

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights (previously recorded at Reel 2376 Frame 0633)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Collateral Agent		11/18/2005	National Banking Association:

RECEIVING PARTY DATA

Name:	The Marley Company LLC (formerly known as The Marley Company)
Street Address:	13515 Ballantyne Corporate Place
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28277
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 63

Property Type	Number	Word Mark
Registration Number:	1307921	AG-TECH
Registration Number:	1703086	
Registration Number:	1615590	
Serial Number:	75482019	THE-EMISSION-FAN BY LEADING EDGE
Registration Number:	1193395	THE ENGINEERED FAN
Registration Number:	1807324	ENVIRONMENTAL-AIR-CURTAIN
Registration Number:	1657037	THE-FACTORY-FAN
Registration Number:	1654271	HI-TECH
Registration Number:	1656181	HEAT-DROPPER
Registration Number:	1558920	LEADING EDGE
Registration Number:	1246980	LEADING EDGE
Registration Number:	1944006	LEADING EDGE
Registration Number:	2362686	SMART-TRAC

OP \$1590.00 1307921

Registration Number:	2375059	BIG-FLO
Registration Number:	907952	BLUE WATER
Registration Number:	642066	EXTRACTA
Serial Number:	75931776	MAXXUM
Registration Number:	1205845	NOIZ-LESS
Registration Number:	935909	RED JACKET
Registration Number:	1138592	SST
Registration Number:	2243261	ALUMIPEX
Registration Number:	1774170	
Registration Number:	1538532	H.E.A.T. HYDRONICS EDUCATION AND TRAINING
Registration Number:	669281	MILWAUKEE THERMOFLO
Registration Number:	1113528	T
Registration Number:	1059855	WEIL-MCLAIN
Registration Number:	1692770	WEIL-MCLAIN GOLD
Serial Number:	76190223	WILLIAMSON
Registration Number:	543085	WILLIAMSON
Registration Number:	1171629	PEOPLE MEETING THE CHALLENGE
Registration Number:	1139885	SUNCOMFORT
Registration Number:	1242695	THE CHARLESTON FAN
Registration Number:	1466285	GREAT ROOM
Registration Number:	1967513	GILLESPIE
Registration Number:	1483998	HANG SAFE
Registration Number:	1356457	THE HEAT CYCLER
Registration Number:	1634755	HOME BUILDER
Registration Number:	1484170	LIBERTY COLLECTION
Registration Number:	1429147	LO ZONE
Registration Number:	1183544	MASTER VAC
Registration Number:	1200876	THE MASTER VAC BY FASCO
Registration Number:	1230994	THE OLDE SOUTH FAN
Registration Number:	1155478	THE PARLOUR FAN
Registration Number:	1635863	PORCH FAN
Registration Number:	1236168	POWER CAT
Registration Number:	2002549	ROSETTA
Registration Number:	1220754	SAVANNAH
Registration Number:	1863551	SPARTAN

Registration Number:	1310983	SUPER CAT
Registration Number:	1403029	SWIRLWIND
Registration Number:	903875	TRANSFLO
Registration Number:	1141072	F
Registration Number:	1483268	ULTRA FAN
Registration Number:	1151553	VARI-LOW
Registration Number:	1220758	WORLD'S FAIR
Serial Number:	75754146	SOUTHERN COMFORT
Registration Number:	1093692	BERKO
Registration Number:	1117191	BERKO
Serial Number:	76086319	THERMOFLO
Serial Number:	76086466	THERMOFLO
Serial Number:	76086318	WILLIAMSON
Serial Number:	76086316	WILLIAMSON THERMOFLO
Serial Number:	76151483	ISOTROL

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7698
Email: ksolomon@stblaw.com
Correspondent Name: Mark Solomon, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/0608
NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/
Date:	12/09/2005

Total Attachments: 5
source=2376633_#page1.tif
source=2376633_#page2.tif
source=2376633_#page3.tif
source=2376633_#page4.tif
source=2376633_#page5.tif

