

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM436179

| | | | |
|---|-------------------------------|-------------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| PETERSEN-DEAN, INC. | | 06/29/2017 | Corporation: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | ACF FINCO I LP | | |
| Street Address: | 560 White Plains Road | | |
| Internal Address: | Suite 400 | | |
| City: | Tarrytown | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10591 | | |
| Entity Type: | Limited Partnership: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4691503 | SOLAR4AMERICA | |
| Registration Number: | 4296698 | POWER SAVER SERIES | |
| Registration Number: | 4334119 | PETERSENDEAN | |
| Registration Number: | 2297084 | AMERICA'S ROOFING STORE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2138960400 | | |
| <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: | 213-891-5607 | | |
| Email: | crachina@buchalter.com | | |
| Correspondent Name: | Corina Rachina | | |
| Address Line 1: | 1000 Wilshire Blvd. | | |
| Address Line 2: | 12th Floor | | |
| Address Line 4: | Los Angeles, CALIFORNIA 90017 | | |
| NAME OF SUBMITTER: | Corina Rachina | | |
| SIGNATURE: | /s/ Corina Rachina | | |
| DATE SIGNED: | 07/21/2017 | | |
| Total Attachments: 5 | | | |

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

June 29, 2017


The undersigned, whose address is 39300 Civic Center Drive, Suite 300, Fremont, California 94538 (the “**Debtor**”) hereby acknowledges that it has granted to ACF FINCO I LP, a Delaware limited partnership, whose address is 560 White Plains Road, Suite 400, Tarrytown, New York, 10591 (the “**Secured Party**”), a security interest in and to all of the Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “**Trademarks**”), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the “**Patents**”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the “**Copyrights**”), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of June 29, 2017 (the “Agreement”), between the Debtor, Secured Party, and certain other persons from time to time party thereto, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

PETERSEN-DEAN, INC.

By:  _____

Name: James Petersen

Title: Chief Executive Officer

MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

TRADEMARK
REEL: 006116 FRAME: 0667

EXHIBIT A
TRADEMARKS

| NO. | STATUS / LIENS | OWNER | TRADEMARK | SERIAL NO./ REG. NO. | FILE DATE/ REG. DATE |
|-----|-------------------------------------|------------------------|--|----------------------------|-------------------------------|
| 1. | Registered No liens recorded | Petersen-Dean, Inc. |  | 86315291 / 4691503 | 06/19/2014 / 02/24/2015 |
| 2. | Registered No liens recorded | Petersen-Dean, Inc. | POWER SAVER SERIES | 85752844 / 4296698 | 10/12/2012 / 12/20/2012 |
| 3. | Registered No liens recorded | Petersen-Dean, Inc. | PETERSENDEAN | 85710488 / 4334119 | 08/22/2012 / 05/14/2013 |
| 4. | Registered No liens recorded | Petersen-Dean, Inc. | AMERICA'S ROOFING STORE | 75362401 / 2297084 | 09/24/1997 / 11/30/1999 |

EXHIBIT B

PATENTS

| NO. | STATUS / LIENS | OWNER | PATENT | APP. NO./ PATENT. NO. | FILE DATE/ REG. DATE |
|------------|----------------------------------|------------------------|---|--------------------------------------|---|
| 1. | Pending No liens recorded | Petersen-Dean, Inc. | NOTCHED POLYMER ROOFING BATTEN WITH MEASURED DETACHABLE SECTIONS | 15341566 | 11/02/2016 |

None.

EXHIBIT C
COPYRIGHTS

| No | Liens/Status | Owner | Copyright Title | Registration. No. | Date Registered |
|-----------|---------------------|---------------------|---|--------------------------|------------------------|
| 1. | Registered | Petersen-Dean, Inc. | California Energy Commission – New Solar Home Partnership Guidelines and Rebate Summary | TX0008152414 | 12/02/2015 |
| 2. | Registered | Petersen-Dean, Inc. | Electronic Documents, including contact information. | TXu001978235 | 12/02/2015 |
| 3. | Registered | Petersen-Dean, Inc. | Sales, Billing and other information for home builders, customers and employees. | TXu001978236 | 12/02/2015 |

EXHIBIT C

BN 28836502v2

RECORDED: 07/21/2017

TRADEMARK
REEL: 006116 FRAME: 0670