

## 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
Bristol Compressors International, Inc.		02/03/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	General Electric Capital Corporation, as Agent		
Street Address:	201 Merritt Seven		
City:	Norwalk		
State/Country:	CONNECTICUT		
Postal Code:	06851		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3682262	BRISTOL	
Registration Number:	3735810	BRISTOL COMPRESSORS INTERNATIONAL	
Registration Number:	3735811	BRISTOL COMPRESSORS INTERNATIONAL INC.	
CORRESPONDENCE DATA			
Fax Number:	(214)981-3400		
Phone:	214-981-3483		
Email:	dclark@sidley.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	717 N. Harwood St., Suite 3400		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	20607-30730		

CH \$90.00 3682262

NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	02/09/2012
<b>Total Attachments: 9</b> source=Executed - TM Security Agreement#page1.tif source=Executed - TM Security Agreement#page2.tif source=Executed - TM Security Agreement#page3.tif source=Executed - TM Security Agreement#page4.tif source=Executed - TM Security Agreement#page5.tif source=Executed - TM Security Agreement#page6.tif source=Executed - TM Security Agreement#page7.tif source=Executed - TM Security Agreement#page8.tif source=Executed - TM Security Agreement#page9.tif	

**TRADEMARK SECURITY AGREEMENT**

This TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of February 3, 2012, is by BRISTOL COMPRESSORS INTERNATIONAL, INC., a Delaware corporation ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for Lenders ("Agent").

**WITNESSETH:**

WHEREAS, pursuant to that certain Credit Agreement dated as of May 9, 2007 by and among Grantor, the other Persons named therein as Credit Parties, Agent, GE Capital Financial, Inc., as an L/C Issuer, and Lenders signatory thereto from time to time (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Grantor;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as May 9, 2007 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement") among Grantor, Agent and the other Credit Parties party thereto;

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks (other than Federal Intent to Use Applications prior to the filing of the verified Statement of Use under 15 U.S.C. §1051(d)) and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Agreement are granted as a supplement to and in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. The purpose of this Agreement is to enable Agent, on behalf of itself and the Lenders, to record a security interest in each of Grantor's Trademarks and Trademark Licenses at the United States Patent and Trademark Office. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

*[Signature pages follow]*

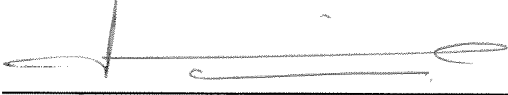
IN WITNESS WHEREOF, Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

BRISTOL COMPRESSORS  
INTERNATIONAL, INC.

By: John Walsworth  
Name: John Walsworth  
Title: President

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL CORPORATION,  
as Agent

By:   
Name: Amir Moineddine  
Title: Duly Authorized Signatory



SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT










**TRADEMARK REGISTRATIONS**

**Common Law Trademarks:**







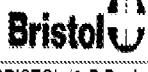



- BRISTOL COMPRESSORS
- Stylized BC Logo
- BRISTOL
- TS
- Stylized TS Logo
- BENCHMARK
- Stylized BENCHMARK Logo







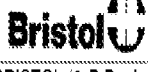



**Registered Trademarks:**




Trademark	Country	Status	App. No.	Filing Date	Reg. No.	Reg. Date	Recorded Owner	Class(es)
(B Design) 	China	Registered	4286066	24-Sep-2004	4286066	07-Mar-2007	Bristol Compressors, Inc.	07
(B Design) 	China	Registered	4286065	24-Sep-2004	4286065	07-Mar-2017	Bristol Compressors, Inc.	11

