CH \$1640.00 87233

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM409588

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Power Products, LLC		12/20/2016	Limited Liability Company: DELAWARE
Blue Sea Systems, Inc.		12/20/2016	Corporation: WASHINGTON
Professional Mariner, L.L.C.		12/20/2016	Limited Liability Company: NEW HAMPSHIRE
Lenco Marine Solutions, LLC		12/20/2016	Limited Liability Company: FLORIDA

RECEIVING PARTY DATA

Name: Royal Bank of Canada, as Administrative Agent				
Street Address:	20 King Street West			
Internal Address:	4th Floor			
City:	Toronto			
State/Country:	CANADA			
Postal Code:	M5H 1C4			
Entity Type:	Bank: CANADA			

PROPERTY NUMBERS Total: 65

Property Type	Number	Word Mark	
Serial Number:	87233522	WEEKENDER BY PARKPOWER	
Serial Number:	87113510	ANCOR MARINE GRADE	
Serial Number:	87089292	NICRO	
Serial Number:	87089385	ON BOARD SOLUTIONS	
Serial Number:	87089392	AFI	
Serial Number:	87088468	GO ANYWHERE	
Serial Number:	87088473	SURE EJECT	
Serial Number:	86965733	MARINCO	
Serial Number:	86799274	POWER PRODUCTS	
Serial Number:	86980550	CREATIVE SOLUTIONS	
Serial Number:	86616515	CREATIVE SOLUTIONS	
Serial Number:	86529612	CZONE	

