

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
First Union National Bank (n/k/a Wachovia Bank), as Administrative Agent		07/30/2007	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Ogden Manufacturing Co., a subsidiary of Chromalox, Inc.
Street Address:	103 Gamma Drive
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15238
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	0959844	MIGHTY WATT
Registration Number:	1263530	BULLET
Registration Number:	1263531	MIGHTY-MISER
Registration Number:	1497607	MIGHTY-TUFF
Registration Number:	1514426	ETR
Registration Number:	1597301	OGDEN
Registration Number:	1597302	OGDEN
Registration Number:	1751160	ALUMA-FLEX
Registration Number:	1813573	ETR-9090
Registration Number:	1817404	MAXI-ZONE
Registration Number:	1842333	MIGHTY-BLADE
Registration Number:	1955887	CHAMELEON
Registration Number:	2012421	SMARTER LOGIC

CH \$490.00 0959844

900183516

**TRADEMARK
 REEL: 004471 FRAME: 0525**

Registration Number:	2018159	SMARTER LOGIC
Registration Number:	2021231	ETR-9200
Registration Number:	2242678	ETR-3200
Registration Number:	2253162	ETR-9300
Registration Number:	2297489	ETR-3
Registration Number:	2451404	ETR-NET

CORRESPONDENCE DATA

Fax Number: (213)430-6407
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (213) 430-8308
Email: sgordon@omm.com
Correspondent Name: Shari L. Gordon
Address Line 1: 400 S. Hope Street
Address Line 2: 18th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071-2899

ATTORNEY DOCKET NUMBER:	848,612-1
NAME OF SUBMITTER:	Shari L. Gordon
Signature:	/Shari L. Gordon/
Date:	02/09/2011

Total Attachments: 4
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WACHOVIA SECURITIES

July 30, 2007

VIA TELECOPY

Chromalox, Inc.
c/o J.P. Morgan Partners, LLC
103 Gamma Drive
Pittsburgh, PA 15238
Attention: Mr. Edward Cumberledge
Telecopier: (412) 967-3800
Telephone: (412) 967-5148

Re: Credit Agreement dated as of December 7, 2001 (as amended, the "Credit Agreement") by and among Chromalox, Inc., f/k/a Heat Acquisition Corp. (the "Company"), the lenders thereto and Wachovia Bank, National Association, as Administrative Agent for the Lenders

Dear Mr. Cumberledge:

Reference is made to the Credit Agreement. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to those terms in the Credit Agreement.

The Company has advised the Administrative Agent that the Company will pay to the Administrative Agent all of the obligations (collectively, the "Obligations") outstanding under the Credit Agreement and the agreements, instruments and other documents executed in connection with the Credit Agreement (collectively, the "Loan Documents") on the condition that:

- (i) the Loan Documents shall be terminated; and
- (ii) all liens and security interests (collectively, the "Liens") granted by the Company and/or the Guarantors (as defined in the Credit Agreement) are released and terminated of record.

This will confirm that the Administrative Agent, on behalf of the Lenders, agrees that upon its receipt of: (a) the Payoff Amount (as defined below), in immediately available funds, no later than 3:00 p.m., E.T on July 31, 2007; (b) the Backing Letter of Credit (as defined below); (c) the Cash Collateral Letter (as defined below) executed by the Company; and (d) the Side Letter (as defined below) executed by the Company:

Wachovia Securities
Member SIPC
Member FINRA
Member NYSE

PHLS-00000003

- (i) all of the Liens granted by the Obligors shall be deemed released and shall be of no further force or effect;
- (ii) the Obligors and their respective designees are authorized to file UCC terminations, satisfactions of mortgages and/or other releases to evidence the Administrative Agent's release of the Liens;
- (iii) except for indemnification obligations that by their express terms survive, the Obligors are released from all Obligations under the Loan Documents and the Loan Documents are terminated; and
- (iv) the Administrative Agent will deliver to the Company (or its designee) all original possessory collateral, including but not limited to, all stock certificates and promissory notes, held by the Administrative Agent.

