TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SHELBY GROUP INTERNATIONAL, INC.		12/16/2013	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	HSBC Bank USA, National Association, as Agent
Street Address:	452 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 113

Property Type	Number	Word Mark
Registration Number:	2100397	ARTIC JACK
Registration Number:	1836875	BEAR KAT
Registration Number:	1446570	BIG JAKE
Registration Number:	1940313	BLACK JACK
Registration Number:	1483140	BLUE BEAST
Registration Number:	2672912	BLUE COAT
Registration Number:	1560638	BLUE GRIT
Registration Number:	1446571	BRONCO
Registration Number:	0200394	BULL'S EYE
Serial Number:	85206562	CHEETAH
Registration Number:	1488220	COMFORT AIR
Registration Number:	2498635	DUOPRENE
Registration Number:	2250374	DISKIT
Registration Number:	2961346	FDP

OP $2840.00 2100397

Registration Number:	1514425	FIREWALL
Registration Number:	2358956	FLEX-TUFF
Registration Number:	3726622	FORCE FLEX
Registration Number:	4071250	G-BLOC
Registration Number:	4385464	HELLKAT
Registration Number:	4206283	HELLION
Registration Number:	1466396	HONEY GRIP
Registration Number:	3723616	INERTIA
Registration Number:	3999577	JUST TRY TO OUTWORK US
Registration Number:	1483141	KODIAK
Registration Number:	3437006	LAW
Registration Number:	3321997	
Registration Number:	4302568	MANTIS
Registration Number:	1577473	MATRIX
Registration Number:	3710397	MAX-LITE
Registration Number:	3999558	MCR SAFETY
Serial Number:	85382556	MEMPHIS COLOR FUSION
Registration Number:	3858298	MEMPHIS HARBOR MASTER
Registration Number:	2302438	NITRISHIELD
Registration Number:	2312213	NITRI SHIELD
Registration Number:	3862061	NITRI SHIELD STEALTH
Registration Number:	0637134	OPTILITE?
Registration Number:	3659271	PLASMA
Registration Number:	2457726	PREDAKNIT
Registration Number:	4302563	REAPER
Registration Number:	2489467	RED BRICK
Registration Number:	2497194	RED BRICK
Registration Number:	0330159	RED HARE
Registration Number:	2716072	RED RAM
Registration Number:	2605730	REDCOAT
Registration Number:	1814792	RIVER CITY
Registration Number:	1816743	RIVER CITY
Registration Number:	3729905	SAFE2BREATHE
Registration Number:	3955649	SAFEWAVES
Registration Number:	3913730	SHELBY

	1603489	SHELBY
Registration Number:	3979400	SHELBY FLEX-POINTS
Registration Number:	4115575	SHELBY KOALA GOLD
Registration Number:	2445227	SIDEKICK
Registration Number:	2347639	STEAMBLOCK
Registration Number:	1477847	STEELCORE
Registration Number:	4143251	SWAGGER
Registration Number:	2574704	THE #1 GLOVE IN FIRE
Registration Number:	1483538	THE CONSOLIDATOR
Registration Number:	2488013	THERMO SOCK
Registration Number:	4043320	TOASTYSEAT
Registration Number:	3512331	TRIBAL
Registration Number:	2615939	ULTRA TECH
Registration Number:	1844150	U.S.SAFETY
Registration Number:	1410662	VIBRA-SORB
Registration Number:	1681284	WHIZBANG
Registration Number:	3797270	XCAVATOR
Registration Number:	3530733	XO SKELETON
Registration Number:	2629183	XTRICATION
Registration Number:	1879139	ADVANTAGE
Registration Number:	2944390	BEAR KAT
Registration Number:	2418001	BLACKJACK
Registration Number:	2727584	CHECKMATE
Registration Number:	1829790	CONTRACTOR
Registration Number:	1560685	CREWS
Registration Number:	2248643	
Registration Number:	2887313	DESPERADO
Registration Number:	2488050	DEUCE
Registration Number:	1901155	DLX
Registration Number:	2316905	DURAMASS
Registration Number:	2394014	DURAMASS AF4
Registration Number:	1546181	ENGINEER
Registration Number:	2036171	EXCALIBUR
Registration Number:	1549948	FOREMAN
Registration Number:	2057878	FROSTBITE