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS dated as of November 18, 2005, is made to The Marley Company LLC (formerly known as The Marley Company), a Delaware limited liability company with its principal place of business located at 13515 Ballantyne Corporate Place, Charlotte, North Carolina 28277 (the "Obligor"), from JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), a national banking association, as Collateral Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), parties to the Credit Agreement dated as of October 6, 1998, as amended and restated as of May 24, 2001, as amended and restated as of August 18, 2003 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among SPX Corporation, a Delaware corporation and the parent of the Obligor (the "Parent Borrower"), the Foreign Subsidiary Borrowers party thereto (together with the Parent Borrower, the "Borrowers"), the Lenders, the Agent, and others.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, the Lenders severally agreed to make Loans and other extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Parent Borrower, the Obligor and certain other subsidiaries of the Parent Borrower are parties to the Guarantee and Collateral Agreement, dated as of October 6, 1998, as amended and restated as of May 24, 2001, as amended and restated as of August 18, 2003 (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"), in favor of the Agent for the benefit of the Secured Parties;

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Obligor pledged and granted to the Agent for the benefit of the Secured Parties a continuing security interest in all Intellectual Property, including the Trademarks;

WHEREAS, pursuant to that certain Grant of Security Interest in Trademark Rights dated as of July 10, 2001, among the Agent and Obligor (the "Security Agreement"), Obligor, by reference to the Guarantee and Collateral Agreement, reaffirmed its intent to grant a security interest to the Agent specifically in certain Trademark Collateral (as defined below);

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on October 11, 2001, at Reel 002376 and Frame 0633; and

WHEREAS, the Agent now desires to terminate and release the entirety of its security interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Guarantee and Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Obligor's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). All capitalized terms used but not defined herein shall have the meaning provided by reference in the Guarantee and Collateral Agreement and the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges, and to the extent an Event of Default has occurred and is continuing, reconveys and reassigns, its security interest in, and right of setoff against, the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect and record the release of the security interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A. (formerly known as The Chase Manhattan Bank)

By: Marian N Schulman

Name:

Title: **MARIAN N. SCHULMAN**
Managing Director

[Signature Page to Termination and Release]

Schedule A

Trademark Registration

Trademark Number	Trademark
1,307,921	AG-TECH
1,703,086	Design
1,615,590	Design
75/482019	THE EMISSION FAN...
1,193,395	THE ENGINEERED FAN
1,807,324	ENVIRONMENTAL...
1,657,037	THE FACTORY-FAN
1,654,271	HIGH-TECH
1,656,181	HEAT-DROPPER
1,558,920	LEADING EDGE
1,246,980	LEADING EDGE
1,944,006	LEADING EDGE
2,362,686	SMART-TRAC
2375059	BIG-FLO
907,952	BLUE WATER
642066	EXTRACTA
76151483 ITU	ISOTROL
75/931,776	MAXXUM
1,205,845	NOIZLESS
935,909	RED JACKET
1,138,592	SST
2243261	ALUMIPEX
1774170	Design
1,538,532	H.E.A.T. Hydronics
669,281	Milwaukee Thermoflow
1113528	T
1,059,855	WEIL-MCLAIN
1692770	WEIL-MCLAIN GOLD
76/190,223	WILLIAMSON
543,085	WILLIAMSON
1,171,629	PEOPLE MEETING...
1,139,885	SUNCOMFORT
1,242,695	THE CHARLESTON FAN
1,466,285	GREAT ROOM
1,967,513	GILLESPIE
1,483,998	HANG SAFE
1,356,457	THE HEAT CYCLER
1,634,755	HOME BUILDER
1,484,170	LIBERTY COLLECTION
1,429,147	LO ZONE
1,183,544	MASTER VAC
1,200,876	THE MASTER VAC...

Schedule A

1,230,994	THE OLDE SOUTH FAN
1,155,478	THE PARLOUR FAN
1,635,863	PORCH FAN AND DESIGN
1,236,168	POWER CAT
2,002,549	ROSETTA
1,220,754	SAVANNAH
1,863,551	SPARTAN
1,310,983	SUPER CAT
1,403,029	SWIRLWIND
903,875	TRANSFLO
1,141,072	TRIANGEL "F" DESIGN
1,483,268	ULTRA FAN
1,151,553	VARI-LOW
1,220,758	WORLD'S FAIR

Trademark Registration

<u>Trademark Number</u>	<u>Trademark</u>
75/754,146ITU	SOUTHERN COMFORT

Trademark Registration

<u>Trademark Number</u>	<u>Trademark</u>
1,093,692	Berko
1,117,191	Berko + design

Trademark Registration

<u>Trademark Number</u>	<u>Trademark</u>
76/086,319ITU	Thermostat
76/086,466ITU	Thermostat + design
76/086,318ITU	Williamson + design
76/086,316ITU	Williamson Thermostat