

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4615645

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
CONVEYING PARTY DATA	
Name	Execution Date
PENGO CORPORATION, AS GRANTOR	09/26/2017
RECEIVING PARTY DATA	
Name:	KPS CAPITAL FINANCE MANAGEMENT, LLC, AS COLLATERAL AGENT
Street Address:	485 LEXINGTON AVENUE
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10017
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	15583531
Patent Number:	D778967
Patent Number:	D772305
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:	mcastle@paulweiss.com, aspoto@paulweiss.com, dewilliams@paulweiss.com
Correspondent Name:	MATTHEW CASTLE
Address Line 1:	PAUL WEISS RIFKIND WHARTON & GARRISON LLP
Address Line 2:	1285 AVENUE OF THE AMERICAS
Address Line 4:	NEW YORK, NEW YORK 10019-6064
ATTORNEY DOCKET NUMBER:	21096-006
NAME OF SUBMITTER:	MATTHEW CASTLE
SIGNATURE:	/Matthew Castle/
DATE SIGNED:	09/27/2017
Total Attachments: 6	
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Grant of Security Interest in United States Patents and Trademarks

September 26, 2017

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Pengo Corporation, a Delaware corporation (as "Grantor"), having its chief executive office at 2211 York Road, Suite 320, Oak Brook, IL 60523, hereby grants to KPS CAPITAL FINANCE MANAGEMENT, LLC, as Collateral Agent, (the "Grantee"), with offices at 485 Lexington Avenue, New York, New York 10017, a security interest in all of the Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired:

- (i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;
- (ii) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto; and
- (iii) all products and proceeds of the foregoing, including any claim by such Grantor against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or B hereto, or for injury to the goodwill associated with any Trademark or Trademark registration.

THIS GRANT is granted in conjunction with the security interests granted to the Grantee pursuant to the Pledge and Security Agreement among the Grantors, the Grantee and certain other parties dated as of August 16, 2013, as amended, modified or supplemented from time to time (the "Pledge and Security Agreement").

THIS GRANT has been granted in conjunction with the security interest granted to the Grantee under the Pledge and Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

This Grant and any Lien created herein is subject to the lien priority and other provisions set forth in that certain Intercreditor Agreement dated as of August 16, 2013, among PNC Bank, National Association, as ABL Agent, Bank of America, N.A., as Senior Term Credit Agreement Agent and Initial Term Representative, KPS Capital Finance Management, LLC, as Junior Term Credit Agreement Agent, IES Global B.V., International Equipment Solutions, LLC, Paladin Brands Holding, Inc., Crenlo Cab Products, Inc., Emcor Enclosures, Inc. and the other parties named therein, as amended, restated, supplemented or otherwise modified from time to time.

THIS AGREEMENT SHALL BE GOVERNED BY THE INTERNAL LAWS OF THE STATE OF NEW YORK (INCLUDING, WITHOUT LIMITATION, SECTION 5.1401 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK).

This Agreement may be executed in counterparts (by telecopy or other electronic imaging), each of which shall constitute an original, but all of which when taken together shall constitute a single contract.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

PENGO CORPORATION,
as Grantor

By: 

Name: Steve Klyn

Title: Chief Financial Officer, Vice President
and Secretary

[Signature Page to Grant of Security Interest in United States Patents and Trademarks]

PATENT
REEL: 043719 FRAME: 0032

KPS CAPITAL FINANCE MANAGEMENT, LLC,

By: KPS Capital Partners, LP, its sole member

By KPS Capital Partners, LLC, its general partner

By: 

Name: David P. Shapiro

Title: Member


Schedule A to Patent and Trademark Agreement

PATENTS AND PATENT APPLICATIONS

Company	Country	Title	App. No.	Patent No.	App. Date	Patent Date
PENGO Corporation	United States	Adjustable Coupler for Work Implement	15/583,531		05/01/2017	
PENGO Corporation	United States	Step Shank Tooth Holder	29/531,494	D778,967	06/26/2015	02/14/2017
PENGO Corporation	United States	Auger Flight Stabilizer Gusset	29/533,688	D772,305	07/21/2015	11/22/2016

Schedule B to Patent and Trademark Agreement

TRADEMARKS

Company	Country	Trademark	App. No.	Reg. No.	App. Date	Reg. Date
PENGO Corporation	United States - (US)	TRULINE	87/023,214	5,173,049	05/03/2016	03/28/2017
PENGO Corporation	United States - (US)	PC (stylized/design) 	87/356,136		03/02/2017	
PENGO Corporation	United States - (US)	ROCK RIPPER	87/210,491	5,215,538	10/20/2016	05/30/2017
PENGO Corporation	United States - (US)	PENGO	87/356,084		03/02/2017	

PATENT

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RECORDED: 09/27/2017