

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM379608

| | | | |
|---|-----------------------------------|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| GEMCOR AUTOMATION, LLC | | 03/31/2016 | Limited Liability Company: DELAWARE |
| AIP/AEROSPACE HOLDINGS, LLC | | 03/31/2016 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | ALLY BANK, as Agent | | |
| Street Address: | 300 Park Avenue, 4th Floor | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10022 | | |
| Entity Type: | Utah State Bank: UTAH | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4477587 | AIP AEROSPACE | |
| Registration Number: | 0639008 | DRIVMATIC | |
| 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> | | | |
| Email: | michael.barys@thomsonreuters.com | | |
| Correspondent Name: | James Murray | | |
| Address Line 1: | 4400 Easton Commons Way Suite 125 | | |
| Address Line 2: | CT Corporation | | |
| Address Line 4: | Columbus, OHIO 43219 | | |
| NAME OF SUBMITTER: | James Murray | | |
| SIGNATURE: | /Michael Barys/ | | |
| DATE SIGNED: | 04/06/2016 | | |
| Total Attachments: 7 | | | |
| source=Ally-AIP Aerospace-Trademark Security Agmt filing with USPTO#page1.tif | | | |
| source=Ally-AIP Aerospace-Trademark Security Agmt filing with USPTO#page2.tif | | | |

OP \$65.00 4477587

source=Ally-AIP Aerospace-Trademark Security Agmt filing with USPTO#page3.tif
source=Ally-AIP Aerospace-Trademark Security Agmt filing with USPTO#page4.tif
source=Ally-AIP Aerospace-Trademark Security Agmt filing with USPTO#page5.tif
source=Ally-AIP Aerospace-Trademark Security Agmt filing with USPTO#page6.tif
source=Ally-AIP Aerospace-Trademark Security Agmt filing with USPTO#page7.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

GEMCOR AUTOMATION, LLC

- Individual(s)
- Partnership
- Corporation- State: _____
- Other LLC
- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) March 31, 2016

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: ALLY BANK, as Agent

Street Address: 300 Park Avenue, 4th Floor

City: New York

State: New York

Country: USA Zip: 10022

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Utah State Bank Citizenship Utah

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Schedule A attached hereto.

B. Trademark Registration No.(s)

See Schedule A attached hereto.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: James Murray

Internal Address: CT Corporation

Street Address: 4400 Easton Commons Way
Suite 125

City: Columbus

State: OH Zip: 43219

Phone Number: 614-280-3566

Docket Number: _____

Email Address: james.murray@wolterskluwer.com

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

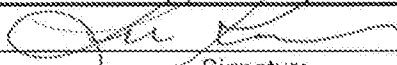
- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

April 5, 2016

Date

Leslie Kirsner

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Page 2

Continuation of the information in Item 1 (Trademark Recordation form cover sheet
GEMCOR AUTOMATION, LLC (conveying party #1)

Name of Additional Conveying Party:

AIP/AEROSPACE HOLDINGS, LLC
Delaware LLC

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

WHEREAS, the undersigned grantors (each a "Grantor" and collectively "Grantors") have adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantors and certain of its affiliates are obligated to Ally Bank ("Ally") and various other financial institutions (collectively, "Lenders") and Ally as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Loan and Security Agreement, dated as of the date hereof, among Agent, Lenders, Grantors and certain other Loan Parties named therein (the "Loan Agreement") and (ii) a certain Trademark Collateral Security Agreement, dated as of November 21, 2013, made by Grantors and certain other Loan Parties named therein in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantors are granting to Agent for its benefit and for the ratable benefit of the Secured Parties (as defined in the Loan Agreement) a security interest in Grantors' Marks, the goodwill of the business symbolized by such Marks, and the registrations and applications therefor.

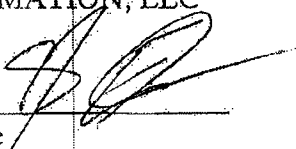
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantors do hereby grant, which grant is and shall be deemed to be one and the same grant as the grant set forth in the Agreements, to Agent for its benefit and for the ratable benefit of the Secured Parties (as defined in the Loan Agreement) a security interest in and to Grantors' Marks, together with the goodwill of the business symbolized by such Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof; provided that no security interest is granted hereunder in any of the items excluded from the definition of "Collateral" contained in the Loan Agreement as set forth in Section 2.7(A) of the Loan Agreement.

Dated: New York, New York
March 31, 2016

[Remainder of Page Intentionally Left Blank; Signature Page to Follow]

Each Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

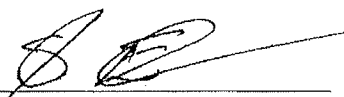
GEMCOR AUTOMATION, LLC

By: 
Name: Stan Edme
Title: Assistant Secretary

[Signature Page to Grant of Security Interest in United States Trademarks]

TRADEMARK
REEL: 005766 FRAME: 0409

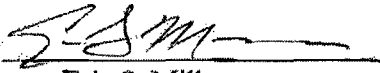
AIP/AEROSPACE HOLDINGS, LLC

By: 
Name: Stan Edme
Title: Vice President

[Signature Page to Grant of Security Interest in United States Trademarks]

TRADEMARK
REEL: 005766 FRAME: 0410

ALLY BANK,
as Agent

By: 
Name: Eric S. Miller
Title: Authorized Signatory

[Signature Page to Grant of Security Interest in United States Trademarks]

TRADEMARK
REEL: 005766 FRAME: 0411

SCHEDULE A

Schedule A to a Grant of Security Interest in United States Trademarks dated March 31, 2016, by and between Grantors and Ally Bank, as Agent.

| Loan Party Name | Title | Registration Date | Registration Number | Serial Number |
|-----------------------------|--------------------------|--------------------------|----------------------------|----------------------|
| AIP/AEROSPACE HOLDINGS, LLC | AIP AEROSPACE and Design | February 4, 2014 | 4477587 | 85955919 |
| GEMCOR AUTOMATION, LLC | DRIVMATIC | December 25, 1956 | 639,008 | 72007982 |

[Schedule A to Grant of Security Interest in United States Trademarks]