

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM471826

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	FIRST LIEN TRADEMARK SECURITY AGREEMENT		
<b>SEQUENCE:</b>	1		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AIRXCEL, INC.		04/27/2018	Corporation: DELAWARE
DICOR CORPORATION, INC.		04/27/2018	Corporation: INDIANA
UNITED SHADE, LLC		04/27/2018	Limited Liability Company: INDIANA
VIXEN COMPOSITES, LLC		04/27/2018	Limited Liability Company: INDIANA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Jefferies Finance LLC		
<b>Street Address:</b>	520 Madison Ave		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 43</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2462365	AIRXCEL	
<b>Registration Number:</b>	4689850	COIL COP	
<b>Registration Number:</b>	3946322	AIRXCEL	
<b>Registration Number:</b>	2669045	COMPAC	
<b>Registration Number:</b>	4689851	COIL COP	
<b>Registration Number:</b>	3868130	DYNAPACK	
<b>Registration Number:</b>	2666247	EUBANK	
<b>Registration Number:</b>	2437548	CHILLGRILLE	
<b>Registration Number:</b>	2449759	FANMATE	
<b>Registration Number:</b>	3755669	GREENCUBE	
<b>Registration Number:</b>	4838574	INDUSTRIAL CLIMATE ENGINEERING	
<b>Registration Number:</b>	2422504	HP 2	
<b>Registration Number:</b>	2666481	GREENWHEEL	
<b>Registration Number:</b>	1147999	MACH	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2307010	MACH 3 PLUS
Registration Number:	2307012	MACH 3 P.S.
Registration Number:	2247507	MACH 15
Registration Number:	2728803	MARVAIR
Registration Number:	1571942	MAXXAIR
Registration Number:	2926778	MAXXFAN
Registration Number:	2367462	MINI MACH
Registration Number:	3614207	MAXXAIR
Registration Number:	2238730	ROUGHNECK
Registration Number:	2437016	PARK PAC
Registration Number:	2322957	SEA MACH
Registration Number:	2136634	WINDOW/MAXX
Registration Number:	2330808	TWO TON PLUS HP
Registration Number:	2166083	TURBO/MAXX
Registration Number:	2629646	
Registration Number:	2577012	
Registration Number:	2962639	VERSALOK
Registration Number:	3794192	SMARTWEAVE
Registration Number:	1591916	VERSA LINER
Registration Number:	4421910	SMARTVIEW
Registration Number:	1594221	AIR-GARD
Registration Number:	4421908	SMARTLIFT
Registration Number:	4183737	GATEKEEPER CARGOSCREEN
Registration Number:	4614462	FIBROPLUS
Registration Number:	4614461	FIBROGLOSS
Registration Number:	4614411	VIXEN FRP
Registration Number:	4614410	FIBROFINE
Serial Number:	87304026	CLASSAIRE
Serial Number:	87303994	UNIMAXX

#### **CORRESPONDENCE DATA**

**Fax Number:** 8004947512

*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:** 202-370-4750

**Email:** ipteam@cogencyglobal.com

**Correspondent Name:** MELONY SOT

**Address Line 1:** 1025 VERMONT AVE NW, SUITE 1130

**Address Line 2:** COGENCY GLOBAL INC.

**Address Line 4:** WASHINGTON, D.C. 20005

**TRADEMARK**

**REEL: 006357 FRAME: 0952**

<b>ATTORNEY DOCKET NUMBER:</b>	F176779 TM 1L
<b>NAME OF SUBMITTER:</b>	Alan Delaney
<b>SIGNATURE:</b>	/Alan Delaney/
<b>DATE SIGNED:</b>	04/30/2018

**Total Attachments: 15**

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**FIRST LIEN TRADEMARK SECURITY AGREEMENT**

This FIRST LIEN TRADEMARK SECURITY AGREEMENT is entered into as of April 27, 2018, (this “Agreement”), among each Person listed on the signature pages hereto (each, a “Grantor”) and Jefferies Finance LLC, as collateral agent (in such capacity, the “Collateral Agent”) for the ratable benefit of the Secured Parties (as defined in the Credit Agreement described below).

