LLC, Grantor, Blitz RE Holdings, LLC, a Delaware LLC, and F3 Products, Inc., a Delaware corporation, as borrowers (the "Borrowers"), and the lenders party thereto (each a "Lender" and collectively, the "Lenders"), the Administrative Agent, have agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, the Borrowers have entered into a certain First Amended and Restated Security Agreement dated as of even date with the Credit Agreement (the "Security Agreement"), in favor of the Administrative Agent; and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to the Administrative Agent for the benefit of the Lenders a continuing security interest in all right, title and interest of Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Obligations (as described in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby grants to the Administrative Agent for the benefit of the Lenders, a continuing security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Obligations.

Notwithstanding the foregoing, Trademark Collateral shall exclude any Trademark in which the grant or a pledge of a security interest in and to or a Lien (as defined in the Security Agreement) on such Trademark would result in the invalidity, unenforceability, abandonment, cancellation or voiding of the same.

In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, Blitz U.S.A., Inc., has caused this Agreement to be duly executed by its officer thereunto duly authorized as of the day and year first above written.

BLITZ U.S.A., INC., an Oklahoma corporation

By *Rocky Flick*
Rocky Flick
President and Chief Executive Officer

STATE OF Oklahoma
COUNTY OF Ottawa) ss.

This instrument was acknowledged before me this 4th day of February, 2011, by Rocky Flick, President and Chief Executive Officer of BLITZ U.S.A., Inc., an Oklahoma corporation.

Miriam George
Notary Public

My Commission # 04002228 expires: 3/09/2012

[SEAL]



EXHIBIT 1 TO SECURITY AGREEMENT / NOTICE OF SECURITY INTEREST

U.S. APPLICATIONS/REGISTRATIONS

Country	Mark	Status	App/Reg. No. App/Reg. Date
U.S.	"DON'T SPOIL YOUR SOIL...RECYCLE YOUR OIL"	Registered	3496380 09-02-2008
U.S.	2x4BASICS	Registered	2295859 11-30-1999
U.S.	A GENUINE BLITZ BUILT PRODUCT and Design	Registered	1799412 10-19-1993
U.S.	A GENUINE BLITZ BUILT PRODUCT and Design	Registered	1972304 5-7-1996
U.S.	ANYSIZE CHAIR	Registered	2730874 6-24-2003
U.S.	BLITZ	Registered	1686012 5-12-1992
U.S.	CORETRAC	Registered	3743562 2-2-2010
U.S.	DEKMATE	Registered	1900647 06-20-1995
U.S.	DESIGN ONLY (RHINO LOGO)	Pending ITU	85164556 10-29-2010
U.S.	HAND-E GRIP	Registered	3450079 06/17/2008
U.S.	HAUL IT ALL	Registered	3263018 7-10-2007
U.S.	ICE BREAKER	Registered	1224291 01-18-1983
U.S.	ICEBREAKER	Registered	1022516 10-14-1975
U.S.	JU.S.T ADD 2X4'S	Registered	2581711 06-18-2002
U.S.	MESS BU.S.TER	Registered	3489231 08-19-2008
U.S.	OIL CHANGE DISPOS-KIT	Registered	3613368 04-28-2009
U.S.	PULL N POUR	Registered	1606995 7-17-1990
U.S.	RHINORAMPS	Registered	2134179 2-3-1998
U.S.	RHINORAMPS STRONGER THAN STEEL and Design	Registered	1701818 7-21-1992
U.S.	SHEFLINKS	Registered	2332147 03-21-2000
U.S.	SPRAYGEE	Registered	1722012 10-06-1992
U.S.	TRAILER-SAFE	Registered	3272716 07-31-2007
U.S.	DISPOS-OIL	Registered	3451480 06-17-2008
U.S.	ENVIRO-FLO	Registered	3528469 11-04-2008

TRADEMARK