For purposes hereof, the "Payoff Amount" shall mean \$36,957,224.20, consisting of the following:

Principal:	\$36,911,644.87
Interest:	\$ 31,118.15
Letter of Credit Fees:	\$ 6,783.34
Unutilized/Commitment Fee:	\$ 1,677.84
Legal Fees:	\$ <u>6,000.00</u>
Total	\$36,957,224.20

If payment in full of the Payoff Amount is not received by 3:00 p.m., E.T. on July 31, 2007, a per diem amount will be payable for each day thereafter in the amount of \$10,150.26 (the "Per Diem Amount"). The Per Diem Amount is based, in part, upon the LIBOR Rate of interest of the Administrative Agent (the "LIBOR Rate") in effect as of the date of this letter agreement. If subsequent to the date of this letter agreement the LIBOR Rate increases, the Administrative Agent reserves the right to increase the Per Diem Amount to reflect such change. This payoff letter shall remain effective until 3:00 p.m., E.T. on August 1, 2007.

Payment of the Payoff Amount (other than the Legal Fees), together with any Per Diem Amount, should be made to the Bank by way of wire transfer in immediately available funds directed as follows:

Wachovia Bank
ABA# 053000219
Acct Name: Heat Acquisition/Chromalox
Acct # 1459670001944

Payment of the Legal Fees should be made to Bank's counsel by way of wire transfer in immediately available funds delivered as follows:


Mellon Bank N.A.
Philadelphia, PA
ABA Number: 031000037
Swift Code: MELNUS3P (International)
Account #2-022-986

For purposes hereof: (a) the "Backing Letter of Credit" shall mean an original standby letter of credit in the face amount of \$1,985,509.05 issued by a financial institution acceptable to the

Administrative Agent and in form and substance acceptable to the Administrative Agent and generally in the form set forth on Schedule I; (b) the "Cash Collateral Letter" shall mean a letter in form and substance acceptable to the Administrative Agent and generally in the form set forth on Schedule II; and (c) the "Bide Letter" shall mean a letter in form and substance acceptable to the Administrative Agent and generally in the form set forth on Schedule III.

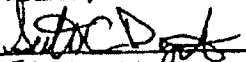
Upon the reasonable request from time to time of the Obligors and/or the Agent for the Obligors' new credit facility, the Administrative Agent agrees, at the Obligors' expense, to execute and deliver such additional similar lien releases and mortgage satisfactions and other documents as may be necessary to effectively terminate any and all of the Liens on the assets and properties of the Obligors on any public record and to otherwise effectuate the intent and purpose of this payoff letter.

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: C. Jeffrey Seaton
Title: Managing Director

CONSENTED AND AGREED TO:

CHROMALOX, INC.

By: 
Name: SCOTT DYSERT
Title: PRESIDENT

TRADEMARK SCHEDULE

Trademark	Current Owner	Registration No.	Registration Date	Status
INTELLITHERM	Chromalox, Inc.	2719709	05/27/2003	Registered
VERSATHERM	Chromalox, Inc.	2713936	05/06/2003	Registered
INTELLITRACE	Chromalox, Inc.	2681654	01/28/2003	Registered
FASTSHIP	Chromalox, Inc.	2854103	06/15/2004	Registered
RAPID-TRACE	Chromalox, Inc.	2171175	07/07/1998	Registered
WIEGAND	Chromalox, Inc.	1725680	10/20/1992	Registered
CHROMASOFT	Chromalox, Inc.	1681885	04/07/1992	Registered
CHROMATRACE	Chromalox, Inc.	1674122	02/04/1992	Registered
WIEGAND	Chromalox, Inc.	1674011	02/04/1992	Registered
WIEGAND	Chromalox, Inc.	1678395	03/10/1992	Registered
SAFE-T-WRAP	Chromalox, Inc.	1443000	06/16/1987	Registered
CHROMALOX	Chromalox, Inc.	0892899	06/16/1970	Registered
FINSTRIP	Chromalox, Inc.	0507574	03/15/1949	Registered
U-RAD	Chromalox, Inc.	0651689	09/17/1957	Registered
THERMWIRE	Chromalox, Inc.	0560678	06/24/1952	Registered
CHROMALOX	Chromalox, Inc.	0318138	10/16/1934	Registered