

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DXP Enterprises, Inc.		01/02/2014	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	1525 West W.T. Harris Blvd.		
Internal Address:	MAC D1109-019		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	85814006	THE INDUSTRIAL DISTRIBUTION EXPERTS	
Serial Number:	85813385	SMARTVEND	
Registration Number:	4435215	SMARTAGREEMENT	
Serial Number:	85813348	SMARTSTORE	
Serial Number:	85813372	SMARTBUY	
Registration Number:	4380148	SMARTSOLUTIONS	
Registration Number:	4123052	INTEGRALERT	
CORRESPONDENCE DATA			
Fax Number:	7043738822		
<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) 373-4640		
Email:	bsmith@mcguirewoods.com		
Correspondent Name:	Betty G. Smith, Senior Paralegal		

OP \$190.00 85814006

Address Line 1: McGuireWoods LLP, 201 N. Tryon Street
Address Line 2: Suite 3000
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 2029724-0576

NAME OF SUBMITTER: Betty G. Smith

Signature: /Betty G. Smith/

Date: 01/15/2014

Total Attachments: 4

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Dated as of January 2, 2014

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated US Collateral Agreement dated as of January 2, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Agreement”) among the Grantor (as identified on the signature pages hereto), the other grantors party thereto and the Administrative Agent (as identified on the signature pages hereto) for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications identified on Schedule A to the Administrative Agent for the ratable benefit of the Secured Parties.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in such trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

GRANTOR:

DXP ENTERPRISES, INC.

DXP Enterprises, Inc.
7272 Pinemont
Houston, TX 77040

By: Mac McConnell
Name: Mac McConnell
Title: Senior Vice President, Chief
Financial Officer and Secretary

JURISDICTION OF FORMATION OF
GRANTOR: TEXAS

STATE OF Texas:
COUNTY OF Harris:

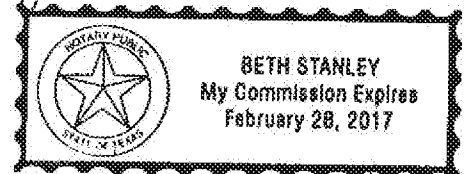
I, Beth Stanley, a Notary Public for said County and State, do hereby
certify that Mac McConnell personally appeared before me this day and stated that he is Senior
Vice President, Chief Financial Officer and Secretary of DXP Enterprises, Inc., a Texas
corporation and acknowledged on behalf of DXP Enterprises, Inc. the due execution of the
foregoing instrument.

Witness my hand and official seal, this 3rd day of January, 2014

Beth Stanley
Notary Public

My Commission Expires:

2/28/17



DXP Enterprises, Inc.
Notice of Grant of Security Interest in Trademarks
Signature Page

TRADEMARK
REEL: 005193 FRAME: 0170

Acknowledged and accepted:

ADMINISTRATIVE AGENT:

Wells Fargo Bank, National Association
MAC D1109-019
1525 West W.T. Harris Blvd.
Charlotte, NC 28262

**WELLS FARGO BANK,
NATIONAL ASSOCIATION**

By: 

Name: Thomas F. Caver, III
Title: Senior Vice President

SCHEDULE A
TO
NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

TRADEMARKS AND
TRADEMARK APPLICATIONS

Trademark	Owner	Country / U.S. State	App. / Reg. Number	Registration Date
THE INDUSTRIAL DISTRIBUTION EXPERTS	DXP Enterprises, Inc.	United States	85/814,006	1/2/2013
SMARTVEND	DXP Enterprises, Inc.	United States	85/813385	12/31/2012
SMARTAGREEMENT	DXP Enterprises, Inc.	United States	4435215	11/19/2013
SMARTSTORE	DXP Enterprises, Inc.	United States	85/813348	12/31/2012
SMARTBUY	DXP Enterprises, Inc.	United States	85/813372	12/31/2012
SMARTSOLUTIONS	DXP Enterprises, Inc.	United States	4380148	8/6/2013
INTEGRALERT	DXP Enterprises, Inc.	United States	4123052	4/3/2012