	2897845	HOMBRE
Registration Number:	1531817	INNOVATOR
Registration Number:	2902031	KLONDIKE
Registration Number:	3071807	MCR SAFETY
Registration Number:	1917188	PRODIGY
Registration Number:	3967283	RATTLER
Registration Number:	2406842	RT2
Registration Number:	3101123	RUBICON
Registration Number:	2131417	RX OPTION
Registration Number:	1879140	SLX
Registration Number:	2088160	SNAKESKINS
Registration Number:	2152759	STORM
Registration Number:	2559100	STRATOS
Registration Number:	2249861	TACOMA
Registration Number:	2039507	TAHOE
Registration Number:	2570081	TOMAHAWK
Registration Number:	2607785	TREMOR
Registration Number:	2724864	TRIWEAR
Registration Number:	2019571	VERDICT
Registration Number:	1881338	YUKON
Registration Number:	2528333	ZX
Registration Number:	2583357	CREWS COLLEGIATE COLLECTION
Registration Number:	2801400	CREWS MEDALLION COLLECTION
Registration Number:	2450387	FLASH-PRO
Registration Number:	3130562	MCR SAFETY MEMPHIS GLOVE CREWS RIVER CIT
Registration Number:	2139634	RATTLER
Registration Number:	2120171	SHILOH
Registration Number:	1566860	VISION MASTER
Registration Number:	2660201	WE NEVER LOSE SIGHT OF SAFETY

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: michael.barys@thomsonreuters.com

Correspondent Name: John Salvage

Address Line 1:	4400 Easton Commons Way Suite 125
Address Line 2:	CT Lien Solutions
Address Line 4:	Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
Signature:	/Michael Barys TR/
Date:	12/23/2013

Total Attachments: 7
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, SHELBY GROUP INTERNATIONAL, INC., a Tennessee corporation, having a mailing address at 1255 Schilling Blvd. W., Collierville, Tennessee 38017 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to HSBC BANK USA, NATIONAL ASSOCIATION ("HSBC") and various other financial institutions (together with HSBC, "Lenders") and HSBC as agent for Lenders ("Agent") pursuant to (i) a certain Third Amended and Restated Loan and Security Agreement, dated as of December 13, 2013, among Borrower, Agent, and Lenders and (ii) a certain Amended and Restated Trademark Security Agreement, dated as of December 22, 2011, made by Borrower in favor of Agent (as assignee of RBS Citizens Business Capital, division of RBS Asset Finance Inc., subsidiary of RBS Citizens N.A f/k/a Citizens Leasing Corporation through its division Citizens Business Credit) (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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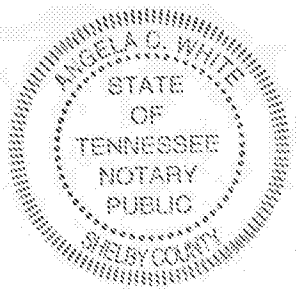
Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 16, 2013

SHELBY GROUP INTERNATIONAL, INC.



Name: Hilliard R. Crews, Jr.
Its: President

HSBC BANK USA, NATIONAL ASSOCIATION, as Agent

Name:
Its:

Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 16, 2013

SHELBY GROUP INTERNATIONAL, INC.

_____

Name: Hilliard R. Crews, Jr.
Its: President

HSBC BANK USA, NATIONAL ASSOCIATION, as Agent

Name: William E. Greene, III
Its: Vice President

Signature Page to Trademark Assignment of Security - 4398475

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 16, 2013, by and between SHELBY GROUP INTERNATIONAL, INC. and HSBC BANK USA, NATIONAL ASSOCIATION.

Trademark	Country of Registration	Registration Number	Registration Date
Artic Jack (and design)	US	2100397	9/23/1997
Bear Kat	US	1836875	5/17/1994
Big Jake	US	1446570	7/7/1987
Black Jack	US	1940313	12/12/1995
Blue Beast	US	1483140	4/5/1988
Blue Coat	US	2672912	1/7/2003
Blue Grit	US	1560638	10/17/1989
Bronco	US	1446571	7/7/1987
Bull's Eye	US	200394	6/30/1925
Cheetah	US	85/206562	
Comfort Air	US	1488220	5/17/1988
Duoprene	US	2498635	10/16/2001
Diskit	US	2250374	6/1/1999
FDP	US	2961346	6/7/2005
Firewall	US	1514425	11/29/1988
Flex-Tuff	US	2358956	6/20/2000
Force Flex	US	3726622	12/15/2009
G-Bloc	US	4071250	12/13/2011
HellKat	US	4385464	8/13/2013
Hellion	US	4206283	9/11/2012
Honey Grip	US	1466396	11/24/1987
Inertia	US	3723616	12/8/2009
Just Try to Outwork us	US	3999577	7/19/2011
Kodiak	US	1483141	4/5/1988
Law	US	3437006	5/27/2008
"Black Line"	US	3321997	10/23/2007
Mantis	US	4302568	3/12/2013
Matrix	US	1577473	1/16/1990
Max Comfort	US		Application filed on 9/24/2013
Maxlite	US	3710397	11/10/2009
MCR Safety and Design	US	3999558	7/19/2011
Memphis Color Fusion	US	85382556	
Memphis Harbor Master	US	3858298	10/5/2010
Nitrishield	US	2302438	12/21/1999

