

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM317053

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|---|---|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Primaloft, Inc. | | 07/29/2014 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Manufacturers and Traders Trust Company | | |
| Street Address: | 1 M&T Plaza | | |
| Internal Address: | Attn: General Counsel | | |
| City: | Buffalo | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 14203 | | |
| Entity Type: | Banking Corporation: NEW YORK | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 86016298 | PRIMALOFT P | |
| Serial Number: | 86104807 | P PRIMALOFT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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: | (410) 385-5105 | | |
| Email: | jbilo@gebsmith.com | | |
| Correspondent Name: | Jean Sheftic Bilodeau, Esquire | | |
| Address Line 1: | One South Street, Suite 2200 | | |
| Address Line 2: | Gebhardt & Smith LLP | | |
| Address Line 4: | Baltimore, MARYLAND 21202 | | |
| ATTORNEY DOCKET NUMBER: | 30619JSB | | |
| NAME OF SUBMITTER: | Jean Sheftic Bilodeau | | |
| SIGNATURE: | /jsbilodeau/ | | |
| DATE SIGNED: | 09/16/2014 | | |
| Total Attachments: 4 | | | |
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 29, 2014 (as the same may be amended, modified, extended or restated from time to time, the "*Agreement*") by and among the Obligors thereto (each an "*Obligor*" and collectively, the "*Obligors*") and **Manufacturers and Traders Trust Company**, as a "*Secured Party*", whose address is located at 1 M&T Plaza, Buffalo, New York 14203, Attention: General Counsel, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, and hereby grants to the "*Secured Party*" as defined therein a continuing security interest in and to, the trademarks and trademark applications shown below:

TRADEMARK APPLICATIONS

| <u>Application No.</u> | <u>Description of Trademark</u> | <u>Filing Date</u> |
|------------------------|--|--------------------|
| 86016298 | Word mark PRIMALOFT (cl. 17, 22, 23, 24, 25) | 7/22/2013 |
| 86104807 | Word mark PRIMALOFT (Horizontal Logo) | 10/29/2013 |

The Obligors and the Secured Party 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, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

This Notice may be executed in any number of counterparts. Signature pages to this Notice delivered by electronic communication (including facsimile, email, and internet or intranet websites) shall be as effective, valid and enforceable and binding upon the indicated signatories as manually delivered signatures.

[Signature Pages Follow]

Signature Page to Notice of Grant of Security Interest in Trademarks:

Very truly yours,

PRIMALOFT, INC.,
Obligor

By: 
Tom G. Seaver, Chief Financial Officer

Address:
19 British American Blvd.
Latham, New York 12110
Attention: Tom Seaver, CFO

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Secured Party

By: _____
David G. Barkie, Vice President

Signature Page to Notice of Grant of Security Interest in Trademarks:

Very truly yours,

PRIMALOFT, INC.,
Obligor

By: _____
Tom G. Seaver, Chief Financial Officer

Address:
19 British American Blvd.
Latham, New York 12110
Attention: Tom Seaver, CFO

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Secured Party

By: 
David G. Barkie, Vice President