

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM511434

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		02/22/2019	Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	101 N. Tryon St., 5th Floor		
Internal Address:	Mail code: NC1-001-05-45		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255-0001		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 62			
Property Type	Number	Word Mark	
Serial Number:	77151778	AMERICA'S FAVORITE DOORS	
Serial Number:	78190013	AMERICA'S FAVORITE GARAGE DOORS	
Serial Number:	78188423	AMERICA'S FAVORITE GARAGE DOORS	
Serial Number:	85104722	ARBOR GROVE	
Serial Number:	78721565	ARTISTRY	
Serial Number:	77683886	ASHFORD	
Serial Number:	78454666	BRILLIANCE	
Serial Number:	77609832	CANYON RIDGE	
Serial Number:	77683898	CARLISLE	
Serial Number:	77683891	CHAUNCEY	
Serial Number:	78816170	CLOPAY	
Serial Number:	78816183	CLOPAY	
Serial Number:	78816588	CLOPAY	
Serial Number:	78816127	CLOPAY	
Serial Number:	74322095	CLOPAY	
Serial Number:	74322109	CLOPAY	
Serial Number:	74322094	CLOPAY	
Serial Number:	74322093	CLOPAY	

OP \$1565.00 77151778

Property Type	Number	Word Mark
Serial Number:	78454655	COACHMAN
Serial Number:	78454671	COACHMAN
Serial Number:	78744635	DESIGNER ETCHINGS
Registration Number:	3554563	ELASTIPRO
Serial Number:	77617635	EVANSTON
Serial Number:	78674367	EXPRESSIONS
Serial Number:	78674379	EXPRESSIONS SERIES
Serial Number:	78375317	EZ-SET
Serial Number:	77861549	FLAGSTONE
Serial Number:	78816496	GALLERY
Serial Number:	77861540	GLENMOOR
Serial Number:	77017464	GRAND HARBOR
Serial Number:	72427888	HOLMES
Serial Number:	76293549	HOLMES GARAGE DOOR COMPANY
Serial Number:	76293548	HOLMES GARAGE DOOR COMPANY
Serial Number:	76255337	HOLMESHELPS
Serial Number:	76255336	HOLMESHELPS
Serial Number:	75014534	IDEAL DOOR
Serial Number:	75014597	IDEAL DOOR
Serial Number:	78688528	IDEAL DOOR
Serial Number:	78688544	IDEAL DOOR
Serial Number:	77683890	KRISTIN
Serial Number:	78721529	LODGEWOOD
Registration Number:	3843193	MICROPRO
Registration Number:	978383	PHENIX
Registration Number:	3180331	PORTFOLIO
Registration Number:	3180332	PORTFOLIO
Registration Number:	1824412	PRO SERIES
Registration Number:	1829560	PRO SERIES
Registration Number:	1824081	PRO SERIES
Registration Number:	3246761	RESERVE
Registration Number:	3894560	ROSELLE
Registration Number:	2779003	SAFE-T-BRACKET
Registration Number:	2689474	SAFE-T-HINGE
Registration Number:	2681947	SAFE-T-ROLLER
Registration Number:	2833020	SAFE-T-SYSTEM
Registration Number:	2681946	SAFE-T-TRACK
Registration Number:	3295136	SETTLERS

Property Type	Number	Word Mark
Registration Number:	3515721	STONE MANOR
Registration Number:	2948001	THE LOOK OF WOOD, THE EASE OF STEEL
Registration Number:	3894561	TRENTON
Registration Number:	3750478	ULTRA-GRAIN
Registration Number:	2319412	WEATHERSTOP
Registration Number:	2196264	WINDCODE

CORRESPONDENCE DATA

Fax Number: 8009144240
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: 800-713-0755
Email: James.Murray@wolterskluwer.com, ecarrera@cahill.com
Correspondent Name: CT Corporation
Address Line 1: 4400 Easton Commons Way
Address Line 2: Suite 125
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
SIGNATURE:	/Elaine Carrera/
DATE SIGNED:	02/25/2019

Total Attachments: 9
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

JPMorgan Chase Bank, N.A.

