

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM690727

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Victory Mechanical Holdings, LLC		11/24/2021	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MS CREDIT PARTNERS II GP INC.		
<b>Street Address:</b>	1585 BROADWAY, 39TH FLOOR		
<b>City:</b>	NEW YORK		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2954435	VICTORY HEATING & AIR CONDITIONING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6175269899		
<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>			
<b>Phone:</b>	617.526.9684		
<b>Email:</b>	ypan@proskauer.com		
<b>Correspondent Name:</b>	Yee-Chung Chen		
<b>Address Line 1:</b>	Proskauer Rose LLP		
<b>Address Line 2:</b>	One International Place		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110-2600		
<b>NAME OF SUBMITTER:</b>	Yee-Chung Chen		
<b>SIGNATURE:</b>	/Yee-Chung Chen/		
<b>DATE SIGNED:</b>	11/26/2021		
<b>Total Attachments: 3</b>			
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CH \$40.00 2954435

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

November 24, 2021

Pursuant to the Security Agreement dated as of September 23, 2019 (as amended, modified, supplemented, extended and restated from time to time, the “Security Agreement” – capitalized terms used but not otherwise defined herein have the meanings ascribed therein) by and among the undersigned Grantor, certain of Grantor’s affiliates, MS CREDIT PARTNERS II GP INC., as Term Agent (as defined therein), and each other party thereto, the undersigned Grantor has granted to Term Agent, for the ratable benefit of itself and the Term Lenders, a continuing security interest in such Grantor’s right, title and interest in and to all Trademarks, including the trademark registrations set forth on Schedule 1 attached hereto.

The undersigned Grantor hereby acknowledges and agrees that (i) this notice and the security interest in the trademark registrations set forth on Schedule 1 attached hereto may only be terminated in accordance with the terms of the Security Agreement, (ii) Term Agent’s interest in the trademark registrations set forth on Schedule 1 attached hereto is a security interest and not as an absolute assignment, and (iii) in the event of any conflict between the terms of this notice and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

[Signature Page Follows]

Very truly yours,

**VICTORY MECHANICAL  
HOLDINGS, LLC,**  
a Delaware limited liability company

By: Michael E. Werner  
Name: Michael E. Werner  
Title: Chief Executive Officer

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

**TRADEMARK  
REEL: 007507 FRAME: 0422**

**Schedule 1**

**Victory Mechanical Holdings, LLC  
(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Trademark Registrations**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
Victory Heating & Air Conditioning	2954435	05/24/2005