

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM511419

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
JPMorgan Chase Bank, N.A.		02/22/2019	Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A.		
<b>Street Address:</b>	101 N. Tryon St., 5th Floor		
<b>Internal Address:</b>	Mail code: NC1-001-05-45		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28255-0001		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 37</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1063724	C COOKSON	
<b>Registration Number:</b>	1142357	"FIREFLY"	
<b>Registration Number:</b>	2211383	SPECTRASHIELD	
<b>Registration Number:</b>	2289942	SMOKESHIELD	
<b>Registration Number:</b>	2323006	CORNELL IRON WORKS	
<b>Registration Number:</b>	2385528	MATADOOR	
<b>Registration Number:</b>	2497183	LITETOUCH	
<b>Registration Number:</b>	2635264	VISIONAIRE	
<b>Registration Number:</b>	2645754	THERMISER	
<b>Registration Number:</b>	2751685	SENTRYGATE	
<b>Registration Number:</b>	2863486	CROSSINGGARD	
<b>Registration Number:</b>	2907079	AXCESS	
<b>Registration Number:</b>	3137103	TRANZFORM	
<b>Registration Number:</b>	3855645	CORNELL	
<b>Registration Number:</b>	3990465	KONTROL	
<b>Registration Number:</b>	3996098	EXTREME	
<b>Registration Number:</b>	3996245	CYCLE-MASTER	
<b>Registration Number:</b>	4313071	WIND-MASTER	

OP \$940.00 1063724

Property Type	Number	Word Mark
Registration Number:	4672809	THERMISER MAX
Registration Number:	4676408	TEMP-MASTER
Registration Number:	4783544	TEMP-PRO
Registration Number:	4845374	THE DOOR TO BUILDING EXCELLENCE
Registration Number:	4876244	PREFERRED DOOR SOLUTIONS
Registration Number:	4917888	INNOVATIVE DOOR SOLUTIONS
Registration Number:	5000017	ALARMGARD
Registration Number:	5048849	CORNELLCOOKSON
Registration Number:	5104526	RAPIDRESPONSE
Serial Number:	86444638	PROTECTPRO
Serial Number:	86872720	APEX SMARTCONTROLLER
Serial Number:	87068945	ATMOSHIELD
Serial Number:	87068976	LOCK AND DROP
Serial Number:	87397649	MICROCOIL
Serial Number:	87397674	CONTROLGARD
Serial Number:	87068985	SMOKESHIELD
Serial Number:	87662292	COOKSON
Serial Number:	87645584	STEELWEAVE
Serial Number:	87850037	STORMDEFENDER

**CORRESPONDENCE DATA**

Fax Number: 8009144240

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 800-713-0755

Email: james.murray@wolterskluwer.com, ECarrera@cahill.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

<b>NAME OF SUBMITTER:</b>	Elaine Carrera
<b>SIGNATURE:</b>	/Elaine Carrera/
<b>DATE SIGNED:</b>	02/25/2019

**Total Attachments: 8**

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**NOTICE OF SUCCESSION OF AGENCY**  
**006348/0826**

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of February 22, 2019 (the “Effective Date”), is executed by JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent under the Original Agreements (as defined below) (the “Prior Agent”), and Bank of America, N.A., in its capacity as Administrative Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement, dated as of March 18, 2011, by and among Griffon Corporation (the “Borrower”), Prior Agent and certain other parties thereto (the “Original Credit Agreement”), the Prior Agent, CornellCookson, LLC (the “Grantor”) and certain other parties entered into that certain Guarantee and Collateral Agreement, dated as of March 18, 2011 (as amended, supplemented or otherwise modified prior to the date hereof, the “Original Security Agreement”), and the Prior Agent and the Grantor entered into that certain Grant of Security Interest in Trademark Rights, dated as of June 4, 2018 (the “Trademark Security Agreement”), pursuant to which the Grantor granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on June 4, 2018 at Reel/Frame 006348/0826, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Borrower entered into the Amended and Restated Credit Agreement, dated as of March 28, 2013 (as amended, supplemented or otherwise modified prior to March 13, 2015, the “First Restated Credit Agreement”), with the lenders parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended and restated the Original Credit Agreement;

WHEREAS, the Borrower entered into the Second Amended and Restated Credit Agreement, dated as of March 13, 2015 (as amended, supplemented or otherwise modified prior to March 22, 2016, the “Second Restated Credit Agreement”), with the lenders parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended and restated the First Restated Credit Agreement;

WHEREAS, the Borrower entered into the Third Amended and Restated Credit Agreement, dated as of March 22, 2016 (as amended, supplemented or otherwise modified prior to the date hereof, the “Third Restated Credit Agreement”), and as further amended by the Fifth Amendment (as defined below), the “Current Credit Agreement”; the Current Credit Agreement and the Original Security Agreement are referred to herein as the “Current Agreements”), with the lenders parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended and restated the Original Credit Agreement;

WHEREAS, the Third Restated Credit Agreement was amended by the Fifth Amendment to Third Amended and Restated Credit Agreement, dated as of February 22, 2019 (the “Fifth Amendment”), and in connection with the Fifth Amendment, the Prior Agent, the Successor Agent, the Borrower and certain other parties have entered into that certain Successor Administrative Agent Agreement, dated as of February 22, 2019 (the “Agency Transfer Agreement”), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Agency Transfer Agreement or the Current Credit Agreement, as applicable.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Agency Transfer Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