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) February 22, 2019

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A.

Street Address: 101 N. Tryon St., 5th Floor, Mail code: NC1-001-05-45

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Senior Paralegal

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

62

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature: Elaine Carrera
Signature

February 22, 2019

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**NOTICE OF SUCCESSION OF AGENCY
004526/0332**

This NOTICE OF SUCCESSION OF AGENCY (this "Notice"), dated as of February 22, 2019 (the "Effective Date"), is executed by JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent under the Original Agreements (as defined below) (the "Prior Agent"), and Bank of America, N.A., in its capacity as Administrative Agent under the Current Agreements (as defined below) (the "Successor Agent").

WHEREAS, pursuant to that certain Credit Agreement, dated as of March 18, 2011, by and among Griffon Corporation (the "Borrower"), Prior Agent and certain other parties thereto (the "Original Credit Agreement"), the Prior Agent, Clopay Building Products Company, Inc. (the "Grantor") and certain other parties entered into that certain Guarantee and Collateral Agreement, dated as of March 18, 2011 (as amended, supplemented or otherwise modified prior to the date hereof, the "Original Security Agreement"), and the Prior Agent and the Grantor entered into that certain Grant of Security Interest in Trademark Rights, dated as of March 18, 2011 (the "Trademark Security Agreement"), pursuant to which the Grantor granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on April 21, 2011 at Reel/Frame 004526/0332, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Borrower entered into the Amended and Restated Credit Agreement, dated as of March 28, 2013 (as amended, supplemented or otherwise modified prior to March 13, 2015, the "First Restated Credit Agreement"), with the lenders parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended and restated the Original Credit Agreement;

WHEREAS, the Borrower entered into the Second Amended and Restated Credit Agreement, dated as of March 13, 2015 (as amended, supplemented or otherwise modified prior to March 22, 2016, the "Second Restated Credit Agreement"), with the lenders parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended and restated the First Restated Credit Agreement;

WHEREAS, the Borrower entered into the Third Amended and Restated Credit Agreement, dated as of March 22, 2016 (as amended, supplemented or otherwise modified prior to the date hereof, the "Third Restated Credit Agreement"), and as further amended by the Fifth Amendment (as defined below), the "Current Credit Agreement"; the Current Credit Agreement and the Original Security Agreement are referred to herein as the "Current Agreements"), with the lenders parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended and restated the Original Credit Agreement;

WHEREAS, the Third Restated Credit Agreement was amended by the Fifth Amendment to Third Amended and Restated Credit Agreement, dated as of February 22, 2019 (the "Fifth Amendment"), and in connection with the Fifth Amendment, the Prior Agent, the Successor Agent, the Borrower and certain other parties have entered into that certain Successor Administrative Agent Agreement, dated as of February 22, 2019 (the "Agency Transfer Agreement"), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent;

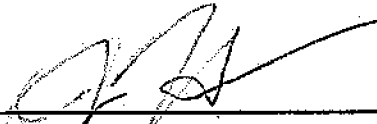
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Agency Transfer Agreement or the Current Credit Agreement, as applicable.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Agency Transfer Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

JPMORGAN CHASE BANK, N.A., as Prior
Agent,

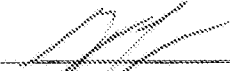
By:  _____

Name: Joon Hur
Executive Director

Title:

[Griffon – IP Notice of Change in Agency (Clipay Building Products – Trademarks)]

BANK OF AMERICA, N.A., as Successor
Agent,

By:  _____

Name: Gavin Shak

Title: Assistant Vice President

[Griffon – IP Notice of Change in Agency (Clopay Building Products – Trademarks)]

TRADEMARK
REEL: 006572 FRAME: 0490

Schedule A

[See attached]

