

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Trademark Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Total Power Solutions, Inc. f/k/a DB Electrical, Inc.		11/25/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Associated Bank		
Street Address:	330 East Kilbourn Avenue		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	national association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4357534	DB ELECTRICAL	
CORRESPONDENCE DATA			
Fax Number:	4142735198		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	414-273-3500		
Email:	bgilpin@gklaw.com		
Correspondent Name:	Brian G. Gilpin; Godfrey & Kahn, S.C.		
Address Line 1:	780 N. Water Street		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	003612-0043		
NAME OF SUBMITTER:	Brian G. Gilpin		
Signature:	/Brian G. Gilpin/		

Date:

11/26/2013

Total Attachments: 3

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NOTICE OF TRADEMARK SECURITY INTEREST
(FOR RECORDATION PURPOSES)

This Notice of Trademark Security Interest, dated as of November 25, 2013, is made with regard to Winderosa Manufacturing and Distributing Company, USA, Inc., a Maine corporation ("Winderosa"), Arrowhead Electrical Products, Inc., a Delaware corporation ("Arrowhead"), Total Power Solutions, Inc. (f/k/a DB Electrical, Inc.), a Delaware corporation ("Total Power") and Associated Bank, National Association, as Administrative Agent ("Agent"), all having addresses for notice on the attached schedule, and certain lenders.

R E C I T A L S:

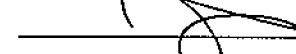
Winderosa, Arrowhead, Total Power and their affiliates, AEP Holdings, Inc. and All Balls Racing, Inc. (collectively, the "Borrowers"), the Agent and the lending financial institutions named therein (the "Lenders") are parties to the Amended and Restated Credit Agreement dated as of August 1, 2012, as amended (as the same may hereafter be further amended, supplemented or restated from time to time, the "Loan Agreement") setting forth the terms on which the Lenders may now or hereafter make certain loans or other financial accommodations to or for the account of the Borrowers. The obligations of the Borrowers are secured by substantially all personal property of the Borrowers, including, without limitation, certain trademarks of Winderosa, Arrowhead and Total Power, pursuant to the terms of the Amended and Restated Security Agreement among the Borrowers and the Agent dated as of August 1, 2012 (as amended, supplemented or restated from time to time, the "Security Agreement").

ACCORDINGLY, in consideration of the mutual covenants contained in the Loan Agreement, and herein, the undersigned gives notice as follows:

Pursuant to the terms of the Security Agreement, Winderosa, Arrowhead and Total Power have granted a security interest in favor of the Lender in and with respect to the entire right, title, and interest in the trademarks identified in the attached schedule (the "Trademarks"), together with the goodwill of the business symbolized by said Trademarks.

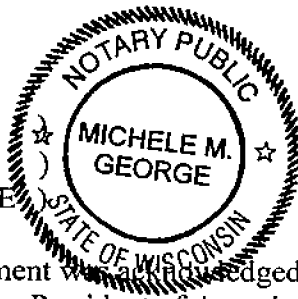
IN WITNESS WHEREOF, the undersigned has executed this Notice of Trademark Security Agreement as of the date written above.

ASSOCIATED BANK, NATIONAL
ASSOCIATION, as Administrative Agent

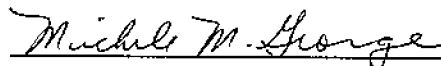
By: 
Daniel Holzhauser, Senior Vice President

STATE OF WISCONSIN

COUNTY OF MILWAUKEE



The foregoing instrument was acknowledged before me this 22nd day of November, 2013, by Daniel Holzhauser, Senior Vice President of Associated Bank, National Association, on behalf of the association.


Notary Public, State of Wisconsin
My commission 10/30/2017

SCHEDULE

UNITED STATES TRADEMARKS

Winderosa Manufacturing and Distributions Company, USA, Inc.

Application/Serial No.	Filing Date/Reg. Date	Mark
3,076,261	4/4/2006	Winderosa

Arrowhead Electrical Products, Inc.

Trademark No.	Issue Date/Application Date	Mark
3,324,192	10/30/2007 4/27/2006	ARROWHEAD ELECTRICAL PRODUCTS, INC.
4,421,684	10/22/2013 3/19/2013	COMPLETE TRACTOR FOR YOUR TOTAL TRACTOR NEEDS
4,417,931	10/15/2013 2/18/2013	ANVIL ENGINE PARTS TOUGHER THAN DIRT
4,417,827	10/15/2013 2/18/2013	DURO SOLID ROLLER CHAIN NEVER A WEAK LINK

Total Power Solutions, Inc

Trademark No.	Issue Date/Application Date	Mark
4,357,534	6/25/2013 10/17/202	DB ELECTRICAL

SCHEDULE
ADDRESSES FOR NOTICES

WINDEROSA MANUFACTURING AND DISTRIBUTION COMPANY, USA, INC.

3787 95th Avenue NE
Suite 250
Blaine, Minnesota 55014

ARROWHEAD ELECTRICAL PRODUCTS, INC.

3787 95th Avenue NE
Suite 250
Blaine, Minnesota 55014

TOTAL POWER SOLUTIONS, INC.

5359 Kingsport Highway
Gray, TN 37615

ASSOCIATED BANK, NATIONAL ASSOCIATION

330 East Kilbourn Avenue
Milwaukee, WI 53202
Attention: Shauna Kilgas
Telephone: (414) 278-1036