

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM407467

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Whitmore Manufacturing, LLC	FORMERLY The Whitmore Manufacturing Company	11/30/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	2200 Ross Avenue
Internal Address:	8th Floor
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	0526618	WHITMORE'S
Registration Number:	1311920	WHITCAM
Registration Number:	1293780	SURTAC
Registration Number:	1311921	WHITSLIDE
Registration Number:	1350239	OMNITASK
Registration Number:	1350240	OMNITEMP
Registration Number:	1347119	MULTIPLUS
Registration Number:	1338720	ENVIROLUBE
Registration Number:	1338719	ENVIROGARD
Registration Number:	1437660	NOVAGARD
Registration Number:	1551568	HANDI-LUBE
Registration Number:	1981234	MICROSLIDE
Registration Number:	2022143	RAILMASTER
Registration Number:	2254848	KATS COATINGS
Registration Number:	2087710	EZ SWITCH
Registration Number:	2300532	AIR SENTRY
Registration Number:	2228331	GORILLA GREASE
Registration Number:	1638835	ARMOR-PLATE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2397989	TRACKMATE
Registration Number:	2521856	H HORIZON LUBRICANTS
Registration Number:	2532072	THE WHITMORE MANUFACTURING CO. SINCE 189
Registration Number:	2755480	MATRIX
Registration Number:	2706906	BIORAIL
Registration Number:	3032121	SURSTIK
Registration Number:	3141520	GEARMATE
Registration Number:	3281908	STEELMASTER
Registration Number:	3281909	RAILGUARD
Registration Number:	3426278	RAILMAX
Registration Number:	3495498	CITRUS SELECT
Registration Number:	3495926	KATS COATINGS
Registration Number:	3626537	EARTHKEEPER
Registration Number:	4059556	THE TOWERS SELF STORAGE
Registration Number:	4075320	WHITZORB
Registration Number:	4172968	WHITLUBER
Registration Number:	4286737	RAIL ARMOR
Registration Number:	4411637	COLORGUARD
Registration Number:	4721084	TOR ARMOR
Registration Number:	4273288	GUARDIAN
Registration Number:	4369773	SWITCHARMOR
Registration Number:	4598918	ACCUTRACK
Registration Number:	4461876	WHITMORE
Registration Number:	3592040	LABEL POCKET
Registration Number:	3595460	LABEL SAFE
Registration Number:	2556258	OIL SAFE
Registration Number:	3680266	RELIABILITYBRANDS
Registration Number:	4346424	
Serial Number:	86111821	TOR ARMOR

CORRESPONDENCE DATA

Fax Number: 2147455390

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: 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:	13312-584 RectorsealLLCsa
NAME OF SUBMITTER:	ANDREA WALKER
SIGNATURE:	/Andrea Walker/
DATE SIGNED:	12/02/2016

Total Attachments: 18

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November 30, 2016

TRADEMARK SECURITY AGREEMENT

WHEREAS, WHITMORE MANUFACTURING, LLC, a Delaware limited liability company formerly known as The Whitmore Manufacturing Company ("Grantor"), owns the Trademarks and trademark applications listed on Schedule 1 annexed hereto, and is a party to the Licenses listed on Schedule 1 annexed hereto; and

WHEREAS, pursuant to the terms of the First Amended and Restated Pledge and Security Agreement dated as of November 30, 2016 (as said Agreement may be amended and in effect from time to time, the "Security Agreement"; terms used herein but not defined herein shall have the meanings given to them in the Security Agreement), among CSW Industrials, Inc. (the "Company"), CSW Industrials Holdings, Inc., Grantor, certain subsidiaries of the Company, and JPMorgan Chase Bank, N.A., as administrative agent ("Secured Party"), Grantor has granted to Secured Party a security interest in substantially all the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks, trademark registrations, trademark applications and Licenses, together with the goodwill of the business symbolized by Grantor's trademarks, and all proceeds thereof, to secure the payment of all Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Secured Party a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) (a) all trademarks (including service marks), trade names, trade dress, and trade styles and the registrations and applications for registration thereof; (b) all extensions and renewals of the foregoing; (c) all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements thereof; (d) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing; (e) all rights corresponding to any of the foregoing throughout the world; and (f) all goodwill associated with or symbolized by the foregoing (the "Trademarks"), each of which is set forth herein on Schedule 1 annexed hereto;
- (2) each License and all of the goodwill of the business connected with the use of, and symbolized by, each trademark license, including, without limitation, each License referred to in Schedule 1 annexed hereto; and
- (3) accessions to, substitutions for and replacements, Proceeds and products of the foregoing, together with all books and records, customer lists, credit files, computer files, programs, printouts and other computer materials and records related thereto and any General Intangibles at any time evidencing or relating to any of the foregoing.

