

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM511439

| | | | |
|---|---|-----------------------|----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Succession of Agency | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| JPMorgan Chase Bank, N.A. | | 02/22/2019 | Association: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A. | | |
| Street Address: | 101 N. Tryon St., 5th Floor | | |
| Internal Address: | Mail code: NC1-001-05-45 | | |
| City: | Charlotte | | |
| State/Country: | NORTH CAROLINA | | |
| Postal Code: | 28255-0001 | | |
| Entity Type: | Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 12 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3765468 | WINDTALKER | |
| Registration Number: | 3180157 | TRANSITWATCH | |
| Registration Number: | 3023097 | THREATSTALKER | |
| Registration Number: | 3218558 | TRULINK | |
| Serial Number: | 77412295 | NETCOM | |
| Serial Number: | 76046225 | TELEPHONICS | |
| Serial Number: | 76977249 | NANOCELL | |
| Serial Number: | 75115307 | AEROTRAC | |
| Serial Number: | 74455321 | TLSI | |
| Serial Number: | 74322971 | SKY SEARCH-2000 | |
| Serial Number: | 74320501 | SURE-COMM | |
| Serial Number: | 72236169 | PRD | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8009144240 | | |
| <i>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.</i> | | | |
| Phone: | 800-713-0755 | | |
| Email: | james.murray@wolterskluwer.com, ecarrera@cahill.com | | |

OP \$315.00 3765468

Correspondent Name: CT Corporation
Address Line 1: 4400 Easton Commons Way
Address Line 2: Suite 125
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Elaine Carrera

SIGNATURE: /Elaine Carrera/

DATE SIGNED: 02/25/2019

Total Attachments: 7

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

JPMorgan Chase Bank, N.A.

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) February 22, 2019

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A.

Street Address: 101 N. Tryon St., 5th Floor, Mail code: NC1-001-05-45

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Senior Paralegal

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

February 22, 2019
Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SUCCESSION OF AGENCY
004526/0710

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, Telephonics Corporation (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 March 18, 2011 (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 April 21, 2011 at Reel/Frame 004526/0710, 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:

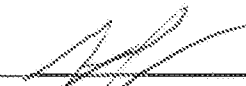
JPMORGAN CHASE BANK, N.A., as Prior Agent,

By:  _____

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

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

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

By:  _____

Name: Gavin Shak

Title: Assistant Vice President

Schedule A

[See attached]

SCHEDULE A

U.S. Trademark Registrations and Applications

| SERIAL NUMBER | REGISTRATION NUMBER | TRADEMARK | STATUS |
|----------------------|----------------------------|------------------|---------------|
| 78720583 | 3765468 | Windtalker | Registered |
| 78723953 | 3180157 | TransitWATCH | Registered |
| 78396244 | 3023097 | ThreatSTALKER | Registered |
| 78348273 | 3218558 | Trulink | Registered |
| 77412295 | Pending | Netcom | Registered |
| 76046225 | 2557989 | Telephonics | Registered |
| 76977249 | 2992995 | Nanocell | Registered |
| 75115307 | 2143378 | Aerotrac | Registered |
| 74455321 | 1862373 | TLSI | Registered |
| 74322971 | 1863076 | Sky Search-2000 | Registered |
| 74320501 | 1828812 | Sure-Comm | Registered |
| 72236169 | 0842756 | PRD | Registered |