

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Peerless Mfg. Co.		09/07/2012	CORPORATION: TEXAS
Burgess-Manning, Inc.		09/07/2012	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Citibank, N.A., as Administrative Agent
Street Address:	2001 Ross Avenue
Internal Address:	Suite 4300
City:	DALLAS
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4129197	EDGE
Registration Number:	3990367	P PEERLESS MFG. CO.
Registration Number:	2369075	LISP
Registration Number:	2375692	LISP
Registration Number:	1972099	PEERLESS MFG CO
Registration Number:	1062162	PEERLESS
Registration Number:	942716	P DESIGNERS FABRICATORS
Registration Number:	3081523	SSF TECHNOLOGY
Registration Number:	1021410	BURGESS-MANNING
Registration Number:	1009112	B

CORRESPONDENCE DATA

Fax Number: 2147455390

CH \$265.00 4129197

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-745-5226
Email: awalker@winstead.com
Correspondent Name: Andrea Walker, Winstead PC
Address Line 1: P.O. Box 131851
Address Line 4: DALLAS, TEXAS 75313-1851

ATTORNEY DOCKET NUMBER:	641-246 CITIBANK/PMFG
NAME OF SUBMITTER:	Andrea Walker
Signature:	/Andrea Walker/
Date:	09/07/2012

Total Attachments: 4

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GRANT OF SECURITY INTEREST IN TRADEMARKS

September 7, 2012

Pursuant to the Credit Agreement dated as of September 7, 2012, (together with all amendments, restatements, supplements or other modifications thereto, the "Credit Agreement") among PMFG, INC., a Delaware corporation ("PMFG"), and PEERLESS MFG. CO., a Texas corporation ("Peerless", and PMFG and Peerless, individually and collectively shall be referred to herein as, the "Borrower"), CITIBANK, N.A., a national banking association, as Administrative Agent, and the other agents and lenders (the "Lenders") which are or become parties thereto, and pursuant to the Security Agreement dated as of September 7, 2012, (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among each Grantor party thereto and CITIBANK, N.A., a national banking association, as administrative agent ("Administrative Agent") for the benefit of itself and the Secured Creditors referenced therein ("Secured Creditors"), each of the undersigned has granted a continuing security interest in and continuing lien upon all of its trademarks and trademark applications to the Administrative Agent for the ratable benefit of the Administrative Agent and the Secured Creditors. Capitalized terms not otherwise defined herein have the meaning specified in the Security Agreement.

Furthermore, as security for the payment and performance, as the case may be, in full of the Obligations (as defined in the Credit Agreement), when due, whether at stated maturity, by acceleration or otherwise, the undersigned hereby assign to, and pledge and grant to Administrative Agent, for the benefit of itself and each other Secured Creditor, a security interest in the entire right, title, and interest in and to the following property, whether now owned or hereafter acquired or existing (the "Trademark Collateral"):

<u>TRADEMARKS</u>				
<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>	<u>Country</u>	<u>Owner</u>
1,009,112	B & Design	April 22, 1975	U.S.	Burgess-Manning, Inc.
1,021,410	BURGESS-MANNING	September 30, 1975	U.S.	Burgess-Manning, Inc.
4,129,197	EDGE	April 17, 2012	U.S.s	Peerless Mfg. Co.
2,369,075	LISP	July 18, 2000	U.S.	Peerless Mfg. Co.
2,375,692	LISP & Design	August 8, 2000	U.S.	Peerless Mfg. Co.
1,062,162	PEERLESS	March 29, 1977	U.S.	Peerless Mfg. Co.
1,972,099	PEERLESS MFG CO	May 7, 1996	U.S.	Peerless Mfg. Co.


3,081,523	SSF TECHNOLOGY	April 18, 2006	U.S.	Burgess-Manning, Inc.
3,990,367	P PEERLESS MFG. CO.	July 5, 2011	U.S.	Peerless Mfg. Co.
942,716	P DESIGNERS FABRICATORS & Design	September 12, 1972	U.S.	Peerless Mfg. Co.
60,175	ABCO (stylized)	March 7, 2001	Texas	PMC Acquisitions, Inc. dba ABCO Industries, Inc.

This agreement has been executed and delivered by the undersigned for the purpose of registering the security interest of Administrative Agent in the Trademark Collateral with the United States Patent and Trademark Office and corresponding offices in the United States and any state thereof. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted to Administrative Agent for its benefit and the benefit of each Secured Creditor under the Security Agreement. The Security Agreement (and all rights and remedies of Administrative Agent and each Secured Creditor thereunder) shall remain in full force and effect in accordance with its terms. The undersigned hereby further acknowledge and affirm that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein

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Very truly yours,

PEERLESS MFG. CO.,
a Texas corporation

By: 

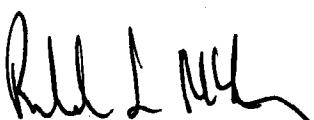
Ron L. McCrummen
Treasurer

BURGESS-MANNING, INC.,
a Texas corporation

By: 

Ron L. McCrummen
Vice President, Treasurer and
Secretary


PMC ACQUISITION, INC.,
a Texas corporation

By: 

Ron L. McCrummen
Vice President, Treasurer and
Secretary

Acknowledged and Accepted:

CITIBANK, N.A.,
as Administrative Agent

By: 

Deborah T. Purvin
Senior Vice President