

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM511438

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 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: 10			
Property Type	Number	Word Mark	
Serial Number:	74335547	CLOPAY	
Serial Number:	72419794	CLOPAY	
Serial Number:	74160952	EASIFLEX	
Serial Number:	77010466	ELASTIPRO	
Serial Number:	73763078	ELASTOFLEX	
Serial Number:	73344450	MICROFLEX	
Serial Number:	78826407	MICROPRO	
Serial Number:	74712174	SOF-FLEX	
Serial Number:	72295113	TAFF-A-FLEX	
Serial Number:	73278593	VELVAFLEX	
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		
Correspondent Name:	CT Corporation		
Address Line 1:	4400 Easton Commons Way		
Address Line 2:	Suite 125		

OP \$265.00 74335547

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:

10

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
004526/0742

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, Clopay Plastic Products Company, Inc. (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 004526/0742, 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;

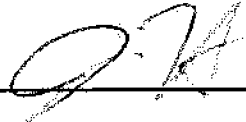
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

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 (Clipay Plastic Products – Trademarks)]

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

By:  _____

Name: Gavin Shak

Title: Assistant Vice President

[Griffon – IP Notice of Change in Agency (Clopay Plastic Products – Trademarks)]

Schedule A

[See attached]

SCHEDULE A

U.S. Trademark Registrations and Applications

Company	Trademark	App. #	Reg. #	Country	Filing Date	Reg. Date
Clipay Plastic Products Company, Inc.	CLOPAY	74/335547	1789402	U.S.	11/30/1992	8/24/1993
Clipay Plastic Products Company, Inc.	CLOPAY	72/419794	957519	U.S.	3/29/1972	4/24/1973
Clipay Plastic Products Company, Inc.	EASIFLEX	74/160952	1677629	U.S.	4/26/1991	3/3/1992
Clipay Plastic Products Company, Inc.	ELASTIPRO	77/010466		U.S.	9/29/2006	
Clipay Plastic Products Company, Inc.	ELASTOFLEX	73/763078	1628321	U.S.	11/10/1998	12/18/1990
Clipay Plastic Products Company, Inc.	MICROFLEX	73/344450	1228476	U.S.	1/26/1982	2/22/1983
Clipay Plastic Products Company, Inc.	MICROPRO	78/826407		U.S.	3/1/2006	
Clipay Plastic Products Company, Inc.	SOF-FLEX	74/712174	1985689	U.S.	8/7/1995	7/09/1996
Clipay Plastic Products Company, Inc.	TAFF-A-FLEX	72/295113	885662	U.S.	4/8/1968	2/10/1970
Clipay Plastic Products Company, Inc.	VELVAFLEX	73/278593	1202026	U.S.	9/22/1980	07/20/1982