

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM466418

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch		03/19/2018	Bank: SWITZERLAND
RECEIVING PARTY DATA			
Name:	Riverstone V Acquisition Holdings Ltd.		
Street Address:	c/o Intertrust Corporate Services (Cayman) Limited		
Internal Address:	190 Elgin Avenue		
City:	George Town, Grand Cayman		
State/Country:	CAYMAN ISLANDS		
Postal Code:	KY1-9005		
Entity Type:	Limited: CAYMAN ISLANDS		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3862834	GILMORE	
Registration Number:	3862833	GVC	
Registration Number:	3862828	GILMORE	
Registration Number:	2528865	CAC	
Registration Number:	2543748	CAC	
Registration Number:	4109147	ARGUS SUBSEA	
CORRESPONDENCE DATA			
Fax Number:	2123108007		
<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:	212.310.8087		
Email:	juan.arias@weil.com		
Correspondent Name:	Nick Nikic		
Address Line 1:	Weil, Gotshal & Manges LLP		
Address Line 2:	767 Fifth Avenue		
Address Line 4:	New York, NEW YORK 10153		
ATTORNEY DOCKET NUMBER:	Nick Nikic - 70097.0007		
NAME OF SUBMITTER:	Nick Nikic		
SIGNATURE:	/Nick Nikic/		

CH \$165.00 3862834

DATE SIGNED:	03/20/2018
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Total Attachments: 5

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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

This **ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this “**Assignment**”), dated as of March 19, 2018, is by UBS AG, Stamford Branch (individually, “**UBS**”), acting in its capacity as the former administrative agent and collateral agent (in such capacity, the “**Former Agent**”) and Riverstone V Acquisition Holdings Ltd. (individually, “**Riverstone**”) acting in its capacity as the successor administrative agent and collateral agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, reference is made to that certain Second Lien Credit Agreement, dated as of December 22, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “**Credit Agreement**”), by and among, *inter alios*, Proserv US LLC, a Delaware corporation (the “**Borrower**”), Proserv Operations Inc., a Texas corporation (“**Proserv Operations**”), the lenders party thereto (the “**Lenders**”) and the Successor Agent, as administrative agent and collateral agent;

WHEREAS, Proserv Operations, as “Grantor”, and the Former Agent are parties to that certain trademark security agreement, dated as of April 14, 2015 (as the same has been and may hereafter be amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Trademark Security Agreement**”), which was filed with the United States Patent and Trademark Office on April 14, 2015 at Reel 5497, Frame 0195 and which covers certain intellectual property set forth on Exhibit A attached hereto;

WHEREAS, pursuant to that certain resignation letter, dated as of June 27, 2017, from the Former Agent to the Borrower and the Lenders, the Former Agent resigned as administrative agent and collateral agent under the Credit Agreement effective as of July 27, 2017; and

WHEREAS, pursuant to that certain Consent and Second Amendment to Second Lien Credit Agreement, dated as of March 7, 2018, by and among, *inter alios*, the Borrower, Proserv Operations and the Successor Agent, the Successor Agent was appointed as, and accepted the appointment as, the new administrative agent and collateral agent under the Credit Agreement;

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Former Agent hereby assigns and transfers to the Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Trademark Security Agreement.

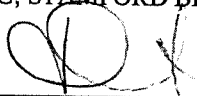
This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.


[Signature pages follow]

IN WITNESS WHEREOF, the Former Agent and Successor Agent have caused this Assignment to be duly executed as of the date first written above.

FORMER AGENT:

UBS AG, STAMFORD BRANCH

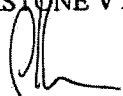
By: 
Name: Darlene Arias
Title: Director

By: 
Name: Craig Pearson
Title: Associate Director

[Signature Page to Assignment of Trademark Security Agreement]

SUCCESSOR AGENT:



RIVERSTONE V ACQUISITION HOLDINGS LTD.



By: 
Name: Peter Haskopoulos
Title: Authorized Person

[Signature Page to Assignment of Trademark Security Agreement]

EXHIBIT A

REGISTERED TRADEMARKS

Registered Trademark	Registration Date	Registration No.
 GILMORE & Design (Stallion Centered)	08/10/10	8893018 (CTM) (Gilmore Valve Company)
	1/14/14	830548041 (Brazil) (Gilmore Valve Company)
	1/14/14	830548009 (Brazil) (Gilmore Valve Company)
	1/14/14	830548149 (Brazil) (Gilmore Valve Company)
	11/29/16	830547975 (Brazil) (Gilmore Valve Company)
	10/19/2010	3862834 (United States) (Proserv Operations, Inc.) (CANCELLED)
	05/31/10	255732 (Norway) (Gilmore Valve Co)
	11/18/10	1189321 (Mexico) (Gilmore Valve Company)
	06/25/10	1165804 (Mexico) (Gilmore Valve Company)
	01/14/11	1196688 (Mexico) (Gilmore Valve Company)
	05/27/10	1160684 (Mexico) (Gilmore Valve Company)
	02/19/10	1,346,528 (Australia) (Gilmore Valve Company)
	12/01/11	TMA813139 (Canada) (Gilmore Valve Company)
	05/21/11	8,119,850 (China) (Gilmore Valve Company)
	05/14/11	8,119,852 (China) (Gilmore Valve Company)
05/14/11	8,119,853 (China) (Gilmore Valve Company)	
 GVC & Design (Stallion)	08/10/10	8894834 (CTM) (Gilmore Valve Company)
	11/26/10	1191369 (Mexico) (Gilmore Valve Company)
	06/25/10	1165805 (Mexico) (Gilmore Valve Company)
	01/14/11	1196689 (Mexico)

		(Gilmore Valve Company)
	05/27/10	1160685 (Mexico) (Gilmore Valve Company)
	10/19/10	3,862,833 (United States) (Proserve Operations, Inc.)
	02/19/10	1,346,567 (Australia) (Gilmore Valve Company)
	06/03/10	255,799 (Norway) (Gilmore Valve Co)
	02/15/12	TMA817701 (Canada) (Gilmore Valve Company)
 Gilmore GILMORE & Design (Stallion running	10/19/10	3,862,828 (United States) (Proserve Operations, Inc.)
	12/06/2016	830548092 (Brazil) (Gilmore Valve Company)
	1/14/2014	930548122 (Brazil) (Gilmore Valve Company)
	1/14/2014	830548076 (Brazil) (Gilmore Valve Company)
	1/14/2014	830548025 (Brazil) (Gilmore Valve Company)
	09/17/09	8,119,846 (China) (Gilmore Valve Company)
	09/17/09	8,119,849 (China) (Gilmore Valve Company)
	09/17/09	8,119,848 (China) (Gilmore Valve Company)
CAC	01/15/2002	2,528,865 (United States) (Proserv Operations, Inc.)
	3/5/2002	2,543,748 (United States) (Proserv Operations, Inc.)
	ARGUS SUBSEA	3/6/2012

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