This security interest is granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral made and

granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signatures on Following Page.]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the first date written above.

Acknowledged:

GRANTOR:

WHITMORE MANUFACTURING, LLC, formerly
known as The Whitmore Manufacturing Company

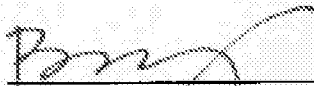
By: 

Name: Luke Alverson

Title: Vice President and Secretary

SECURED PARTY:

JPMORGAN CHASE BANK, N.A., as
administrative agent

By: 
Name: Brooke L. Tarskey
Title: Authorized Officer

Schedule 1
to Trademark
Security Agreement

TRADEMARKS

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITMORE MANUFACTURING, LLC	owner	WHITMORE'S	0,526,618	4	Lubricating oil and grease compounds	June 20, 1950	United States
WHITMORE MANUFACTURING, LLC	owner	WHITCAM	1,311,920	4	Lubricating compounds- namely, Lubricating compounds for fir cans and canning mechanisms	January 1, 1985	United States
WHITMORE MANUFACTURING, LLC	owner	SURTAC	1,293,780	4	Lubricating grease for open gears for mining machines	September 11, 1984	United States
WHITMORE MANUFACTURING, LLC	owner	WHITSLIDE	1,311,921	4	Lubricating compounds- namely, Lubricating compounds for cans, canning mechanisms and slides	January 1, 1985	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITTMORE MANUFACTURING, LLC	owner	OMNITASK	1,350,239	4	extreme pressure grease and lubricants for friction and anti-friction bearings, bushings, chassis points, u-joints, pivot pins and similar industrial equipment Lubrication and off the road equipment applications	July 23, 1985	United States
WHITTMORE MANUFACTURING, LLC	owner	OMNITEMP	1,350,240	4	extreme pressure grease and lubricants for industrial severe service applications, for use on bearing, bushing and similar applications	July 23, 1985	United States
WHITTMORE MANUFACTURING, LLC	owner	MULTIPLUS	1,347,119	4	extreme pressure gear lubricants and oil for use with enclosed gear systems, differentials, transmissions, oiled bearings and couplings	July 9, 1985	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITTMORE MANUFACTURING, LLC	owner	ENVVIROLUBE	1,338,720	4	open gear lubricants	June 4, 1985	United States
WHITTMORE MANUFACTURING, LLC	owner	ENVVIROGARD	1,338,719	4	enclosed gear lubricants	June 4, 1985	United States
WHITTMORE MANUFACTURING, LLC	owner	NOVAGARD	1,437,660	4	extreme pressure grease for friction and anti-friction bearings for mining equipment	April 28, 1987	United States
WHITTMORE MANUFACTURING, LLC	owner	HANDI-LUBE	1,551,568	4	solid and liquid lubricants for gears, slideways, chassis of trucks, tractors and trailers and heavy equipments	August 15, 1989	United States
WHITTMORE MANUFACTURING, LLC	owner	MICROSLIDE	1,981,234	1	chemical additives for lubricants for metal surfaces	June 18, 1996	United States
WHITTMORE MANUFACTURING, LLC	owner	RAILMASTER	2,022,143	4	lubricants for train rails	December 10, 1996	United States
WHITTMORE MANUFACTURING, LLC	owner	KATS COATINGS and Design	2,254,848	2, 3	coatings for protecting metal and painted metal surfaces from corrosion and environmental damage; protective coating removers	June 22, 1999	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITTMORE MANUFACTURING, LLC	owner	EZ SWITCH	2,087,710	4	Lubricants for railroad apparatus	August 12, 1997	United States
WHITTMORE MANUFACTURING, LLC	owner	AIR SENTRY	2,300,532	7	breather filters for fluid reservoirs for use in mechanical systems, gear boxes for stationary machinery and container vessels and tanks for industrial fluids	December 14, 1999	United States
WHITTMORE MANUFACTURING, LLC	owner	GORILLA GREASE	2,228,331	4	Lubricating grease for industrial machinery	March 2, 1999	United States
WHITTMORE MANUFACTURING, LLC	owner	ARMOR-PLATE	1,638,835	4	industrial lubricants for use with heavy equipment	March 26, 1991	United States
WHITTMORE MANUFACTURING, LLC	owner	TRACKMATE	2,397,989	4	lubricants for train rails	October 24, 2000	United States
WHITTMORE MANUFACTURING, LLC	owner	HORIZON LUBRICANTS and Design	2,521,856	4	Industrial oils and industrial grease compounds	December 25, 2001	United States
