

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |   |                       |                                      |
|----------------------------------|---|-----------------------|--------------------------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT  |                       |                                      |
| <b>NATURE OF CONVEYANCE:</b>     | Memorandum of Security Interest in Trademarks   |                       |                                      |
| <b>CONVEYING PARTY DATA</b>      |   |                       |                                      |
| <b>Name</b>                      | <b>Formerly</b>   | <b>Execution Date</b> | <b>Entity Type</b>                   |
| Industrial Air Tool L.P., L.L.P. |   | 01/28/2014            | LIMITED LIABILITY PARTNERSHIP: TEXAS |
| <b>RECEIVING PARTY DATA</b>      |   |                       |                                      |
| <b>Name:</b>                     | Keybank National Association, as Assignee   |                       |                                      |
| <b>Street Address:</b>           | 4900 Tiedeman Rd.   |                       |                                      |
| <b>Internal Address:</b>         | Mail Code: OH-01-49-0114  |                       |                                      |
| <b>City:</b>                     | Brooklyn  |                       |                                      |
| <b>State/Country:</b>            | OHIO  |                       |                                      |
| <b>Postal Code:</b>              | 44144   |                       |                                      |
| <b>Entity Type:</b>              | national banking association: UNITED STATES   |                       |                                      |
| <b>PROPERTY NUMBERS Total: 1</b> |   |                       |                                      |
| <b>Property Type</b>             | <b>Number</b>   | <b>Word Mark</b>      |                                      |
| <b>Registration Number:</b>      | 2233465   | INDUSTRIAL AIR TOOL   |                                      |
| <b>CORRESPONDENCE DATA</b>       |   |                       |                                      |
| <b>Fax Number:</b>               | 9192868199  |                       |                                      |
|                                  | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> |                       |                                      |
| <b>Phone:</b>                    | 919 286-8000  |                       |                                      |
| <b>Email:</b>                    | PTO_TMconfirmation@mvalaw.com   |                       |                                      |
| <b>Correspondent Name:</b>       | Moore & Van Allen PLLC  |                       |                                      |
| <b>Address Line 1:</b>           | 430 Davis Drive   |                       |                                      |
| <b>Address Line 2:</b>           | Suite 500   |                       |                                      |
| <b>Address Line 4:</b>           | Morrisville, NORTH CAROLINA 27560   |                       |                                      |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 020445.77 JES   |                       |                                      |
| <b>NAME OF SUBMITTER:</b>        | John E. Slaughter   |                       |                                      |

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|  |                     |
|--|---------------------|
| Signature:   | /John E. Slaughter/ |
| Date:  | 01/28/2014          |
| Total Attachments: 4<br>source=Memorandum of SI in TMS#page1.tif<br>source=Memorandum of SI in TMS#page2.tif<br>source=Memorandum of SI in TMS#page3.tif<br>source=Memorandum of SI in TMS#page4.tif |                     |

## MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Ladies and Gentlemen:

Pursuant to the First Lien Security Agreement, dated as of January 28, 2014 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), INDUSTRIAL AIR TOOL L.P., L.L.P., a Texas limited liability partnership (the "Assignor"), has granted to KEYBANK NATIONAL ASSOCIATION, as administrative agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: January 28, 2014

Very truly yours,

**INDUSTRIAL AIR TOOL L.P., L.L.P.**

By: IATGP, L.L.C., its general partner

By: \_\_\_\_\_

Name: Timothy Gadus

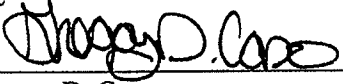
Title: Chief Financial Officer, Vice President and  
Secretary

PROWLER ACQUISITION CORP.  
FIRST LIEN TRADEMARK NOTICE

**TRADEMARK**  
**REEL: 005202 FRAME: 0219**

ACKNOWLEDGED BY:

KEYBANK NATIONAL ASSOCIATION,  
as Assignee

By: 

Name: Gregory D. Caso

Title: Senior Vice President

PROWLER ACQUISITION CORP.  
FIRST LIEN TRADEMARK NOTICE

**TRADEMARK**  
**REEL: 005202 FRAME: 0220**

Exhibit A

**Industrial Air Tool, L.P., L.L.P.**  
(Texas Limited Liability Partnership)

U.S. Trademark

Registered Mark

| Mark                           | Reg. No. | Reg. Date |
|--------------------------------|----------|-----------|
| INDUSTRIAL AIR TOOL and Design | 2233465  | 03/23/99  |