

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 2380 Frame 0522)

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-Wylain Company
Street Address:	13515 Ballantyne Corporate Place
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28277
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	1455134	FAHRENHEAT
Registration Number:	1446241	FAHRENHEAT
Registration Number:	1292073	KENSINGTON HEATING PRODUCTS
Registration Number:	1143250	ASPIRATOR-ASSIST
Registration Number:	797139	
Registration Number:	797025	
Registration Number:	799453	
Registration Number:	1179859	QUICK-SET
Registration Number:	830117	RED JACKET
Registration Number:	1155361	RED JACKET
Registration Number:	814941	SPEE-D-FILLER
Registration Number:	1453124	QMARK
Registration Number:	1447356	Q MARK

OP \$415.00 1455134

Registration Number:	1190595	SOLRAY
Registration Number:	1285936	VHE
Registration Number:	775833	W-M

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: 4
source=2380522_#page1.tif
source=2380522_#page2.tif
source=2380522_#page3.tif
source=2380522_#page4.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-Wylain Company, a Delaware corporation 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 002380 and Frame 0522; 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: 
Name:
Title: **MARIAN N. SCHULMAN**
Managing Director

[Signature Page to Termination and Release]

TRADEMARK
REEL: 003208 FRAME: 0018

Schedule A

Trademark Registration

<u>Trademark Number</u>	<u>Trademark</u>
1,455,134	FAHRENHEAT + Des.
1,446,241	FAHRENHEAT
1,292,073	KENSINGTON
1,143,250	ASPIRATOR-ASSIST
797,139	DESIGN
797,025	DESIGN
799,453	DESIGN
1,179,859	QUICK-SET
830,117	RED JACKET
1,155,361	RED JACKET
814,941	SPEE-D-FILLER
1,453,124	Q MARK + Design
1,447,356	Q MARK
1190595	SOLRAY
1,285,936	VHE
0,775,833	W-M + Design

509265-0608-02942-NY03.2098509.4