SCHEDULE A

U.S. Trademark Registrations and Applications

Company	Trademark	App. #	Reg. #	Country	Filing Date	Reg. Date
Clopay Building Products Company, Inc.	AMERICA'S FAVORITE DOORS	77/151778	3787761	U.S.	4/9/2007	5/11/2010
Clopay Building Products Company, Inc.	AMERICA'S FAVORITE GARAGE DOORS	78/190013	2864842	U.S.	12/2/2002	7/20/2004
Clopay Building Products Company, Inc.	AMERICA'S FAVORITE GARAGE DOORS	78/188423	2903131	U.S.	11/25/2002	11/16/2004
Clopay Building Products Company, Inc.	ARBOR GROVE	85/104722		U.S.	8/11/2010	
Clopay Building Products Company, Inc.	ARTISTRY	78/721565	3291845	U.S.	9/27/2005	9/11/2007
Clopay Building Products Company, Inc.	ASHFORD	77/683886	3894558	U.S.	3/5/2009	12/21/10
Clopay Building Products Company, Inc.	BRILLIANCE	78/454666	3096656	U.S.	7/22/2004	5/23/2006
Clopay Building Products Company, Inc.	CANYON RIDGE	77/609832	3753128	U.S.		2/23/2010
Clopay Building Products Company, Inc.	CARLISLE	77/683898	3904914	U.S.	3/5/2009	1/11/11
Clopay Building Products Company, Inc.	CHAUNCEY	77/683891		U.S.	3/5/2009	
Clopay Building Products Company, Inc.	CLOPAY	78/816170	3264511	U.S.	2/16/2006	7/17/2007
Clopay Building Products Company, Inc.	CLOPAY	78/816183	3341661	U.S.	2/16/2006	11/20/2007
Clopay Building Products Company, Inc.	CLOPAY	78/816588	3353905	U.S.	2/16/2006	12/11/2007
Clopay Building Products Company, Inc.	CLOPAY	78/816127	3297470	U.S.	2/16/2006	9/25/2007
Clopay Building Products Company, Inc.	CLOPAY	74/322095	1777639	U.S.	10/14/1992	6/22/1993
Clopay Building Products Company, Inc.	CLOPAY	74/322109	1775235	U.S.	10/14/1992	6/8/1993
Clopay Building Products Company, Inc.	CLOPAY & Design	74/322094	1775234	U.S.	10/14/1992	6/8/1993
Clopay Building Products Company, Inc.	CLOPAY & Design	74/322093	1774905	U.S.	10/14/1992	6/8/1993
Clopay Building Products Company, Inc.	COACHMAN	78/454655	3040596	U.S.	7/22/2004	1/10/2006
Clopay Building Products Company, Inc.	COACHMAN & DESIGN	78/454671	3045163	U.S.	7/22/2004	1/17/2006
Clopay Building Products Company, Inc.	DESIGNER ETCHINGS	78/744635	3180264	U.S.	11/1/2005	12/5/2006
Clopay Building Products Company, Inc.	ELASTIPRO		3554563	U.S.		12/30/2008
Clopay Building Products Company, Inc.	EVANSTON	77/617635		U.S.	11/19/2008	
Clopay Building	EXPRESSIONS	78/674367	3403102	U.S.	7/20/2005	3/25/2008

