

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	Acknowledgement of Security Interest in Trademarks			
<b>CONVEYING PARTY DATA</b>				
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
	Watson Industries, Inc.		12/03/2012	CORPORATION: PENNSYLVANIA
	Watson Standard Company		12/03/2012	CORPORATION: PENNSYLVANIA
	Watson Standard Holdings Inc.		12/03/2012	CORPORATION: DELAWARE
	Watson Standard Adhesives Company		12/03/2012	CORPORATION: PENNSYLVANIA
	Watson Standard Realty Company		12/03/2012	CORPORATION: PENNSYLVANIA
	Watson Standard Industrial Coatings, Inc.		12/03/2012	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>				
<b>Name:</b>	PNC Bank, National Association			
<b>Street Address:</b>	249 Fifth Avenue			
<b>City:</b>	Pittsburgh			
<b>State/Country:</b>	PENNSYLVANIA			
<b>Postal Code:</b>	15222			
<b>Entity Type:</b>	Bank: UNITED STATES			
<b>PROPERTY NUMBERS Total: 3</b>				
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
	Registration Number:	4079261	WATSON STANDARD	
	Registration Number:	4117423	W	
	Registration Number:	3358618	KW268	
<b>CORRESPONDENCE DATA</b>				
<b>Fax Number:</b>	4125621041			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>				
<b>Phone:</b>	412-562-1637			
<b>Email:</b>	vicki.cremonese@bipc.com			

CH \$90.00 4079261

Correspondent Name: Michael L. Dever  
Address Line 1: 301 Grant Street  
Address Line 2: 20th Floor  
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	0011046-302219
NAME OF SUBMITTER:	Michael L. Dever
Signature:	/Michael L. Dever/
Date:	12/04/2012

**Total Attachments: 6**

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**ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS**

December 3, 2012

WHEREAS, each of WATSON INDUSTRIES, INC., a Pennsylvania corporation, WATSON STANDARD COMPANY, a Pennsylvania corporation, WATSON STANDARD HOLDINGS INC., a Delaware corporation, WATSON STANDARD ADHESIVES COMPANY, a Pennsylvania corporation, WATSON STANDARD REALTY COMPANY, a Pennsylvania corporation, and WATSON STANDARD INDUSTRIAL COATINGS, INC., a Pennsylvania corporation (each a "Grantor" and collectively, the "Grantors"), 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 Schedule 1, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, each Grantor has entered into an Amended and Restated Security Agreement, dated as of December 3, 2012, by and between the Grantors and the other grantors from time to time party thereto, and PNC Bank, National Association (the "Bank") (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time in accordance with its terms, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Bank a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including 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 "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to the Bank a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Bank with respect to the 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.

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[SIGNATURE PAGE TO ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS]

IN WITNESS WHEREOF, each Grantor has caused this Acknowledgment of Security Interest in Trademarks to be duly executed by its officer thereunto duly authorized as of the date first written above.

**GRANTORS:**

WATSON INDUSTRIES, INC.

By: H. Knox Watson III  
Name: H. Knox Watson III  
Title: Chairman

By: David Winkler  
Name: David Winkler  
Title: Corporate Secretary & Treasurer

WATSON STANDARD COMPANY

By: H. Knox Watson III  
Name: H. Knox Watson III  
Title: Chairman

By: David Winkler  
Name: David Winkler  
Title: Corporate Secretary & Treasurer

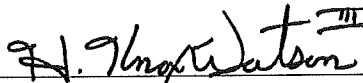
WATSON STANDARD HOLDINGS INC.

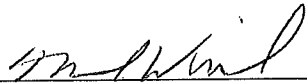
By: H. Knox Watson III  
Name: H. Knox Watson III  
Title: Chairman

By: David Winkler  
Name: David Winkler  
Title: Corporate Secretary & Treasurer

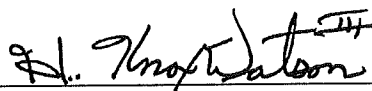
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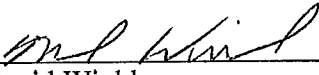
WATSON STANDARD ADHESIVES  
COMPANY

By:   
Name: H. Knox Watson III  
Title: Chairman

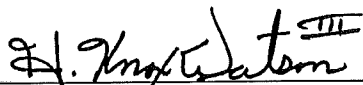
By:   
Name: David Winkler  
Title: Corporate Secretary & Treasurer


WATSON STANDARD REALTY COMPANY

By:   
Name: H. Knox Watson III  
Title: Chairman

By:   
Name: David Winkler  
Title: Corporate Secretary & Treasurer

WATSON STANDARD INDUSTRIAL  
COATINGS, INC.

By:   
Name: H. Knox Watson III  
Title: Chairman and Officer

By:   
Name: David Winkler  
Title: Corporate Secretary & Treasurer

[SIGNATURE PAGE TO ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS]

**ACKNOWLEDGED AND AGREED:**

PNC BANK, NATIONAL ASSOCIATION

By: 

Name: Allison Fromm

Title: Assistant Vice President

**SCHEDULE 1  
TO  
ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS**

**REGISTERED AND UNREGISTERED TRADEMARKS**

WATSON STANDARD trademark

"W" logo trademark for use in Adhesives for General Industrial use in manufacturing and packaging industries, coatings in the nature of surface treatments for general industrial use in the manufacturing and packaging industries and all-purpose lubricants for use in the manufacturing and packaging industries.

The 2 trademarks listed above are owned by Watson Standard Company.

KW268 word mark, owned by Watson Standard Holdings.

ADDENDUM TO SCHEDULE 1  
TO  
ACKNOWLEDGEMENT OF SECURITY INTEREST IN TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
WATSON STANDARD	4,079,261	01-03-2012
W	4,117,423	03-27-2012
KW268	3,358,618	12-25-2007