

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM346352

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF A SECURITY INTEREST (TRADEMARKS)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pace Industries, Inc.		06/30/2015	CORPORATION: ARKANSAS
Pace Industries, LLC		06/30/2015	LIMITED LIABILITY COMPANY: DELAWARE
Muskegon Castings Corp.		06/30/2015	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	TCW Asset Management Company, as agent
Street Address:	The John Hancock Tower, 200 Clarendon Street
Internal Address:	51st floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02116
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	72444387	EST
Serial Number:	77503562	PACE INDUSTRIES
Serial Number:	85918403	TRUE NORTH LIGHTING
Serial Number:	85720987	TRUE NORTH LIGHTING
Serial Number:	78266515	
Serial Number:	78266506	PORT CITY GROUP

CORRESPONDENCE DATA

Fax Number: 2125935955

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: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022

TRADEMARK

REEL: 005565 FRAME: 0639

900329474

CH \$165.00 72444387

ATTORNEY DOCKET NUMBER:	059182-0049
NAME OF SUBMITTER:	Scott Kareff (059182-0049)
SIGNATURE:	/kc for sk/
DATE SIGNED:	06/30/2015

Total Attachments: 6

source=Trademark Grant of A Security Interest for Pace Industries, Inc. and others#page1.tif

source=Trademark Grant of A Security Interest for Pace Industries, Inc. and others#page2.tif

source=Trademark Grant of A Security Interest for Pace Industries, Inc. and others#page3.tif

source=Trademark Grant of A Security Interest for Pace Industries, Inc. and others#page4.tif

source=Trademark Grant of A Security Interest for Pace Industries, Inc. and others#page5.tif

source=Trademark Grant of A Security Interest for Pace Industries, Inc. and others#page6.tif

**GRANT OF A SECURITY INTEREST
(TRADEMARKS)**

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of June 30, 2015, by Pace Industries, Inc., an Arkansas corporation ("Pace Inc."), Pace Industries, LLC, a Delaware limited liability company ("Pace LLC") and Muskegon Castings Corp., a Michigan corporation ("Muskegon" and together with Pace Inc. and Pace LLC, each a "Grantor" and together the "Grantors"), in favor of TCW Asset Management Company, as Agent, for the benefit of the Note Holders (as such terms are used in the Security Agreement referred to below) (in such capacity, together with its successors and permitted assigns, the "Grantee").

WHEREAS, the Grantors have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated as of June 30, 2015 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Grantee for the benefit of the Note Holders, a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (as used herein, the "IP Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to the Grantee for the benefit of the Note Holders, a continuing security interest in and to the IP Collateral to secure the prompt payment, performance and observance of the Secured Obligations, and does hereby agree as follows:

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.


This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed

shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.


[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor have caused this Trademark Security Agreement to be duly executed by their respective officers thereunto duly authorized as of the date first set forth above.

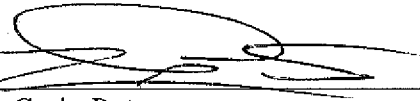
PACE INDUSTRIES, LLC

By: 
Name: W. Craig Potter
Title: CFO

PACE INDUSTRIES, INC.

By: 
Name: W. Craig Potter
Title: CFO



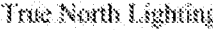
MUSKEGON CASTINGS CORP.,
a Michigan corporation


By: 
Name: W. Craig Potter
Title: Vice President

SCHEDULE A

Trademark Registrations and Applications

Part A. Registered Trademarks:

Grantor	Mark	App. No. / App. Date Reg. No. / Reg. Date Status	Goods and Services / Dates of First Use
PACE INDUSTRIES, LLC	EST	App 72/444387 App 22-DEC-1972 Reg. 978427 Reg. 12-FEB-1974 USPTO Status: Registered USPTO Status Date:	METAL CASTINGS; AND COMPONENTS OF FURNITURE – NAMELY, BASES AND BUSHINGS.
PACE INDUSTRIES, INC.		App 77/503562 App 19-JUN-2008 Reg. 3706346 Reg. 03-NOV-2009 USPTO Status: Registered USPTO Status Date:	MANUFACTURING OF GENERAL PRODUCT LINES IN THE FIELD OF ALUMINUM, MAGNESIUM AND ZINC PRODUCTS, INCLUDING LIGHTING, AUTOMOTIVE, MOTORCYCLES, MAJOR APPLIANCE, MILITARY APPLICATIONS AND OTHER INDUSTRIES, TO THE ORDER AND SPECIFICATIONS OF OTHERS; METAL FABRICATION AND FINISHING SERVICES.
MUSKEGON CASTINGS CORP.		App 85918403 App 30-APR-2013 Reg. 4578457 Reg. 05-AUG-2014 USPTO Status: Registered USPTO Status Date: 05-AUG-2014	INT. CL. 11 LIGHT BULBS; LIGHT DIFFUSERS; LIGHT REFLECTORS; LIGHTING FIXTURES; LIGHTING FIXTURES FOR USE IN PARKING DECKS AND GARAGES; LIGHTING FIXTURES FOR USE IN PARKING LOTS AND WALKWAYS; LIGHTING FIXTURES THAT INTEGRATE NATURAL DAYLIGHT AND FLUORESCENT LIGHTING INTO THE FIXTURE; LIGHTING FIXTURES WITH MOTION DETECTION; WALL LIGHTS First Used: 05-DEC-2012 (IC 11) In Commerce: 05-DEC-2012
MUSKEGON CASTINGS CORP.		App 85720987 App 05-SEP-2012 Reg. 4526470 Reg. 06-MAY-2014 USPTO Status: Registered USPTO Status Date: 06-MAY-2014	INT. CL. 11 LIGHTING FIXTURES FOR USE IN PARKING DECKS AND GARAGES; LIGHTING FIXTURES FOR USE IN PARKING LOTS AND WALKWAYS First Used: 05-DEC-2012 (IC 11) In Commerce: 05-DEC-2012
MUSKEGON CASTINGS CORP.	<i>Design Only</i>	App 78266515 App 24-JUN-2003 Reg. 2912849 Reg. 21-DEC-2004 USPTO Status: Registered and renewed USPTO Status Date: 06-SEP-2014	INT. CL. 40 MANUFACTURER OF ALUMINUM AND ZINC PRODUCTS TO ORDER AND/OR SPECIFICATION OF OTHERS First Used: 01-NOV-2000 (IC 40) In Commerce: 01-NOV-2000

Grantor	Mark	App. No. / App. Date Reg. No. / Reg. Date Status	Goods and Services / Dates of First Use
			
MUSKEGON CASTINGS CORP.	PORT CITY GROUP	App 78266506 App 24-JUN-2003 Reg. 2904892 Reg. 23-NOV-2004 USPTO Status: Registered and renewed USPTO Status Date: 06-SEP-2014	INT. CL. 40 MANUFACTURER OF ALUMINUM AND ZINC PRODUCTS TO ORDER AND/OR SPECIFICATION OF OTHERS First Used: 01-NOV-2000 (IC 40) In Commerce: 01-NOV-2000

Part B. Trademark Applications:

None.