

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
Motors & Armatures, Inc.		05/23/2013	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	277 Park Avenue
Internal Address:	22nd Floor, Attn: Scott Troy
City:	New York
State/Country:	NEW YORK
Postal Code:	10172
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3945097	AIRMARS
Registration Number:	4187323	AIRMARS
Serial Number:	85472877	DELIVERING CONFIDENCE
Serial Number:	85472874	DELIVERING CONFIDENCE
Serial Number:	85472872	DELIVERING CONFIDENCE
Serial Number:	85472869	DELIVERING CONFIDENCE
Serial Number:	85472866	DELIVERING CONFIDENCE
Registration Number:	2405401	JARD
Registration Number:	2261774	MARS
Registration Number:	1341799	MARS
Registration Number:	1165304	MARS
Registration Number:	4071027	MARS
Registration Number:	3809285	MARS TECH

OP \$390.00 3945097

Registration Number:	3945098	MARS2
Registration Number:	4172295	MARS2

CORRESPONDENCE DATA

Fax Number: 4045818330
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 404-581-8275
Email: srbrown@jonesday.com
Correspondent Name: Sidney R. Brown, Jones Day
Address Line 1: 1420 Peachtree Street, NE
Address Line 2: Suite 800
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	080461-070021
NAME OF SUBMITTER:	Sidney R. Brown
Signature:	/Sidney R. Brown/
Date:	06/18/2013

Total Attachments: 5
source=JPMorgan Chase Bank Motors & Armatures Notice of Grant of Security Interest in U.S. Trademarks#page1.tif
source=JPMorgan Chase Bank Motors & Armatures Notice of Grant of Security Interest in U.S. Trademarks#page2.tif
source=JPMorgan Chase Bank Motors & Armatures Notice of Grant of Security Interest in U.S. Trademarks#page3.tif
source=JPMorgan Chase Bank Motors & Armatures Notice of Grant of Security Interest in U.S. Trademarks#page4.tif
source=JPMorgan Chase Bank Motors & Armatures Notice of Grant of Security Interest in U.S. Trademarks#page5.tif

NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Pledge and Security Agreement dated as of May 23, 2013 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") by and among MOTORS & ARMATURES, INC. and HEAT CONTROLLER LLC (each a "Borrower" and, collectively, the "Borrowers"), each of the Borrowers' subsidiaries and affiliates party thereto, the financial institutions party thereto from time to time (the "Lenders") and JPMORGAN CHASE BANK, N.A., in its capacity as administrative agent (the "Administrative Agent") for the Lenders, the undersigned have granted to the Administrative Agent, for the benefit of the Lenders, a continuing security interest in and to, and lien upon, all right, title, and interest in the trademarks and trademark applications set forth on Schedule 1 hereto:

The undersigned and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing trademarks may only be terminated in accordance with the terms of the Security Agreement.

[Signatures on following page.]

Very truly yours,

MOTORS & ARMATURES, INC.

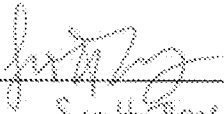
By Edward A Chernoff
Name: Edward A. Chernoff
Title: President

HEAT CONTROLLER LLC

By Edward A Chernoff
Name: Edward A. Chernoff
Title: Chief Executive Officer

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A., as
Administrative Agent

By 
Name: Scott Boy
Title: Vice President

Schedule 1

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

TRADEMARK/TRADEMARK APPLICATION	APPLICATION/ REGISTRATION NUMBER	CURRENT OWNER
COMFORT-AIRE	77/956,599	Heat Controller LLC
COMFORT-AIRE	747,290	Heat Controller LLC
COMFORT-AIRE	718,933	Heat Controller LLC
CENTURY	1,089,611	Heat Controller LLC
GEOLOGIX	85/073,495	Heat Controller LLC
LOOPLOGIX	3,703,290	Heat Controller LLC
INVERTERFLEX	3,928,987	Heat Controller LLC
ASSURANCEPLUS	3,538,210	Heat Controller LLC
PATRIOT 80 PLUS	1,682,816	Heat Controller LLC
CONQUEST 80	1,738,202	Heat Controller LLC
UNI CELL	1,657,300	Heat Controller LLC
ENERGY KNIGHT ENERGY KNIGHT	1,359,086	Heat Controller LLC
AIRMARS	3,945,097	Motors & Armatures, Inc.
AIRMARS (Stylized)	4,187,323	Motors & Armatures, Inc.
DELIVERING CONFIDENCE	85/472,877	Motors & Armatures, Inc.
DELIVERING CONFIDENCE	85/472,874	Motors & Armatures, Inc.
DELIVERING CONFIDENCE	85/472,872	Motors & Armatures, Inc.
DELIVERING CONFIDENCE	85/472,869	Motors & Armatures, Inc.
DELIVERING CONFIDENCE	85/472,866	Motors & Armatures, Inc.
JARD	2,405,401	Motors & Armatures, Inc.
MARS (Stylized)	2,261,774	Motors & Armatures, Inc.
MARS (Stylized)	1,341,799	Motors & Armatures, Inc.
MARS (Stylized)	1,165,304	Motors & Armatures, Inc.
MARS (Stylized)	4,071,027	Motors & Armatures, Inc.
MARS TECH	3,809,285	Motors & Armatures, Inc.

TRADEMARK/TRADEMARK APPLICATION	APPLICATION/ REGISTRATION NUMBER	CURRENT OWNER
MARS2	3,945,098	Motors & Armatures, Inc.
MARS2 (Stylized)	4,172,295	Motors & Armatures, Inc.