Reference is made to that certain First Lien Pledge and Security Agreement, dated as of April 27, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the “Security Agreement”), among the Grantors party thereto and the Collateral Agent. The First Lien Lenders (as defined below) have extended credit to the Borrower (as defined in First Lien Credit Agreement, dated as of April 27, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified and in effect on the date hereof, the “Credit Agreement”), among AXL Interim Holdings, Inc., a Delaware corporation, Airxcel, Inc., a Delaware corporation, the lenders from time to time party thereto (the “First Lien Lenders”) and Jefferies Finance LLC, as administrative agent and collateral agent). Consistent with the requirements set forth in Sections 4.01 and 5.12 of the Credit Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

**SECTION 1. Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or the Credit Agreement, as applicable.

**SECTION 2. Grant of Security Interest.** As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does pledge, collaterally assign, mortgage, transfer and grant to the Collateral Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of its right, title or interest in, to or under all Trademarks, including the Trademark registrations and registration applications in the United States Patent and Trademark Office listed on Schedule I hereto but excluding any intent-to-use Trademark application prior to the filing and acceptance of a “Statement of Use”, “Declaration of Use”, “Amendment to Allege Use” or similar notice and/or filing with respect thereto, only to the extent, if any, that, and solely during the period if any, in which, the grant of such security interest may impair the validity or enforceability, or result in the voiding, of such intent-to-use Trademark application or any registration issuing therefrom under applicable Requirements of Law and all proceeds of the foregoing, whether now owned or at any time hereafter acquired by or arising in favor of such Grantor and regardless of where located (collectively, the “IP Collateral”), to the extent the foregoing items constitute Collateral.


**SECTION 3. Security Agreement.** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the IP 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. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

**SECTION 4. Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement  
as of the day and year first above written.

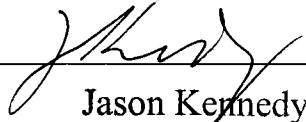
AIRXCEL, INC.  
DICOR CORPORATION, INC.  
UNITED SHADE, LLC  
VIXEN COMPOSITES, LLC

By:   
Name: Debra D. Jones  
Title: Secretary and Treasurer


*[Signature Page to First Lien Trademark Security Agreement]*



**TRADEMARK**  
**REEL: 006357 FRAME: 0955**

JEFFERIES FINANCE LLC, as the  
Administrative Agent


By:   
Name: Jason Kennedy  
Title: Managing Director

**SCHEDULE I****TRADEMARKS**

<b>TM/SN/RN/Disclaimer</b>	<b>Status/Key Dates</b>	<b>Full Goods/Services</b>	<b>Owner</b>
AIRXCEL  SN:75-628049 RN:2,462,365	Renewed June 19, 2011  Int'l Class: 11 First Use: January 29, 2001 Filed: January 26, 1999 Published: November 9, 1999 Registered: June 19, 2001	(Int'l Class: 11) Air conditioners, furnaces, water heaters and gas stoves for recreational vehicles	Airxcel, Inc.
AIRXCEL   SN:85-082767 RN:3,946,322	Registered April 12, 2011  Int'l Class: 11 First Use: May 23, 2007 Int'l Class: 9 First Use: March 8, 2010 Filed: July 12, 2010 Published: December 7, 2010 Allowed: February 1, 2011	(Int'l Class: 9) Thermostats, electronic controls for use with air conditioners and heat pumps (Int'l Class: 11) Air conditioners, furnaces, and heat pumps	Airxcel, Inc.
CHILLGRILLE  SN:75-685388 RN:2,437,548	Renewed March 20, 2011  Int'l Class: 11 First Use: June, 1999 Filed: May 12, 1999 Published: December 28,	(Int'l Class: 11) Vent for vehicle rooftop air conditioner	Airxcel, Inc.

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
	1999 Registered: March 20, 2001		
CLASSAIRE  SN: 87-304026	Pending- Intent to Use Application  Filed: January 17, 2017	(Int'l Class: 11) Air conditioners; Heat pumps	Airxcel, Inc.
COIL COP    SN:86-162366 RN: 4,689,851	Registered: February 17, 2015  Int'l Class: 9 First Use: January 21, 2014 Filed: January 10, 2014 Published: June 10, 2014 Allowed: August 5, 2014	(Int'l Class: 9) Theft deterrent system comprised of electronic alarm circuit, alarm sensors and alarm siren for air conditioners and heat pumps	Airxcel, Inc.
COIL COP and Design    SN:86-162345 RN: 4,689,850	Registered: February 17, 2015  Int'l Class: 9 First Use: January 21, 2014 Filed: January 10, 2014 Published: June 10, 2014 Allowed: August 5, 2014	(Int'l Class: 9) Theft deterrent system comprised of electronic alarm circuit, alarm sensors and alarm siren for air conditioners and heat pumps	Airxcel, Inc.




TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
COMPAC  SN:76-388944 RN:2,669,045	Renewed December 31, 2012  Int'l Class: 11 First Use: April, 1987 Filed: March 28, 2002 Published: October 8, 2002 Registered: December 31, 2002	(Int'l Class: 11) Air conditioners	Airxcel, Inc.
DYNAPACK   SN:77-652268 RN:3,868,130	Registered 8 & 15 March 4, 2016  Int'l Class: 11 First Use: June 24, 2010 Filed: January 19, 2009 Published: May 5, 2009 Allowed: July 28, 2009 Registered October 26, 2010	(Int'l Class: 11) Packaged air conditioner and gas heater for indoor wall-mounting	Airxcel, Inc.
EUBANK RN: 2,666,247	Renewed  Filed: February 4, 2002 Registered: December 24, 2002	(Int'l Class: 11) Heating and air conditioning units and parts therefor sold together as a unit	Airxcel, Inc.
FAN/MATE  SN:75-611755 RN:2,449,759	Renewed May 8, 2011  Int'l Class: 12 First Use: December 17, 1998	(Int'l Class: 12) Vent covers for land vehicles namely recreational vehicles	Airxcel, Inc.

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
	Filed: December 23, 1998 Published: November 23, 1999 Registered: May 8, 2001		
<p>GREENCUBE</p> <p>GREENCUBE</p> <p>SN:77-585938 RN:3,755,669</p>	<p>Registered 8 &amp; 15 April 2, 2015</p> <p>Int'l Class: 11 First Use: October 7, 2009 Filed: October 6, 2008 Published: February 24, 2009 Allowed: May 19, 2009 Registered March 2, 2010</p>	(Int'l Class: 11) Energy recovery ventilators for hvac units	Airxcel, Inc.
<p>GREENWHEEL</p> <p>SN:76-388943 RN:2,666,481</p>	<p>Renewed December 24, 2012</p> <p>Int'l Class: 11 First Use: June, 1993 Filed: March 28, 2002 Published: October 1, 2002 Registered: December 24, 2002</p>	(Int'l Class: 11) Energy recovery ventilator	Airxcel, Inc.
<p>HP 2</p> <p>SN:75-446146 RN:2,422,504</p>	<p>Renewed January 23, 2011</p> <p>Int'l Class: 11 First Use:</p>	(Int'l Class: 11) Rooftop heat pump for vehicles	Airxcel, Inc.

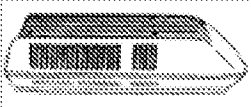
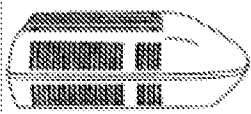
TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
Disclaimer: "HP"	March, 1995 Filed: March 6, 1998 Published: October 31, 2000 Registered: January 23, 2001		
INDUSTRIAL CLIMATE ENGINEERING  INDUSTRIAL CLIMATE ENGINEERING  SN:86-308246 RN: 4,838,574  SUPPLEMENTAL REGISTER	Registered: October 20, 2015  Int'l Class: 11 First Use: January 26, 2015 Filed: June 12, 2014	(Int'l Class: 11) Air conditioners	Airxcel, Inc.
MACH  SN:73-225849 RN:1,147,999	Renewed March 3, 2011  Int'l Class: 11 First Use: May, 1970 Filed: August 2, 1979 Published: December 2, 1980 Registered: March 3, 1981	(Int'l Class: 11) Air conditioners for recreational vehicles	Airxcel, Inc.
MACH 15  SN:75-431680 RN:2,247,507  Disclaimer: "15"	Renewed May 25, 2009  Int'l Class: 11 First Use: October, 1992 Filed: February 10, 1998 Published:	(Int'l Class: 11) Rooftop air conditioners for vehicles	Airxcel, Inc.

