

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
DXP Enterprises, Inc.		07/11/2012	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	1525 West W.T. Harris Blvd.		
Internal Address:	MAC D1109-019		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	2459917	DXP	
Registration Number:	3192023	DXP	
Registration Number:	3192022	DXP	
Registration Number:	2283597	DXP	
Registration Number:	3240671	INNOVATIVE PUMPING SOLUTIONS	
Registration Number:	1740448	SAFETYMASTER	
Registration Number:	0058043		
Registration Number:	2405344	SMART SOURCE	
Serial Number:	78602972	SMARTSERV	
Serial Number:	78602959	SMARTSERV	
Serial Number:	77060763	SMARTSOURCE	
Serial Number:	85492113	SAFETYMASTER	
Registration Number:	3903611	DXP HP PLUS	

Registration Number:	4102911	DXP SUPERCENTER
Registration Number:	3187144	VERTEX DISTRIBUTION
Registration Number:	2022056	ZELEDA METRIC Z
Registration Number:	1760993	PMC
Registration Number:	1142129	S

CORRESPONDENCE DATA

Fax Number: 7043432300

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (704) 373-4640

Email: bsmith@mcguirewoods.com

Correspondent Name: Betty G. Smith, Senior Paralegal

Address Line 1: McGuireWoods LLP, 201 N. Tryon St.

Address Line 2: Suite 3000

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	2029724-0576
NAME OF SUBMITTER:	Betty G. Smith
Signature:	/Betty G. Smith/
Date:	07/19/2012

Total Attachments: 4

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Dated as of July 11, 2012

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the US Collateral Agreement dated as of July 11, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor (as identified on the signature pages hereto), the other grantors party thereto and the Administrative Agent (as identified on the signature pages hereto) for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications identified on Schedule A to the Administrative Agent for the ratable benefit of the Secured Parties.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in such trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

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Very truly yours,

GRANTOR:

DXP Enterprises, Inc.
7272 Pinemont
Houston, TX 77040

DXP ENTERPRISES, INC.

By: [Signature]
Name: Mac McConnell
Title: Senior Vice President, Chief
Financial Officer and Secretary

JURISDICTION OF FORMATION OF
GRANTOR: TEXAS

STATE OF TEXAS:

COUNTY OF Harris:

I, Sandra Bell, a Notary Public for said County and State, do hereby certify that Mac McConnell personally appeared before me this day and stated that he is Senior Vice President, Chief Financial Officer and Secretary of DXP Enterprises, Inc., a Texas corporation and acknowledged on behalf of DXP Enterprises, Inc. the due execution of the foregoing instrument.

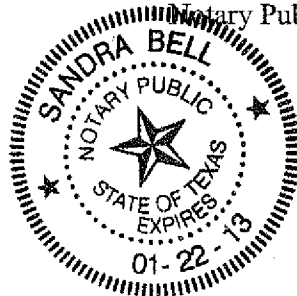
Witness my hand and official seal, this 10th day of July, 2012.

[Signature]

Notary Public

My Commission Expires:

01-22-2013



DXP Enterprises, Inc.
Notice of Grant of Security Interest in Trademarks
Signature Page

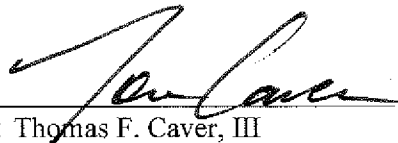
TRADEMARK
REEL: 004825 FRAME: 0838

Acknowledged and accepted:

ADMINISTRATIVE AGENT:

Wells Fargo Bank, National Association
MAC D1109-019
1525 West W.T. Harris Blvd.
Charlotte, NC 28262

**WELLS FARGO BANK,
NATIONAL ASSOCIATION**

By: 
Name: Thomas F. Caver, III
Title: Senior Vice President

**SCHEDULE A
TO
NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

**TRADEMARKS AND
TRADEMARK APPLICATIONS**

Trademark	Owner	Country / U.S. State	App. / Reg. Number	Registration Date
DXP	DXP Enterprises, Inc.	United States	2,459,917	6/12/2001
DXP	DXP Enterprises, Inc.	United States	3,192,023	1/2/2007
DXP	DXP Enterprises, Inc.	United States	3,192,022	1/2/2007
DXP	DXP Enterprises, Inc.	United States	2,283,597	10/5/1999
Innovative Pumping Solutions	DXP Enterprises, Inc.	United States	3,240,671	5/8/2007
SafetyMaster	DXP Enterprises, Inc.	United States	1,740,448	12/15/1992
SEPCO (Texas)	DXP Enterprises, Inc.	United States	58,043	8/12/1998
Smart Source	DXP Enterprises, Inc.	United States	2,405,344	11/21/2000
Smartserv	DXP Enterprises, Inc.	United States	78,602,972	4/6/2005
Smartserv	DXP Enterprises, Inc.	United States	78,602,959	4/6/2005
Smartservice	DXP Enterprises, Inc.	United States	77,060,763	12/9/2006
SafetyMaster	DXP Enterprises, Inc.	United States	85,492,113	12/9/2011
DXP IIP Plus	DXP Enterprises, Inc.	United States	3,903,611	1/11/2011
DXP Supercenter	DXP Enterprises, Inc.	United States	4,102,911	2/21/2012
Vertex Distribution	DXP Enterprises, Inc.	United States	3,187,144	12/19/2006
Zelenda Metric Z	DXP Enterprises, Inc.	United States	2,022,056	12/10/1996
PMC			1,760,993	3/30/1993
	DXP Enterprises, Inc.	United States		
S	DXP Enterprises, Inc.	United States	1,142,129	12/2/1980