WHITTMORE MANUFACTURING, LLC	owner	Pressman Design	2,532,072	4	Lubricating oil and grease compounds for industrial applications	January 22, 2002	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITMORE MANUFACTURING, LLC	owner	MATRIX	2,755,480	4	industrial grease not for retail sale for use as a lubricant for the bearings of industrial machinery	August 26, 2003	United States
WHITMORE MANUFACTURING, LLC	owner	BIORAIL	2,706,906	4	grease for rails	April 15, 2003	United States
WHITMORE MANUFACTURING, LLC	owner	SURSTIK	3,032,121	4	Lubricant for use on mining shovels	December 20, 2005	United States
WHITMORE MANUFACTURING, LLC	owner	GEARMATE	3,141,520	4	Extreme pressure lubricant designed for use in open gears, shovel sticks, rack and pinions, circle rails and rollers, and bearings and bushings, mostly found in mining equipment.	September 12, 2006	United States
WHITMORE MANUFACTURING, LLC	owner	STEELMASTER	3,281,908	4	Lubricating grease for bearings for industrial machinery	August 21, 2007	United States
WHITMORE MANUFACTURING, LLC	owner	RAILGUARD	3,281,909	4	Lubricants for railroad tracks	August 21, 2007	United States
WHITMORE MANUFACTURING, LLC	owner	RAILMAX	3,426,278	4	Lubricants for railroad tracks	May 13, 2008	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITMORE MANUFACTURING, LLC	owner	CITRUS SELECT	3,495,498	3	Combination cleaning and degreasing preparation for use in industrial and mining applications	September 2, 2008	United States
WHITMORE MANUFACTURING, LLC	owner	KATS COATINGS	3,495,926	2, 3	Coatings for protecting metal and painted metal surfaces from corrosion and environmental damage; Preparations for removing protective coatings from metal and painted metal surfaces	September 2, 2008	United States
WHITMORE MANUFACTURING, LLC	owner	EARTHKEEPER	3,626,537	4	Lubricating oils and greases, hydraulic oils, bearing greases, enclosed gear oils, open gear lubricants, wire rope lubricants, and dragline slide box lubricants	May 26, 2009	United States
WHITMORE MANUFACTURING, LLC	owner	THE TOWERS SELF STORAGE and Design	4,059,556	39	Storage services, namely, operating and leasing self-storage units	November 22, 2011	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITTMORE MANUFACTURING, LLC	owner	WHITZORB	4,075,320	19	Oil absorbents, namely, granular absorbent wood fiber-based compositions for absorbing oil spills on floors, work surfaces or other areas	December 20, 2011	United States
WHITTMORE MANUFACTURING, LLC	owner	WHITTLUBER	4,172,968	7	Automatic lubrication machines for controlled delivery of lubricant from a lubricant reservoir to machines, machine parts, and apparatus, and parts for the aforesaid goods	July 10, 2012	United States
WHITTMORE MANUFACTURING, LLC	owner	RAIL ARMOR	4,286,737	4	Lubricants for train rails	February 5, 2013	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITTMORE MANUFACTURING, LLC	owner	COLORGUARD	4,411,637	6	Metal connectors specially adapted for connecting a fluid container to a desiccant filter, for use with hydraulic systems, gearboxes, fuel tanks and oil reservoirs	October 1, 2013	United States
WHITTMORE MANUFACTURING, LLC	owner	TORARMOR	4,721,084	4	Friction modifier for rails	April 14, 2015	United States
WHITTMORE MANUFACTURING, LLC	owner	GUARDIAN	4,273,288	7	air filters for mechanical purposes, namely, breather filters for use in fluid reservoirs, vessels, and tanks as component parts of industrial mechanical systems and gear boxes for stationary machinery	January 8, 2013	United States
WHITTMORE MANUFACTURING, LLC	owner	SWITCHARMOR	4,369,773	4	Lubricants for railroad track apparatus	July 16, 2013	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITMORE MANUFACTURING, LLC	owner	ACCUTRACK	4,598,918	7	dispensing machines used to apply lubricants or friction modifiers to railroad tracks	September 2, 2014	United States
WHITMORE MANUFACTURING, LLC	owner	WHITMORE	4,461,876	4	Lubricating oils and grease compounds	January 7, 2014	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITMORE MANUFACTURING, LLC	Assignee/owner	LABEL POCKET	3,592,040	16	Correspondence holders, namely, chemical proof structures with visible windows for holding lubrication maintenance notes for maintaining industrial machine and critical military equipment; Holders for notepads, namely, chemical proof structures with visible windows for holding lubrication maintenance notes for maintaining industrial machine and critical military	March 17, 2009	United States