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
	March 2, 1999 Registered: May 25, 1999		
MACH 3 P.S.  SN:75-446128 RN:2,307,012	Renewed January 11, 2010  Int'l Class: 11 First Use: May, 1997 Filed: March 6, 1998 Published: October 19, 1999 Registered: January 11, 2000	(Int'l Class: 11) Rooftop air conditioners for vehicles	Airxcel, Inc.
MACH 3 PLUS  SN:75-445176 RN:2,307,010	Renewed January 11, 2010  Int'l Class: 11 First Use: March, 1992 Filed: March 5, 1998 Published: October 19, 1999 Registered: January 11, 2000	(Int'l Class: 11) Rooftop air conditioners for vehicles	Airxcel, Inc.
MARVAIR  SN:76-388942 RN:2,728,803	Renewed June 24, 2013  Int'l Class: 9, 11 First Use: 1975 Filed: March 28, 2002 Published: April 1, 2003 Registered: June 24, 2003	(Int'l Class: 9) Thermostats and electronic controls for use with air conditioners (Int'l Class: 11) Air conditioners and heat pumps	Airxcel, Inc.

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
MAXXAIR  SN:73-790400 RN:1,571,942	Renewed December 19, 2009  Int'l Class: 19 First Use: December 29, 1988 Filed: March 31, 1989 Published: September 26, 1989 Registered: December 19, 1989	(Int'l Class: 19) Plastic static vent units	Airxcel, Inc.
MAXXAIR   SN:76-604179 RN:3,614,207	Registered 8 & 15 August 5, 2014  Int'l Class: 11 First Use: May 31, 1995 Filed: July 26, 2004 Published: February 17, 2009 Registered: May 5, 2009	(Int'l Class: 11) Ventilating fans for land vehicles and sea craft	Airxcel, Inc.
MAXXFAN  SN:76-554636 RN:2,926,778	Renewed February 15, 2015  Int'l Class: 12 First Use: July 15, 2004 Filed: October 9, 2003 Published: May 18, 2004 Allowed: August 10, 2004 Registered: February 15, 2005	(Int'l Class: 12) Environmental control apparatus, namely, air vents for recreational vehicles	Airxcel, Inc.

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
<b>MINI MACH</b>  SN:75-445593 RN:2,367,462  Disclaimer: "MINI"	Renewed July 18, 2010  Int'l Class: 11 First Use: January, 1978 Filed: March 5, 1998 Published: November 30, 1999 Registered: July 18, 2000	(Int'l Class: 11) Rooftop air conditioners for vehicles	Airxcel, Inc.
<b>PARK PAC</b>  SN:76-004886 RN:2,437,016	Renewed March 20, 2011  Int'l Class: 11 First Use: November 17, 1998 Filed: March 20, 2000 Published: December 26, 2000 Registered: March 20, 2001	(Int'l Class: 11) Air conditioner for recreational park trailers	Airxcel, Inc.
<b>ROUGHNECK</b>  SN:75-431681 RN:2,238,730	Renewed April 13, 2009  Int'l Class: 11 First Use: March, 1982 Filed: February 10, 1998 Published: January 19, 1999 Registered: April 13, 1999	(Int'l Class: 11) Rooftop air conditioners for vehicles	Airxcel, Inc.
<b>SEA MACH</b>	Renewed February 28, 2010	(Int'l Class: 11) Marine rooftop air conditioner	Airxcel, Inc.

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
SN:75-445177 RN:2,322,957  Disclaimer: "SEA"	Int'l Class: 11 First Use: January, 1995 Filed: March 5, 1998 Published: December 7, 1999 Registered: February 29, 2000		
TURBO/MAXX  SN:74-600513 RN:2,166,083	Renewed June 16, 2008  Int'l Class: 12 First Use: February 10, 1995 Filed: November 18, 1994 Published: October 17, 1995 Registered: June 16, 1998	(Int'l Class: 12) Air vents for recreational vehicles (rvs)  Abandoning – 8 & 9 deadline is 6/16/18	Airxcel, Inc.
TWO TON PLUS HP  SN:75-445577 RN:2,330,808  Disclaimer: "TWO TON"	Renewed March 21, 2010  Int'l Class: 11 First Use: June, 1997 Filed: March 5, 1998 Published: December 28, 1999 Registered: March 21, 2000	(Int'l Class: 11) Central heat pump for vehicles and mobile homes	Airxcel, Inc.
UNIMAXX  SN: 87-303,994	Pending-  First Use: November 15, 2016 Filed:	(Int'l Class: 12) Replacement vent covers for recreational vehicles and trailers	Airxcel, Inc.

