

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM665562

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Republic Fire Protection, Inc.		08/05/2021	Corporation: DELAWARE
FRM&L, LLC		08/05/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	WhiteHorse Capital Management, LLC (as successor in such capacity to Medley Capital LLC)		
Street Address:	1450 Brickell Ave., 31st Floor		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33131		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	6094249	REPUBLIC FIRE PROTECTION	
Registration Number:	5240192		
CORRESPONDENCE DATA			
Fax Number:	7045032622		
<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:	7045032600		
Email:	msheehan@kslaw.com		
Correspondent Name:	King & Spalding LLP		
Address Line 1:	300 S. Tryon St., Ste 1700		
Address Line 2:	Attn: Moira Sheehan		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	20729.515019		
NAME OF SUBMITTER:	Moira Sheehan		
SIGNATURE:	/Moira Sheehan/		
DATE SIGNED:	08/06/2021		
Total Attachments: 6			

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Agreement") made as of this 5th day of August, 2021, by Republic Fire Protection, Inc. a Delaware corporation, FRM&L, LLC, a Delaware limited liability company (each, a "Grantor"), in favor of WhiteHorse Capital Management, LLC (as successor in such capacity to Medley Capital LLC), in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) (herein, "Grantee"):

W I T N E S S E T H

WHEREAS, Grantor, one or more of its affiliates, Grantee and the lenders identified therein are parties to a certain Credit Agreement dated September 1, 2017 (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantor (or one or more affiliates thereof) by Grantee and Lenders;

WHEREAS, pursuant to the terms of a certain Guarantee and Collateral Agreement dated September 1, 2017 among Grantor, one or more of its affiliates and Grantee (as the same may be amended or otherwise modified from time to time, the "Collateral Agreement"), Grantor has granted to Grantee, for the benefit of Secured Parties, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Collateral Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure payment and performance of the Secured Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Collateral Agreement. The Credit Agreement and Collateral Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Collateral Agreement.

2. Grant of Security Interests. To secure the payment and performance of the Secured Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of the other Secured Parties, a Lien on, security interest in, pledge on and right of set-off against any and all of Grantor's right, title and interest in and to the following, whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, such Trademarks; provided, that no Lien or security interest is granted on any "intent to use"

Trademark applications for which a “statement of use” or “amendment to allege use” has not been filed (but only until such statement or amendment is filed); and

(ii) all products, royalties and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with such Trademarks.


3. Governing Law. THIS AGREEMENT AND ALL MATTERS RELATING HERETO OR ARISING THEREFROM (WHETHER SOUNDING IN CONTRACT LAW, TORT LAW OR OTHERWISE), SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES.

4. Counterparts. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. Signatures by facsimile or other electronic communication to this Agreement shall bind the parties to the same extent as would a manually executed counterpart.

[signature page follows]

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

REPUBLIC FIRE PROTECTION, INC.

By: 
Name: Nicolas Brown
Title: President and Treasurer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 007381 FRAME: 0411

FRM&L, LLC

By: 

Name: Nicolas Brown

Title: President and Treasurer

Agent

WHITEHORSE CAPITAL MANAGEMENT, LLC, as

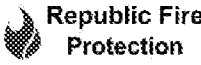

By:  _____

Name: Richard Siegel

Title: Authorized Signatory

SCHEDULE 1

U.S. FEDERAL TRADEMARK REGISTRATIONS

Country/State	Reg. No.	Reg. Date	Trademark	Trademark Image	Owner Name
United States of America	6094249	7/7/2020	REPUBLIC FIRE PROTECTION & Red Flame Design	 Republic Fire Protection	Republic Fire Protection, Inc.
United States of America	5,240,192	07/11/17	The mark consists of a prohibition symbol with a fire flame appearing inside the symbol.		FRM&L, LLC