Trademark	Country	Status	App. No.	Filing Date	Reg. No.	Reg. Date	Recorded Owner	Class(es)
(B Design) 	U.S.	Registered	74151670	22-Mar-1991	1737987	08-Dec-1992	York International Corporation	07
BENCHMARK	U.S.	Registered	76462477	18-Oct-2002	3159321	17-Oct-2006	York International Corporation	07
BRISTOL	China	Registered	4286068	24-Sep-2004	4286068	07-Mar-2007	Bristol Compressors, Inc.	07
BRISTOL	China	Registered	4286067	24-Sep-2004	4286067	14-May-2007	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	Australia	Registered	1005978	09-Jun-2004	1005978	05-Aug-2005	Bristol Compressors, Inc.	07 and 11
BRISTOL (& B Design) 	China	Registered	3499891	25-Mar-2003	3499891	14-Aug-2004	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	China	Registered	3499892	25-Mar-2003	3499892	28-Jan-2005	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	CTM	Registered	3221157	11-Jun-2003	3221157	18-Aug-2004	Bristol Compressors, Inc.	07 and 11
BRISTOL (& B Design) 	Egypt	Registered	167407	12-Jun-2004	167407	27-Mar-2007	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Egypt	Registered	167408	12-Jun-2004	167408	25-Mar-2007	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	Indonesia	Registered	18765-18908	02-Jul-2004	IDM000064547	09-Feb-2006	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Indonesia	Registered	18766-18909	02-Jul-2004	IDM000064548	09-Feb-2006	Bristol Compressors, Inc.	11



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BRISTOL (& B Design) 	Iran	Registered	8307104	25-Sep-2004	124568	05-Sep-2005	Bristol Compressors, Inc.	07 and 11
BRISTOL (& B Design) 	Israel	Registered	172664	09-Jun-2004	172664	06-Dec-2005	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Israel	Registered	172665	09-Jun-2004	172665	06-Dec-2005	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	Japan	Registered	2004-054653	14-Jun-2004	4862641	13-May-2005	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Japan	Registered	2004-054654	14-Jun-2004	4862642	13-May-2005	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	Kuwait	Registered	67737	14-Dec-2004	58846	05-Sep-2005	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Mexico	Registered	606554	23-Jun-2003	810925	24-Oct-2003	Bristol Compressors, Inc.	
BRISTOL (& B Design) 	Mexico	Registered	606555	23-Jun-2003	817412	12-Jan-2004	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	Russia	Registered	2004712922	10-Jun-2004	305174	19-Apr-2006	Bristol Compressors, Inc.	07 and 11
BRISTOL (& B Design) 	Saudi Arabia	Registered	84239	16-Jul-2003	762/94	10-Dec-2004	Bristol Compressors, Inc.	

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BRISTOL (& B Design) 	Saudi Arabia	Registered	84240	16-Jul-2003	762/65	10-Dec-2004	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	Singapore	Registered	T04/11364E	12-Jul-2004	T04/11364E	12-Jul-2004	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Singapore	Registered	T04/11365C	12-Jul-2004	T04/11365C	12-Jul-2004	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	South Korea	Registered	2004-26121	09-Jun-2004	631545	12-Sep-2005	Bristol Compressors, Inc.	07 and 11
BRISTOL (& B Design) 	Taiwan	Registered	93028393	18-Jun-2004	01153547	16-May-2005	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Taiwan	Registered	93028396	18-Jun-2004	01153851	16-May-2005	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	Thailand	Registered	556173	17-Jun-2004	TM228287	20-Oct-2005	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	Thailand	Registered	556174	17-Jun-2004	TM228288	20-Oct-2005	Bristol Compressors, Inc.	11
BRISTOL (& B Design) 	U.A.E	Registered	66726	26-Jan-2005	55638	22-Oct-2005	Bristol Compressors, Inc.	07
BRISTOL (& B Design) 	U.A.E	Registered	66727	26-Jan-2005	55639	22-Oct-2005	Bristol Compressors, Inc.	11

Trademark	Country	Status	App. No.	Filing Date	Reg. No.	Reg. Date	Recorded Owner	Class(es)
BRISTOL (& B Design) 	U.S	Registered	73797622	04-May-1989	1709708	25-Aug-1992	Bristol Compressors International, Inc.	07
BRISTOL (Partial Global Design) 	U.S	Registered	77561507	09-Mar-2008	3,682,262	15-Sep-2009	Bristol Compressors International Inc.	07
BRISTOL COMPRESSORS INTERNATIONAL	U.S	Registered	77561457	03-Sep-2008	3,735,810	12-Jan-2010	Bristol Compressors International Inc.	07
BRISTOL COMPRESSORS INTERNATIONAL INC. (& Partial Globe Design) 	U.S	Registered	77561484	03-Sep-2008	3,735,811	12-Jan-2010	Bristol Compressors International Inc.	07