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
	January 17, 2017		
WINDOW/MAXX  SN:75-098454 RN:2,136,634	Renewed February 17, 2008  Int'l Class: 12 First Use: February 9, 1996 Filed: May 3, 1996 Published: March 25, 1997 Registered: February 17, 1998	(Int'l Class: 12) Air vents for windows on land vehicles  Abandoning – 8 & 9 deadline is 2/17/18	Airxcel, Inc.
  SN:75-678722 RN:2,629,646	Renewed Principal Register - Sec. 2(F) October 8, 2012  Int'l Class: 11 First Use: September 20, 1973 Filed: April 9, 1999 Published: July 16, 2002 Registered: October 8, 2002	(Int'l Class: 11) Rooftop air conditioners for vehicles	Airxcel, Inc.
  SN:75-680937 RN:2,577,012	Renewed Principal Register - Sec. 2(F) June 11, 2012  Int'l Class: 11 First Use: February 26, 1973 Filed: April 12, 1999	(Int'l Class: 11) Rooftop air conditioners for vehicles	Airxcel, Inc.



TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
	Published: March 19, 2002 Registered: June 11, 2002		
VERSALOK RN: 2,962,639	Renewed July 25, 2014  Filed: January 7, 2004 Issued: June 14, 2005	(Int'l Class: 12) Hub cover for vehicle wheels	Dicor Corporation, Inc.
AIR-GARD RN: 1,594,221	Renewed: May 1, 2010  Filed: April 3, 1989 Issued: May 1, 1990	(Int'l Class: 17) Air inflation hoses for land vehicle tires for use in facilitating the checking of tire inflation	Dicor Corporation
VERSA LINER RN: 1,591,916	Renewed April 17, 2010  Filed: July 19, 1989 Issued: April 17, 1990	(Int'l Class: 12) Wheel cover liners	Dicor Corporation
SMARTWEAVE RN: 3,794,192	Registered 8 & 15 August 3, 2016  Filed: November 25, 2008 Issued: May 25, 2010	(Int'l Class: 24) Fabrics for the manufacture of window coverings, namely, roller shades, pleated shades, drapes, and curtains	United Shade LLC
SMARTVIEW RN: 4,421,910	Registered  Filed: March 21, 2013 Issued: October 22, 2013	(Int'l Class: 20) Window shades	United Shade LLC
SMARTLIFT RN: 4,421,908	Registered  Filed: March 21,	(Int'l Class: 20) Window shades	United Shade, LLC

TM/SN/RN/Disclaimer	Status/Key Dates	Full Goods/Services	Owner
	2013 Issued: October 22, 2013		
GATEKEEPER CARGOSCREEN RN: 4,183,737	Registered  Filed: May 13, 2010 Issued: July 31, 2012	(Int'l Class: 19) Insect screens not of metal	United Shade, LLC
FIBROGLOSS RN: 4,614,461	Registered  Filed: January 21, 2013 Issued: September 30, 2014	(Int'l Class: 19) Fiberglass and reinforced fiberglass panels for cladding for construction purposes	Vixen Composites, LLC
FIBROPLUS RN: 4,614,462	Registered  Filed: January 21, 2013 Issued: September 30, 2014	(Int'l Class: 19) Fiberglass and reinforced fiberglass panels for cladding for construction purposes	Vixen Composites, LLC
FIBROFINE RN: 4,614,410	Registered  Filed: December 17, 2012 Issued: September 30, 2014	(Int'l Class: 19) Fiberglass and reinforced fiberglass panels for cladding for construction purposes	Vixen Composites, LLC
VIXEN FRP RN: 4,614,411	Registered  Filed: December 17, 2012 Issued: September 30, 2014	(Int'l Class: 19) Fiberglass and reinforced fiberglass panels for cladding for construction purposes	Vixen Composites, LLC