

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313101

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HDT EXPEDITIONARY SYSTEMS, INC.		08/05/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BLACKROCK KELSO CAPITAL CORPORATION, AS SECOND LIEN ADMINISTRATIVE AGENT		
Street Address:	40 EAST 52ND STREET		
Internal Address:	C/O BLACK KELSO CAPITAL ADVISORS LLC		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	0940959	HUNTER	
Registration Number:	2843812	CAMFIRE	
Registration Number:	2872339	AIRBEAM BY VERTIGO	
Registration Number:	3434292	BASE-X	
Registration Number:	3434331	BASE-X EXPEDITION SHELTERS	
Registration Number:	3495869	EXPEDITIONARY EXCELLENCE	
Registration Number:	3498529	BASE-X	
Registration Number:	3601658	DEPLOY WITH SPEED. PROTECT WITH STRENGTH	
Registration Number:	3889900	AIRBEAM	
Registration Number:	3966197	NORDIC AIR	
Registration Number:	4147343	THOR	
Registration Number:	4322077	CHEM-X	
Registration Number:	4422579	OPENAIRE	
Registration Number:	4495224	BASE-XPRESS	
Serial Number:	86000623	ARCTIX	
CORRESPONDENCE DATA			
Fax Number:	2123553333		
		TRADEMARK	

OP \$390.00 0940959

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.

Phone: 212-813-8800
Email: NY-TM-Admin@goodwinprocter.com
Correspondent Name: GOODWIN PROCTER LLP/JANIS NICI
Address Line 1: 620 EIGHTH AVENUE
Address Line 4: NEW YORK, NEW YORK 10018

ATTORNEY DOCKET NUMBER:	121155233162
NAME OF SUBMITTER:	JANIS NICI
SIGNATURE:	/JANIS NICI/
DATE SIGNED:	08/06/2014

Total Attachments: 4

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

United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that pursuant to the Second Lien Pledge and Security Agreement dated as of August 5, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and BlackRock Kelso Capital Corporation, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature Pages to Follow]

Very truly yours,

HDT EXPEDITIONARY SYSTEMS, INC.

By: 
Name: Anthony DiLucente
Title: Chief Financial Officer

HDT EXPEDITIONARY SYSTEMS, INC.
SECOND LIEN NOTICE OF SECURITY INTERESTS IN TRADEMARKS

TRADEMARK
REEL: 005337 FRAME: 0916

Acknowledged and Accepted:

BLACKROCK KELSO CAPITAL CORPORATION, as Administrative Agent

By: BlackRock Kelso Capital Advisors LLC, its Investment Advisor

By: 

Name: Michael B. Lazaj

Title: Chief Operating Officer

HDT EXPEDITIONARY SYSTEMS, INC.
SECOND LIEN NOTICE OF SECURITY INTERESTS IN TRADEMARKS

TRADEMARK
REEL: 005337 FRAME: 0917

SCHEDULE 1

HDT Expeditionary Systems, Inc.

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
HUNTER	940959	8/15/72
CAMFIRE	2843812	5/18/04
AIRBEAM BY VERTIGO and Design	2872339	8/10/04
BASE-X	3434292	5/27/08
BASE-X EXPEDITION SHELTERS and Design	3434331	5/27/08
EXPEDITIONARY EXCELLENCE	3495869	9/2/08
BASE-X	3498529	9/9/08
DEPLOY WITH SPEED. PROTECT WITH STRENGTH.	3601658	4/7/09
AIRBEAM	3889900	12/14/10
NORDIC AIR	3966197	5/24/11
THOR	4147343	5/22/12
CHEM-X	4322077	4/16/13
OPENAIRE	4422579	10/22/13
BASE-XPRESS	4495224	3/11/14

Pending Applications

Description	Application No.	Filing Date
ARCTIX	86000623	7/2/13

ACTIVE/74732479.2