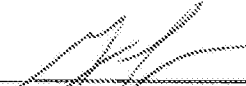
IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective  
Date:

**JPMORGAN CHASE BANK, N.A.**, as Prior  
Agent,

By:   
Name: **Joon Hur**  
Title: **Executive Director**

[Griffon – IP Notice of Change in Agency (CornellCookson – Trademarks)]

**BANK OF AMERICA, N.A.**, as Successor  
Agent,

By:  \_\_\_\_\_

Name: Gavin Shak

Title: Assistant Vice President

[Griffon – IP Notice of Change in Agency (CornellCookson – Trademarks)]

**Schedule A**

[See attached]



**SCHEDULE A**

**U.S. Trademark Applications and Registrations**

<u>Owner</u>	<u>Trademarks</u>	<u>Application/ Registration Number</u>	<u>Application/Registration Date</u>
CornellCookson, LLC	C COOKSON (stylized)	73,093,870/ 1,063,724	April 19, 1977
CornellCookson, LLC	FIREFLY (stylized)	73,209,190/ 1,142,357	Dec. 9, 1980
CornellCookson, LLC	ATLAS (stylized)	0609063/ TMA365215 (Canada)	Feb. 9, 1990
CornellCookson, LLC	ATLAS DOOR CO. LTD.	0644697/ TMA384255 (Canada)	May 10, 1991
CornellCookson, LLC	ATLAS ROLL-LITE	0721746/ TMA439442 (Canada)	Feb. 17, 1995
CornellCookson, LLC	SPECTRASHIELD	74,731,334/ 2,211,383	Dec. 15, 1998
CornellCookson, LLC	SMOKESHIELD	75,448,812/ 2,289,942	Nov. 2, 1999
CornellCookson, LLC	CORNELL IRON WORKS (stylized)	75,460,390/ 2,323,006	Feb. 29, 2000
CornellCookson, LLC	MATADOOR	75,814,423/ 2,385,528	Sept. 12, 2000
CornellCookson, LLC	LITETOUCH	76,022,961/ 2,497,183	Oct. 9, 2001
CornellCookson, LLC	VISIONAIRE	76,377,075/ 2,635,264	Oct. 15, 2002
CornellCookson, LLC	THERMISER	76,377,076/ 2,645,754	Nov. 5, 2002
CornellCookson, LLC	SENTRYGATE	76,118,792/ 2,751,685	Aug. 19, 2003
CornellCookson, LLC	CROSSINGGARD	76,500,924/ 2,863,486	July 13, 2004
CornellCookson, LLC	AXCESS	76,500,923/ 2,907,079	Nov. 30, 2004
CornellCookson, LLC	TRANZFORM	78,561,624/ 3,137,103	Aug. 29, 2006
CornellCookson, LLC	CORNELL	77,810,344/ 3,855,645	Oct. 5, 2010
CornellCookson, LLC	KONTROL	77,628,580/ 3,990,465	July 15, 2011
CornellCookson, LLC	EXTREME	85,029,923/ 3,996,098	July 19, 2011
CornellCookson, LLC	CYCLE-MASTER	85,050,636/ 3,996,245	July 19, 2011
CornellCookson, LLC	WIND-MASTER	85,704,710/ 4,313,071	Apr 2, 2013
CornellCookson, LLC	Thermiser Max	86103252 / 4672809	Jan 13, 2015

<u>Owner</u>	<u>Trademarks</u>	<u>Application/ Registration Number</u>	<u>Application/Registration Date</u>
CornellCookson, LLC	Temp-Master	86103303 / 4676408	Jan 20, 2015
CornellCookson, LLC	Temp-Pro	86429763 / 4783544	July 28, 2015
CornellCookson, LLC	The Door to Building Excellence	86576952 / 4845374	Nov 3, 2015
CornellCookson, LLC	Preferred Door Solutions	86629154 / 4876244	Dec 22, 2015
CornellCookson, LLC	Innovative Door Solutions	86576972 / 4917888	Mar 15, 2016
CornellCookson, LLC	AlarmGard	86727559 / 5000017	July 12, 2016
CornellCookson, LLC	CornellCookson	86906222 / 5048849	Sept 27, 2016
CornellCookson, LLC	RapidResponse	87026014 / 5104526	Dec 20, 2016
CornellCookson, LLC	PROTECTPRO	86444638	Application date Nov. 4, 2014
CornellCookson, LLC	Apex SmartController	86872720 / 5291850	Sept. 19, 2017
CornellCookson, LLC	AtmoShield	87068945 / 5402452	Feb. 13, 2018
CornellCookson, LLC	Lock and Drop	87068976	Application Date June 13, 2016
CornellCookson, LLC	MicroCoil	87397649	Application Date Apr 4, 2017
CornellCookson, LLC	ControlGard	87397674	Application Date Apr 4, 2017
CornellCookson, LLC	SmokeShield (Fabric)	87068985 / 5402453	Feb. 13, 2018
CornellCookson, LLC	Cookson	87662292	Application Date Oct. 27, 2017
CornellCookson, LLC	SteelWeave	87645584	Application Date Oct. 13, 2017
CornellCookson, LLC	StormDefender	87850037	Application Date March 26, 2018