

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SRI Hermetics Inc.		11/13/2014	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	SRI Hermetics, LLC
Street Address:	68 Water Street
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06854
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3728087	CERAMAX

CORRESPONDENCE DATA

Fax Number: 6175236850
Phone: 6175735850
Email: elizabeth.burkhard@hkllaw.com
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.
Correspondent Name: Elizabeth Burkhard/Holland & Knight LLP
Address Line 1: 10 St. James Avenue
Address Line 4: Boston, MASSACHUSETTS 02116

NAME OF SUBMITTER:	Elizabeth R. Burkhard
Signature:	/Elizabeth Burkhard/
Date:	11/18/2014

Total Attachments: 9

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RECEIPT INFORMATION

ETAS ID: TM323474
Receipt Date: 11/18/2014
Fee Amount: \$40

SECRETARY'S CERTIFICATE

SRI HERMETICS, LLC

NOVEMBER __, 2014

I, the undersigned, duly elected and qualified Secretary of SRI Hermetics, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), do hereby certify solely on behalf of the Company and not in my individual capacity, that in such capacity, I am authorized to execute this certificate on behalf of the Company and further hereby certify that:

- (a) This Certificate is furnished separately and pursuant to each of (i) that certain Credit Agreement (including all exhibits and schedules thereto, as the same may be amended, modified and/or restated from time to time, the "Credit Agreement"), dated as of the date hereof, by and among Winchester Electronics Corporation, a Delaware corporation ("Lead Borrower"), Winchester Electronics Intermediate Holding Corporation, a Delaware corporation ("Holdings"), Electrical Specialty Products, LLC, a South Carolina limited liability company ("ESP"), Clements National Company, a Delaware corporation ("Clements"), Winchester SRC Cables Corp., a Delaware corporation ("SRC"), TRU Corporation, a Massachusetts corporation ("TRU"), Winchester Source Technology, LLC, a Delaware limited liability company ("WST", and together with Lead Borrower, ESP, Clements, SRC and TRU, the "Borrowers" and each individually a "Borrower"), the other Guarantors identified therein, the Lenders, and Wilmington Trust, National Association, as administrative agent and as collateral agent and (ii) that certain Credit Agreement (including all exhibits and schedules thereto, as the same may be amended, modified and/or restated from time to time, the "CIT Credit Agreement"), dated as of the date hereof, by and among the Borrowers, the other Guarantors identified therein, the Lenders party thereto, and CIT Finance LLC, as administrative agent and collateral agent. All capitalized terms used but not defined in this Certificate shall have the meanings set forth in the Credit Agreement or the CIT Credit Agreement, as applicable.
- (b) Attached hereto as Exhibit A is a true, correct and complete copy of the Certificate of Formation of the Company as certified by the Secretary of State of the State of Delaware together with all amendments thereto adopted through the date hereof. Except as attached hereto, such Certificate of Formation has not been amended, modified, revoked or rescinded since the date of adoption thereof and is in full force and effect on and as of the date hereof. No actions have been taken by the Company in contemplation of the dissolution of the Company.
- (c) Attached hereto as Exhibit B is a true, correct and complete copy of the limited liability company agreement of the Company as in effect on the date hereof, together with all amendments thereto adopted through the date hereof. Such limited liability company agreement has not been otherwise amended, modified,


revoked or rescinded since the date of adoption thereof and is in full force and effect on and as of the date hereof.

