

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest recorded at Reel/Frame 3960/0484		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FRS Group, LP		06/07/2010	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	BMO Capital Markets Financing, Inc.		
Street Address:	115 South LaSalle Street, 18W		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	CORPORATION: DELAWARE		
Name:	Bank of Montreal		
Street Address:	115 South LaSalle Street, 18W		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3085173	GEN2	
Registration Number:	3408823	FLUOROPERM	
CORRESPONDENCE DATA			
Fax Number:	(312)862-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-862-6371		
Email:	renee.prescan@kirkland.com		
Correspondent Name:	Renee Prescan		

CH \$65.00 3085173

900164412

**TRADEMARK
 REEL: 004223 FRAME: 0199**

Address Line 1: 300 North LaSalle Street
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER: 23987-2 RMP

NAME OF SUBMITTER: Renee M. Prescan

Signature: /Renee M. Prescan/

Date: 06/11/2010

Total Attachments: 5
source=FRS_Assgmt of TM 2009 Sec Int#page1.tif
source=FRS_Assgmt of TM 2009 Sec Int#page2.tif
source=FRS_Assgmt of TM 2009 Sec Int#page3.tif
source=FRS_Assgmt of TM 2009 Sec Int#page4.tif
source=FRS_Assgmt of TM 2009 Sec Int#page5.tif

ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

THIS ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT (this "Assignment") is made and entered into as of June 7, 2010 ("Effective Date") by and between **FRS Group, LP**, a Delaware limited partnership ("Assignor"), and **BMO Capital Markets Financing, Inc.**, a Delaware corporation and **Bank of Montreal**, a Canadian chartered bank (together, the "Assignee").

WHEREAS, FRS Holding Corp., a Delaware corporation ("FRS Holding") and Assignor are party to that certain Trademark Security Agreement dated as of March 27, 2009 (the "Trademark Security Agreement");

WHEREAS, pursuant to the Trademark Security Agreement, FRS Holding granted a lien on and a security interest in and to all of its right, title and interest in, to and under the Trademark Collateral (as defined in the Trademark Security Agreement), including, but not limited to, the United States trademark registrations set forth on Schedule A attached hereto and the intellectual property licenses set forth on Schedule B attached hereto, in each case, together with the goodwill of the goodwill associated therewith;

WHEREAS, pursuant to that certain Assignment and Acceptance Agreement by and between Assignor, and Assignee dated as of June 7, 2010, Assignor assigned to the Assignee, and the Assignee assumed from the Assignor, that interest in and to the Assignor's rights and obligations under the Loan Documents, including Assignor's rights and obligations under the Trademark Security Agreement; and

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office on March 27, 2009 at Reel/Frame 3960/0484.

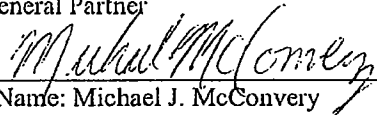
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers sets over, grants and conveys to Assignee all of Assignor's right, title and interest in and to the Trademark Security Agreement and the security interest in the Trademark Collateral granted thereunder.

* * * * *

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

FRS GROUP, LP
as Assignor

By: Sun Holdings V, LLC
Its: General Partner

By 
Name: Michael J. McConvery
Title: Vice President

BMO CAPITAL MARKETS FINANCING, INC.
as Assignee

By _____
Name:
Title:

BANK OF MONTREAL
as Assignee

By _____
Name:
Title:

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

FRS GROUP, LP
as Assignor

By: Sun Holdings V, LLC
Its: General Partner

By _____
Name: Michael J. McConvery
Title: Vice President

BMO CAPITAL MARKETS FINANCING, INC.
as Assignee

By Denise Sidlo
Name: Denise Sidlo
Title: Director

BANK OF MONTREAL
as Assignee

By Denise Sidlo
Name: Denise Sidlo
Title: Director

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

Trademark No.	Registration Date	Mark
3085173	4/25/2006	GEN2
3408823	4/8/2008	FLUOROPERM

SCHEDULE B

INTELLECTUAL PROPERTY LICENSES

1. Trademark Cross-License Agreement by and among Mark IV Industries, Inc., Dayco Products, LLC, and Fluid, dated May 25, 2007.
2. Intellectual Property Cross-License Agreement, dated May 25, 2007, among Mark IV Industries, Inc., Dayco Products, LLC, and Fluid Routing Solutions, Inc.
3. Siemens Software License and Services Agreement, dated November 5, 2008, between Fluid Routing Solutions, Inc. and Siemens Product Lifecycle Management Software, Inc.