TRADEMARK
REEL: 005181 FRAME: 0190

Nitrishield (and design)	US	2312213	1/25/2000
Nitrishield Stealth	US	3862061	10/12/2010
Optilite	US	0637134	11/13/1956
Plasma	US	3659271	7/21/2009
Predaknit	US	2457726	6/5/2001
Reaper	US	4302563	3/12/2013
Red Brick	US	2489467	9/11/2001
Red Brick (and design)	US	2497194	10/9/2001
Red Hare	US	330159	11/19/1935
Red Ram	US	2716072	5/13/2003
RedCoat	US	2605730	8/6/2002
River City	US	1814792	1/4/1994
River City (stylized)	US	1816743	1/18/1994
Safe2Breathe	US	3729905	12/22/2009
Safewaves	US	3955649	5/3/2011
Shelby	US	3913730	2/1/2011
Shelby (stylized)	US	1603489	6/26/1990
Shelby Flex Points	US	3979400	5/12/2010
Shelby Koala Gold	US	4115575	3/20/2012
Sidekick (and design)	US	2445227	4/17/2001
Steamblock (and design)	US	2347639	5/2/2000
Steelcore	US	1477847	2/23/1988
Swagger	US	4143251	5/15/2012
The #1 Glove in Fire	US	2574704	5/28/2002
The Consolidator	US	1483538	4/5/1988
ThermoSock	US	2488013	9/11/2001
Toasty Seat	US	4043320	10/18/2011
Tribal	US	3512331	10/7/2008
UltraTech	US	2615939	9/3/2002
U.S. Safety	US	1844150	7/12/1994
Vibra-Sorb	US	1410662	9/23/1986
Whizbang	US	1681284	3/31/1992
Xcavator	US	3797270	6/1/2010
XO Skeleton	US	3530733	11/11/2008
Xtrication	US	2629183	10/1/2002

Trademark	**Country**	**Registration Number**	**Registration Date**
Advantage	US	1879139	2/14/1995
Bear Kat	US	2944390	4/26/2005
BlackJack	US	2418001	1/2/2001
Checkmate	US	2727584	6/17/2003
Contractor	US	1829790	4/5/1994
Crews	US	1560685	10/17/1989
Crews Logo	US	2248643	6/1/1999

Desperado	US	2887313	9/21/2004
Deuce	US	2488050	9/11/2001
DLX	US	1901155	6/20/1995
Duramass	US	2316905	2/8/2000
Duramass AF4	US	2394014	10/10/2000
Engineer	US	1546181	7/4/1989
Excalibur	US	2036171	2/4/1997
Foreman	US	1549948	8/1/1989
Frostbite	US	2057878	4/29/1997
Hombre	US	2897845	10/26/2004
Innovator	US	1531817	3/28/1989
Klondike	US	2902031	11/9/2004
MCR Safety	US	3071807	3/21/2006
Prodigy	US	1917188	9/5/1995
Rattler	US	3967283	5/24/2011
RT2	US	2406842	11/21/2000
Rubicon	US	3101123	6/6/2006
RX Option	US	2131417	1/20/1998
SLX	US	1879140	2/14/1995
Snakeskins	US	2088160	8/12/1997
Storm	US	2152759	4/21/1998
Stratos	US	2559100	4/9/2002
Tacoma	US	2249861	6/1/1999
Tahoe	US	2039507	2/18/1997
Tomahawk	US	2570081	5/14/2002
Tremor	US	2607785	8/13/2002
Triwear	US	2724864	6/10/2003
Verdict	US	2019571	11/26/1996
Yukon	US	1881338	2/28/1995
ZX	US	2528333	1/8/2002
Crews Collegiate Collection	US	2583357	6/18/2002
Crews Medallion Collection	US	2801400	12/30/2003
Flash-Pro	US	2450387	5/15/2001
MCR Safety Logo (Flag)	US	3130562	8/15/2006
Rattler	US	2139634	2/24/1998
Shiloh	US	2120171	12/9/1997
Vision Master	US	1566860	11/21/1989
We Never Lose Sight of Safety	US	2660201	12/10/2002