

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM344191

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sunbelt Transformer, Ltd.		06/10/2015	PARTNERSHIP:
RECEIVING PARTY DATA			
Name:	Cortland Capital Market Services LLC		
Street Address:	225 W. Washington Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4349080		
Registration Number:	4349079	SUNBELT TRANSFORMER	
Registration Number:	4170274		
Registration Number:	4170208	SUNBELT TRANSFORMER	
Registration Number:	4170212	SUNBELT TRANSFORMER	
Registration Number:	3611866	SUNBELT TRANSFORMER	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	rfloren@schiffhardin.com		
Correspondent Name:	Rebecca Floren		
Address Line 1:	233 S. Wacker Drive		
Address Line 2:	Suite 6600		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	31158-0040		
NAME OF SUBMITTER:	Rebecca Floren		
SIGNATURE:	/Rebecca Floren/		
DATE SIGNED:	06/10/2015		

OP \$165.00 4349080

Total Attachments: 5

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NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST GRANTED TO ADMINISTRATIVE AGENT PURSUANT TO OR IN CONNECTION WITH THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE ADMINISTRATIVE AGENT HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE SUBORDINATION AND INTERCREDITOR AGREEMENT DATED AS OF JUNE 10, 2015 (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE "INTERCREDITOR AGREEMENT"), AMONG BMO HARRIS BANK, N.A., AS SENIOR AGENT, AND OAKTREE MEZZANINE FUND IV, L.P., AS JUNIOR CREDITOR. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE TERMS OF THE INTERCREDITOR AGREEMENT SHALL CONTROL.

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of June 10, 2015, by **SUNBELT TRANSFORMER, LTD.**, a Texas limited partnership ("Grantor"), in favor of **CORTLAND CAPITAL MARKET SERVICES LLC**, in its capacity as Collateral Agent for the benefit of the Holders (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated June 10, 2015 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Holders (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Holders, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.


The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the 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.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

SUNBELT TRANSFORMER, LTD.

By: 
Name: Daniel Sweeney
Title: CEO and President

COLLATERAL AGENT:

**CORTLAND CAPITAL MARKET SERVICES
LLC,**
as Collateral Agent

By: 
Name: Emily Ergang Pappas
Title: Associate Counsel

SCHEDULE A

Mark	Application No.	Application Date	Registration No.	Registration Date
Design Only	85643837	6/5/12	4349080	6/11/13
SUNBELT TRANSFORMER	85643718	6/5/12	4349079	6/11/13
Design Only	85317813	5/11/11	4170274	7/10/12
SUNBELT TRANSFORMER	85309966	5/2/11	4170208	7/10/12
SUNBELT TRANSFORMER	85310204	5/2/11	4170212	7/10/12
SUNBELT TRANSFORMER	77570921	9/16/08	3611866	4/28/09

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