

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CorePointe Capital Finance LLC		12/04/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Cerberus Business Finance, LLC		
Street Address:	875 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1457331	NORCOLD	
Registration Number:	3549569	ULTRALINE	
Registration Number:	3586925	POLARMAXRF	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	22nd Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	015061-0010		

NAME OF SUBMITTER:	Scott Kareff (015061/0010)
Signature:	/kc for sk/
Date:	12/07/2012
Total Attachments: 4 source=Trademark Assignment to Cerberus Business Finance (Norcold)#page1.tif source=Trademark Assignment to Cerberus Business Finance (Norcold)#page2.tif source=Trademark Assignment to Cerberus Business Finance (Norcold)#page3.tif source=Trademark Assignment to Cerberus Business Finance (Norcold)#page4.tif	

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL ("Assignment"), dated as of December 4, 2012, by CorePointe Capital Finance LLC (the "Assignor"), for the benefit of Cerberus Business Finance, LLC (the "Assignee").

RECITALS:

WHEREAS, pursuant to that certain Financing Agreement dated as of July 11, 2011 (as amended, restated supplemented or otherwise modified from time to time, including all exhibits and schedules thereto, the "Financing Agreement") among Norcold, Inc. (the "Grantor"), certain of its affiliates, the lenders from time to time party thereto (the "Lenders"), and Assignor, the Lenders agreed to make term loans to the Grantor and its affiliates from time to time pursuant to the terms and conditions of the Financing Agreement;

WHEREAS, pursuant to the Financing Agreement, the Grantor was required to execute and deliver to Assignor, for the benefit of the Lenders, that certain Grant Of A Security Interest - Trademarks, dated as of July 12, 2011 (the "Trademark Security Agreement"), in favor of Assignor, which was recorded at the United States Patent and Trademark Office on July 14, 2011 at Reel/Frame No. 004582/0764; and

WHEREAS, pursuant to the Trademark Security Agreement and the Security Agreement (as defined in the Trademark Security Agreement), Grantor created a continuing security interest in favor of Assignor, for the benefit of the Secured Parties (as defined in the Security Agreement), in all of Grantor's right, title and interest in, to and under the Collateral (as defined in the Trademark Security Agreement), including without limitation the trademarks and the registrations and applications therefor set forth on Schedule I hereto (such security interest, the "Assigned Interest").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, without recourse, representation or warranty, does hereby convey, sell, assign, transfer and set over unto Assignee all of its right, title and interest in and to the Assigned Interest.

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IN WITNESS WHEREOF, Assignor has executed this Assignment through a duly authorized officer.

COREPOINTE CAPITAL FINANCE LLC

By: 


Name: Timothy D. Fording

Title: Managing Director

Acknowledged and Agreed:

CERBERUS BUSINESS FINANCE, LLC

By:


Name: Philip Lindenbaum
Title: Senior Vice President

**ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK
COLLATERAL**

SCHEDULE I

TRADEMARKS

Norcold, Inc

<u>Mark</u>	<u>Registration Number</u>	<u>Date</u>	<u>Description And Country of Regis.</u>
NORCOLD	1,457,331	09/15/1987	Refrigerators (USA)
ULTRALINE	3,549,569	12/23/2008	Refrigerators (USA)
POLARMAXRF	3,586,925	03/10/2009	Refrigerators (USA)