

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM308415

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Tools & Instruments Company LLC		02/05/2014	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association		
Street Address:	800 Nicollet Mall		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4096589	THE SEEKER	
Registration Number:	3637591	WE LOVE TOOLS	
Registration Number:	1222273	GENERAL	
Registration Number:	1653464	GENERAL	
Registration Number:	2170638	GENERAL TOOLS	
Registration Number:	3262382	ULTRATECH TOOL SYSTEM	
Registration Number:	3370221	ULTRATECH	
Registration Number:	1190500	ULTRATEST	
Registration Number:	2051768	MANNIX	
CORRESPONDENCE DATA			
Fax Number:	6123408827		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6124926842		
Email:	ip.docket@dorsey.com		
Correspondent Name:	Jeffrey R. Cadwell, Dorsey & Whitney LLP		
Address Line 1:	50 South Sixth Street		
Address Line 2:	Suite 1500		
Address Line 4:	Minneapolis, MINNESOTA 55402		

CH \$240.00 4096589

ATTORNEY DOCKET NUMBER:	M243588
NAME OF SUBMITTER:	Jeffrey R. Cadwell
SIGNATURE:	/Jeffrey R. Cadwell/
DATE SIGNED:	06/23/2014

Total Attachments: 4

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Confirmatory Grant of Security Interest in Trademarks

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Confirmatory Grant") is made effective as of February 5, 2014, by and from the grantor party hereto (the "Grantor"), to and in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Secured Party") for itself and as administrative agent for the Lenders (as defined in the Credit Agreement referenced below).

WHEREAS, Tools & Instruments Acquisition Corporation, a corporation organized under the laws of the State of New York (to be merged with and into General Tools & Instruments Company LLC, a New York limited liability company) (the "Borrower"), the Secured Party, and the Lenders have entered into a Credit Agreement dated concurrently herewith (as amended, supplemented, extended, restated or otherwise modified from time to time, the "Credit Agreement") pursuant to which the Lenders have agreed, among other things, to extend to the Borrower certain credit accommodations;

WHEREAS, the Grantor has granted security interests to the Secured Party under the Pledge and Security Agreement and Irrevocable Proxy of even date herewith (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A, which are registered or applied for with the United States Patent and Trademark Office;

WHEREAS, the Grantor took assignment of certain of the Trademarks from General Tools Manufacturing Co., Inc. on the same date as this Confirmatory Grant and this Confirmatory Grant shall become effective immediately upon the effectiveness of such assignment; and

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to the Secured Party under the Security Agreement. The rights and remedies of the Secured Party with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. If any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Obligations and (ii) all of the obligations and liabilities of the Guarantors under the Guaranty. Upon the payment in full of all Obligations (other than contingent indemnification obligations, if any), the Secured Party shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor (at the Grantor's

expense) all reasonably requested instruments releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

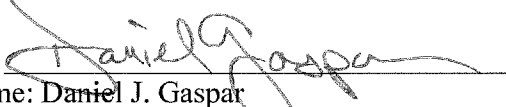
(b) The Grantor hereby grants to the Secured Party a security interest in all of the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor;

(c) Unless and until an Event of Default occurs and is continuing, the Grantor shall retain the legal and equitable title to the Trademarks, and shall have the right to use and register the Trademarks in the ordinary course of the business of the Grantor.

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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.



GENERAL TOOLS & INSTRUMENTS
COMPANY LLC (effective upon the completion of
and after giving effect to the Permitted Merger)

By: 
Name: Daniel J. Gaspar
Title: Vice President, Secretary and Treasurer

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

Exhibit A - SCHEDULE OF TRADEMARKS

United States Trademarks:

MARK	APPLN NO.	FILED	REGN NO.	REGN DATE	STATUS
THE SEEKER	77869722	11/10/09	4096589	2/7/12	Registered
WE LOVE TOOLS	77444720	4/10/08	3637591	6/16/09	Registered
GENERAL	73219516	6/13/79	1222273	1/4/83	Registered
GENERAL 	74033463	2/28/90	1653464	8/19/91	Registered
GENERAL TOOLS	74684311	6/5/95	2170638	7/7/98	Registered
ULTRATECH TOOL SYSTEM 	78582524	3/8/05	3262382	7/10/07	Registered
ULTRATECH	78547103	1/13/05	3370221	1/15/08	Registered
ULTRATEST	73247697	1/25/80	1190500	2/23/82	Registered
MANNIX	74511675	4/12/94	2051768	4/15/97	Registered