Company	Trademark	App. #	Reg. #	Country	Filing Date	Reg. Date
Products Company, Inc.						
Clopay Building Products Company, Inc.	EXPRESSIONS SERIES Logo	78/674379	3490268	U.S.	7/20/2005	8/19/2008
Clopay Building Products Company, Inc.	EZ-SET	78/375317	2991962	U.S.	2/27/2004	9/6/2005
Clopay Building Products Company, Inc.	FLAGSTONE	77/861549		U.S.	10/30/2009	
Clopay Building Products Company, Inc.	GALLERY	78/816496	3227269	U.S.	2/16/2006	4/10/2007
Clopay Building Products Company, Inc.	GLENMOOR	77/861540		U.S.	10/30/2009	
Clopay Building Products Company, Inc.	GRAND HARBOR	77/017464	3412107	U.S.	10/10/2006	4/15/2008
Clopay Building Products Company, Inc.	HOLMES & Design	72/427888	972165	U.S.	6/21/1972	11/6/1973
Clopay Building Products Company, Inc.	HOLMES GARAGE DOOR COMPANY	76/293549	2653846	U.S.	8/1/2001	11/26/2002
Clopay Building Products Company, Inc.	HOLMES GARAGE DOOR COMPANY	76/293548	2653845	U.S.	8/1/2001	11/26/2002
Clopay Building Products Company, Inc.	HOLMESHELPS	76/255337	2520150	U.S.	5/10/2001	12/18/2001
Clopay Building Products Company, Inc.	HOLMESHELPS & Design	76/255336	2520149	U.S.	5/10/2001	12/18/2001
Clopay Building Products Company, Inc.	IDEAL DOOR	75/014534	2023571	U.S.	11/3/1995	12/17/1996
Clopay Building Products Company, Inc.	IDEAL DOOR	75/014597	2029912	U.S.	11/3/1995	1/14/1997
Clopay Building Products Company, Inc.	IDEAL DOOR & DESIGN	78/688528	3176445	U.S.	8/9/2005	11/28/2006
Clopay Building Products Company, Inc.	IDEAL DOOR & DESIGN	78/688544	3153473	U.S.	8/9/2005	10/10/2006
Clopay Building Products Company, Inc.	KRISTIN	77/683890	3894559	U.S.	3/5/2009	12/21/10
Clopay Building Products Company, Inc.	LODGEWOOD	78/721529	3399628	U.S.	9/27/2005	3/18/2008
Clopay Building Products Company, Inc.	MICROPRO		3843193	U.S.		8/31/2010
Clopay Building Products Company, Inc.	PHENIX	72/412180	978383	U.S.	1/10/1972	2/12/1974
Clopay Building Products Company, Inc.	PORTFOLIO	78/756958	3180331	U.S.	11/18/2005	12/5/2006
Clopay Building Products Company, Inc.	PORTFOLIO	78/757000	3180332	U.S.	11/18/2005	12/5/2006
Clopay Building Products Company, Inc.	PRO SERIES	74/333582	1824412	U.S.	11/23/1992	3/1/1994
Clopay Building Products Company, Inc.	PRO SERIES	74/333583	1829560	U.S.	11/23/1992	4/5/1994
Clopay Building Products Company, Inc.	PRO SERIES	74/333688	1824081	U.S.	11/23/1992	3/1/1994
Clopay Building Products Company, Inc.	RESERVE	78/816544	3246761	U.S.	2/16/2006	5/29/2007
Clopay Building Products Company, Inc.	ROSELLE	77/683893	3894560	U.S.	3/5/2009	12/21/10
Clopay Building	SAFE-T-BRACKET	76/333050	2779003	U.S.	11/1/2001	11/4/2003

Company	Trademark	App. #	Reg. #	Country	Filing Date	Reg. Date
Products Company, Inc.						
Clopay Building Products Company, Inc.	SAFE-T-HINGE	78/083645	2689474	U.S.	9/12/2001	2/18/2003
Clopay Building Products Company, Inc.	SAFE-T-ROLLER	78/083639	2681947	U.S.	9/12/2001	1/28/2003
Clopay Building Products Company, Inc.	SAFE-T-SYSTEM	78/083920	2833020	U.S.	9/14/2001	4/13/2004
Clopay Building Products Company, Inc.	SAFE-T-TRACK	78/083617	2681946	U.S.	9/12/2001	1/28/2003
Clopay Building Products Company, Inc.	SETTLERS	78/721548	3295136	U.S.	9/27/2005	9/18/2007
Clopay Building Products Company, Inc.	STONE MANOR	77/418448	3515721	U.S.	3/11/2008	10/14/2008
Clopay Building Products Company, Inc.	THE LOOK OF WOOD, THE EASE OF STEEL	78/408440	2948001	U.S.	4/27/2004	5/10/2005
Clopay Building Products Company, Inc.	TRENTON	77/683901	3894561	U.S.	3/5/2009	12/21/10
Clopay Building Products Company, Inc.	ULTRA-GRAIN		3750478	U.S.		2/16/2010
Clopay Building Products Company, Inc.	WEATHERSTOP	75/654489	2319412	U.S.	3/5/1999	2/15/2000
Clopay Building Products Company, Inc.	WINDCODE	75/123314	2196264	U.S.	6/21/1996	10/13/1998