Registered Owner WHITTMORE MANUFACTURING, LLC	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark LABEL SAFE	Registration No. 3,595,460	Int'l Class Covered 9, 20	Goods or Services Covered Magnetic identifying cards, namely, cards with identification of the lubricants and grease for industrial machines and military equipment made out of materials impervious to severe environmental conditions mounted to one end of a post having a base attached to the magnetic for adhering the posts and cards with identifying lubricant and grease information next to the lubrication ports on the industrial machines and military equipment; Plastic hang tags, namely, hang tags with identification of the lubricants and grease for industrial machines and military equipment made out of materials impervious to severe environmental conditions mounted to the neck of the container for the lubricant or grease or having the hang tags with identifying lubricant and grease information attached to the lubrication ports on the industrial machines and military equipment; Placards of wood or plastic, namely, made of materials impervious to the environmental conditions in which the industrial machines or military equipment attached to	Date Registered March 24, 2009	Country of Registration United States
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Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITMORE MANUFACTURING, LLC	Assignee/owner	OIL SAFE	2,556,258	6, 20, 21	oil cans, liquid dispensers, storage drums, containers, recycle bins, all made of metal; non-metal oil cans, liquid dispensers, storage drums, recycle bins and bottles for commercial use; non-metal oil cans, liquid dispensers, storage drums, recycle bins and bottles for household use	April 2, 2002	United States
WHITMORE MANUFACTURING, LLC	Assignee/owner	RELIABILITY BRANDS and Design	3,680,266	6, 20, 21 and 40	Bottle closures of metal ...:Bottle closures not of metal...:All purpose portable household containers for solvents and lubricating oils...:Bottling...	September 8, 2009	United States

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark	Registration No.	Int'l Class Covered	Goods or Services Covered	Date Registered	Country of Registration
WHITMORE MANUFACTURING, LLC	Assignee/owner	Teardrop Design	4,346,424	20	Modular storage and organization systems comprising shelves and metal tanks, sold as a unit	June 4, 2013	United States

TRADEMARK
REEL: 005934 FRAME: 0071

TRADEMARK APPLICATIONS

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Trademark Application relates to following Trademark	Serial No.	Int'l Class Covered	Goods or Services Covered	Date of Application	Country of Application
WHITTMORE MANUFACTURING, LLC	Owner	TOR ARMOR	86/111,821	4	friction modifiers, namely, lubricants for use with transportation systems.	November 6, 2013	United States

TRADEMARK

REEL: 005934 FRAME: 0072

RECORDED: 12/02/2016