- (d) Attached hereto as Exhibit C is a true, correct and complete copy of the resolutions duly adopted by the Board of Managers of the Company approving and authorizing the execution, delivery and performance of the Credit Agreement, the CIT Credit Agreement and the other Loan Documents and the transactions contemplated thereby. Such resolutions have not been amended, modified, revoked or rescinded since the date of adoption thereof, are in full force and effect on and as of the date hereof and are the only resolutions that have been adopted by the Board of Managers of the Company with respect to the subject matter thereof.
- (e) The persons whose names appear on Exhibit D attached hereto are, on and as of the date hereof, duly elected, qualified and acting officers of the Company occupying the offices set forth opposite their respective names on Exhibit D, and the signatures set forth opposite their respective names are their true and genuine signatures, and each such officer is duly authorized to execute and deliver on behalf of the Company each of the Credit Agreement, the CIT Credit Agreement, the other Loan Documents and each of the related documents to which it is a party and any other agreement, instrument or document to be delivered by the Company pursuant to the Credit Agreement, the CIT Credit Agreement or the other Loan Documents to which it is a party.
- (f) Attached hereto as Exhibit E is a true, accurate and complete copy of a certificate of good standing as received from the Delaware Secretary of State.

* * * * *

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of the date first written above.

SRI HERMETICS, LLC

By: 
Name: Kevin S. Perhamus
Title: Secretary

The undersigned, being the duly elected and qualified Chief Financial Officer and Treasurer of the Company, hereby certifies that Kevin S. Perhamus is the duly elected and qualified Secretary of the Company and that the foregoing signature appearing above his name is his genuine signature.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of the date first written above.

SRI HERMETICS, LLC

By: _____
Name: Richard F. Sowerby
Title: Chief Financial Officer and Treasurer

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of the date first written above.

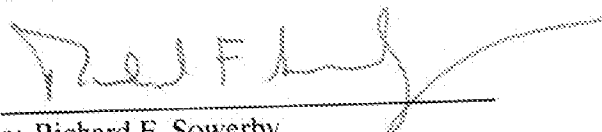
SRI HERMETICS, LLC

By: _____
Name: Kevin S. Perhamus
Title: Secretary

The undersigned, being the duly elected and qualified Chief Financial Officer and Treasurer of the Company, hereby certifies that Kevin S. Perhamus is the duly elected and qualified Secretary of the Company and that the foregoing signature appearing above his name is his genuine signature.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of the date first written above.

SRI HERMETICS, LLC

By: 
Name: Richard F. Sowerby
Title: Chief Financial Officer and Treasurer

SECRETARY'S CERTIFICATE
SRI HERMETICS, LLC

TRADEMARK
REEL: 005402 FRAME: 0926

EXHIBIT A

Certificate of Formation

Attached.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION UNDER THE NAME OF "SRI HERMETICS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SRI HERMETICS INC." TO "SRI HERMETICS, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2014, AT 10:57 O'CLOCK A.M.

5638771 8100V

141404802




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1861217

DATE: 11-13-14

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005402 FRAME: 0928

Delaware

PAGE 2

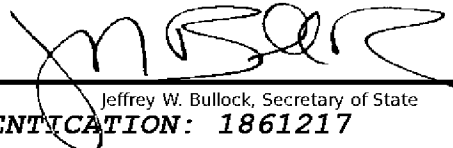
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "SRI HERMETICS, LLC" FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2014, AT 10:57 O'CLOCK A.M.

5638771 8100V

141404802




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1861217

DATE: 11-13-14

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005402 FRAME: 0929

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Florida.
- 2.) The jurisdiction immediately prior to filing this Certificate is Florida.
- 3.) The date the corporation first formed is 12/09/03.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
SRI Hermetics Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is SRI Hermetics, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
11th day of November, A.D. 2014.

By: 
Authorized Person

Name: Edward Taylor, Director
Print or Type

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

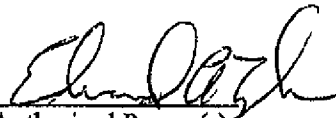
• First: The name of the limited liability company is SRI Hermetics, LLC

• Second: The address of its registered office in the State of Delaware is
1209 Orange Street in the City of Wilmington
Zip Code 19801.

The name of its Registered agent at such address is _____
The Corporation Trust Company

• Third: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this
11th day of November, 2014.

By: 
Authorized Person(s)

Name: Edward Taylor
Typed or Printed