

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM348273

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Riley Power Inc.		05/27/2010	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	135 S. LaSalle St.		
Internal Address:	Mail Code: IL4-135-09-61		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4140130	VS III	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<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:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	3015 CARRINGTON MILL BOULEVARD		
Address Line 2:	SUITE 400		
Address Line 4:	MORRISVILLE, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	017625-4576		
NAME OF SUBMITTER:	John E. Slaughter		
SIGNATURE:	/John E. Slaughter/		
DATE SIGNED:	07/16/2015		
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 Security and Pledge Agreement dated as of May 27, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., 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 shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

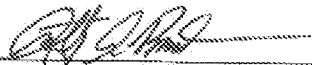
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

The Obligors 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.

Very truly yours,

RILEY POWER INC.

By: 

Name: Anthony A. Brandano

Title: Vice President, Treasurer and Chief
Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: *Renee Marion*
Name: Renee Marion
Title: Assistant Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
RILEY POWER INC.

TRADEMARK
REEL: 005578 FRAME: 0452

Schedule 1

**Riley Power Inc.
(Massachusetts Corporation)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
VS III	4140130	05/08/12