

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	Amended and Restated Acknowledgement of Security Interest in Trademarks			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Watson Industries, Inc.		05/28/2013	CORPORATION: PENNSYLVANIA
	Watson Standard Company		05/28/2013	CORPORATION: PENNSYLVANIA
	Watson Standard Holdings, LLC	FORMERLY Watson Standard Holdings, Inc.	05/28/2013	LIMITED LIABILITY COMPANY: DELAWARE
	Watson Standard Adhesives Company		05/28/2013	CORPORATION: PENNSYLVANIA
	Watson Standard Realty Company		05/28/2013	CORPORATION: PENNSYLVANIA
	Watson Standard Industrial Coatings, Inc.		05/28/2013	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA				
Name:	PNC Bank, National Association			
Street Address:	249 Fifth Avenue			
City:	Pittsburgh			
State/Country:	PENNSYLVANIA			
Postal Code:	15222			
Entity Type:	Bank: UNITED STATES			
PROPERTY NUMBERS Total: 3				
	Property Type	Number	Word Mark	
	Registration Number:	3358618	KW268	
	Registration Number:	4079261	WATSON STANDARD	
	Registration Number:	4117423	W	
CORRESPONDENCE DATA				
Fax Number:	4125621041			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>				
Phone:	412-562-1637			

CH \$90.00 3358618

Email: vicki.cremonese@bipc.com
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:	05/30/2013

Total Attachments: 6

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**AMENDED AND RESTATED ACKNOWLEDGMENT OF SECURITY INTEREST IN
TRADEMARKS**

May 28, 2013

WHEREAS, each of WATSON INDUSTRIES, INC., a Pennsylvania corporation, WATSON STANDARD COMPANY, a Pennsylvania corporation, WATSON STANDARD HOLDINGS, LLC, a Delaware limited liability company (which entity was formerly known as 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);

WHEREAS, on or about the date hereof, the Grantors requested, and the Bank consented, to the Plan of Conversion of Watson Standard Holdings Inc., a Delaware corporation to Watson Standard Holdings, LLC, a Delaware limited liability company, which Plan of Conversion was filed with the Secretary of State of the State of Delaware on March 15, 2013;

WHEREAS, the parties hereto executed an Acknowledgement of Security Interest in Trademarks dated December 3, 2012 and the parties hereto desire to amend and restate such acknowledgement on the terms set forth herein;

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:

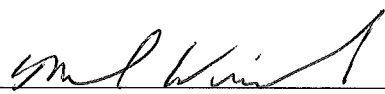
WATSON INDUSTRIES, INC.

By: 
Name: Henry K. Watson, IV
Title: Vice President Corporate Development


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


WATSON STANDARD COMPANY

By: 
Name: Henry K. Watson, IV
Title: Vice President Corporate Development

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


WATSON STANDARD HOLDINGS, LLC


By: 
Name: Henry K. Watson, IV
Title: Vice President Corporate Development

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

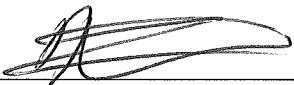
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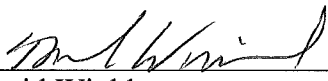
WATSON STANDARD ADHESIVES
COMPANY

By: 
Name: Henry K. Watson, IV
Title: Vice President Corporate Development


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

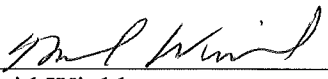
WATSON STANDARD REALTY COMPANY

By: 
Name: Henry K. Watson, IV
Title: Vice President Corporate Development

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

WATSON STANDARD INDUSTRIAL
COATINGS, INC.

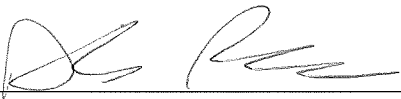
By: 
Name: Henry K. Watson, IV
Title: Vice President Corporate Development

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

[SIGNATURE PAGE TO AMENDED AND RESTATED 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.