

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Transfer of security interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OCM FIE, LLC		01/30/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Wilmington Trust		
Street Address:	50 South Sixth Street		
Internal Address:	Suite 1290		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3937645	GREAT EXPECTATIONS TRI-ED CUSTOMER LOYALTY PROGRAM	
Registration Number:	3629983	PRODIGY	
CORRESPONDENCE DATA			
Fax Number:	7044441111		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	704-444-1000		
Email:	elaine.hunt@alston.com		
Correspondent Name:	Andi M. Gervais		
Address Line 1:	Alston & Bird LLP		
Address Line 2:	101 South Tryon Street, Suite 4000		
Address Line 4:	Charlotte, NORTH CAROLINA 28280-4000		
ATTORNEY DOCKET NUMBER:	19614/427872		

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NAME OF SUBMITTER:	Elaine B. Hunt
Signature:	/Elaine B. Hunt/
Date:	01/31/2013
Total Attachments: 3 source=Confirmatory Transfer of Security Interest - Tri-Ed Distribution Inc _1#page1.tif source=Confirmatory Transfer of Security Interest - Tri-Ed Distribution Inc _1#page2.tif source=Confirmatory Transfer of Security Interest - Tri-Ed Distribution Inc _1#page3.tif	

CONFIRMATORY TRANSFER OF SECURITY INTEREST

WHEREAS, TRI-ED DISTRIBUTION INC., a California corporation, 137 Crossways Park Drive, Suite 101, Woodbury, New York, 11797, (hereinafter, "TRI-ED") is the owner of the Trademarks and the corresponding United States Trademark Registrations as shown on the attached Exhibit A (hereinafter, the "TRADEMARKS"); and

WHEREAS, pursuant to a Trademark Security Agreement dated April 4, 2012, OCM FIE, LLC, a Delaware limited liability company with a business address at c/o Oaktree Finance, LLC, 1301 Avenue of the Americas, 34th Floor, New York, NY 10019, (hereinafter, "OCM"), acting as Agent for Lenders identified in the Trademark Security Agreement, was assigned a security interest in the TRADEMARKS, said assignment recorded with the U.S. Patent and Trademark Office at Reel 4776 at Frame 0989; and

WHEREAS, on January 7, 2013, pursuant to a Successor Agent Agreement between WILMINGTON TRUST, NATIONAL ASSOCIATION of 50 South Sixth Street, Suite 1290, Minneapolis, MN 55402, (hereinafter, "WILMINGTON"), OCM, TRI-ED and related companies, OCM resigned as Agent and transferred all of its rights and privileges under the Trademark Security Agreement to WILMINGTON; and

WHEREAS, TRI-ED, OCM and WILMINGTON desire to document the transfer of the security interest in the TRADEMARKS.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, OCM hereby acknowledges and confirms that effective January 7, 2013, OCM transferred and assigned to WILMINGTON the related security interest in the Trademarks as fully and entirely as the same would have been held by OCM had this transfer not been made.

IN WITNESS WHEREOF, OCM, intending to be legally bound, has caused this CONFIRMATORY TRANSFER OF SECURITY INTEREST to be executed as of the 30 day of January, 2013.

OCM FIE, LLC

By: William Casperson
Name: William Casperson
Title: Authorized Signatory

By: Paras Vira
Name: Paras Vira
Title: Authorized Signatory

EXHIBIT A

Mark: PRODIGY

Registration No.: 3,629,983

Registration Date: 06/02/2009

**Mark: GREAT EXPECTATIONS TRI-ED CUSTOMER
LOYALTY PROGRAM & Design**

Registration No.: 3,937,645

Registration Date: 03/29/2011