TRADEMARK REEL: 005940 FRAME: 0133

900387607

Serial Number: 86426183 GB Serial Number: 86426190 GARDNER BENDER Serial Number: 86075201 PROMAR DIGITAL ENERGY SAVING TECHNOLOGY Serial Number: 85878934 MASS COMBI Serial Number: 85881761 DC D E L C I T Y Serial Number: 85581761 DC D E L C I T Y Serial Number: 85541461 BLUE SEA SYSTEMS Serial Number: 85541461 BLUE SEA SYSTEMS Serial Number: 85476220 EEL BY MARINCO SHOREPOWER Serial Number: 7791494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE, ACCURATE, SAFE. Serial Number: 77745319 DURABLE, ACCURATE, SAFE. Serial Number: 77393841 MARINCO Serial Number: 77393860 SEALINK Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 78040790 BLUE SEA SYSTEMS Serial Number: 7824310 CALTERM Serial Number: 78252524	Property Type	Number	Word Mark
Serial Number: 86233757 GB XTREME Serial Number: 86075201 PROMAR DIGITAL ENERGY SAVING TECHNOLOGY Serial Number: 85678934 MASS COMBI Serial Number: 85681761 DC D E L C I T Y Serial Number: 85544361 DC D E L C I T Y Serial Number: 85544461 BLUE SEA SYSTEMS Serial Number: 85476220 EEL BY MARINCO SHOREPOWER Serial Number: 77901494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE, ACCURATE, SAFE. Serial Number: 77745319 DURABLE, ACCURATE, SAFE. Serial Number: 77393841 MARINCO Serial Number: 77393840 SEALINK Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 77040790 BLUE SEA SYSTEMS Serial Number: 78823285 CABLE BOSS Serial Number: 78252524 BATTERYLINK Serial Number: 7827681	Serial Number:	86426183	GB
Serial Number: 86075201 PROMAR DIGITAL ENERGY SAVING TECHNOLOGY Serial Number: 85878934 MASS COMBI Serial Number: 85681761 DC D E L C I T Y Serial Number: 85594336 RVEEL BY MARINCO DETACHABLE POWER Serial Number: 85541461 BLUE SEA SYSTEMS Serial Number: 85476220 EEL BY MARINCO SHOREPOWER Serial Number: 77901494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE. ACCURATE. SAFE. Serial Number: 77745319 DURABLE. ACCURATE. SAFE. Serial Number: 77745519 CABLE WRAPTOR Serial Number: 777393841 MARINCO Serial Number: 77393860 SEALINK Serial Number: 77210802 WINGGARD Serial Number: 77040796 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78525524 BATTERYLINK Serial Number: 78273681 BIG BEN Serial Number: 78273681	Serial Number:	86426190	GARDNER BENDER
Serial Number: 85878934 MASS COMBI Serial Number: 85681761 DC D E L C I T Y Serial Number: 85594336 RVEEL BY MARINCO DETACHABLE POWER Serial Number: 85541661 BLUE SEA SYSTEMS Serial Number: 85476220 EEL BY MARINCO SHOREPOWER Serial Number: 85171579 CONNECTPRO Serial Number: 77901494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE. ACCURATE. SAFE. Serial Number: 77745571 CABLE WRAPTOR Serial Number: 77465455 CIRCUIT ALERT Serial Number: 77393860 SEALINK Serial Number: 77210802 WINGGARD Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78528564 BATTERYLINK Serial Number: 785255517 WEATHERDECK Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMORED	Serial Number:	86233757	GB XTREME
Serial Number: 85681761 DC D E L C I T Y Serial Number: 85594336 RVEEL BY MARINCO DETACHABLE POWER Serial Number: 85541461 BLUE SEA SYSTEMS Serial Number: 85476220 EEL BY MARINCO SHOREPOWER Serial Number: 85171579 CONNECTPRO Serial Number: 77901494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE. ACCURATE. SAFE. Serial Number: 77745371 CABLE WRAPTOR Serial Number: 77465455 CIRCUIT ALERT Serial Number: 77393840 SEALINK Serial Number: 77393840 SEALINK Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78943108 CALTERM Serial Number: 785255517 WEATHERVLINK Serial Number: 785255517 WEATHERDECK Serial Number: 78210235 DISTRIBUTED	Serial Number:	86075201	PROMAR DIGITAL ENERGY SAVING TECHNOLOGY
Serial Number: 85594336 RVEEL BY MARINCO DETACHABLE POWER Serial Number: 85541461 BLUE SEA SYSTEMS Serial Number: 85476220 EEL BY MARINCO SHOREPOWER Serial Number: 77901494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE. ACCURATE. SAFE. Serial Number: 777465455 CIRCUIT ALERT Serial Number: 77393841 MARINCO Serial Number: 779393860 SEALINK Serial Number: 77240802 WINGGARD Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78255524 BATTERYLINK Serial Number: 78225517 WEATHERDECK Serial Number: 7821683 BIG BEN Serial Number: 7821683 BIG BEN	Serial Number:	85878934	MASS COMBI
Serial Number: 85541461 BLUE SEA SYSTEMS Serial Number: 85476220 EEL BY MARINCO SHOREPOWER Serial Number: 86171579 CONNECTPRO Serial Number: 77901494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE. ACCURATE. SAFE. Serial Number: 77713571 CABLE WRAPTOR Serial Number: 77465455 CIRCUIT ALERT Serial Number: 77393841 MARINCO Serial Number: 77933860 SEALINK Serial Number: 77040766 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78828285 CABLE BOSS Serial Number: 78273681 BIG BEN Serial Number: 78225517 WEATHERDECK Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND	Serial Number:	85681761	DCDELCITY
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Serial Number: 85171579 CONNECTPRO Serial Number: 77901494 BEP Serial Number: 77745309 SPERRY Serial Number: 77745319 DURABLE. ACCURATE. SAFE. Serial Number: 77713571 CABLE WRAPTOR Serial Number: 77465455 CIRCUIT ALERT Serial Number: 77393841 MARINCO Serial Number: 77393860 SEALINK Serial Number: 77210802 WINGGARD Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 77040790 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 76271745 PROMARINER Serial Numbe	Serial Number:	85541461	BLUE SEA SYSTEMS
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Serial Number: 77393860 SEALINK Serial Number: 77210802 WINGGARD Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 77040790 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 7524345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75234563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial	Serial Number:	77465455	CIRCUIT ALERT
Serial Number: 77210802 WINGGARD Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 77040790 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	77393841	MARINCO
Serial Number: 77040756 BLUE SEA SYSTEMS Serial Number: 77040790 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	77393860	SEALINK
Serial Number: 77040790 BLUE SEA SYSTEMS Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	77210802	WINGGARD
Serial Number: 78943108 CALTERM Serial Number: 78828285 CABLE BOSS Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	77040756	BLUE SEA SYSTEMS
Serial Number: 78828285 CABLE BOSS Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	77040790	BLUE SEA SYSTEMS
Serial Number: 78525524 BATTERYLINK Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78943108	CALTERM
Serial Number: 78525517 WEATHERDECK Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78828285	CABLE BOSS
Serial Number: 78273681 BIG BEN Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78525524	BATTERYLINK
Serial Number: 78225051 TRANSFER-ON-DEMAND Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78525517	WEATHERDECK
Serial Number: 78214832 ARMOREDGE Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78273681	BIG BEN
Serial Number: 78210235 DISTRIBUTED-ON-DEMAND Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78225051	TRANSFER-ON-DEMAND
Serial Number: 76271745 PROMARINER Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78214832	ARMOREDGE
Serial Number: 75743115 PARKPOWER Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	78210235	DISTRIBUTED-ON-DEMAND
Serial Number: 75724345 BLUE SEA SYSTEMS Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	76271745	PROMARINER
Serial Number: 75423085 POWERCORD PLUS Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	75743115	PARKPOWER
Serial Number: 75334563 CHARGE PRO Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	75724345	BLUE SEA SYSTEMS
Serial Number: 75262658 BATES Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	75423085	POWERCORD PLUS
Serial Number: 75013031 HEX-LOK Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	75334563	CHARGE PRO
Serial Number: 74666713 DOUBLELOCK Serial Number: 74522684 UNI-LOK	Serial Number:	75262658	BATES
Serial Number: 74522684 UNI-LOK	Serial Number:	75013031	HEX-LOK
	Serial Number:	74666713	DOUBLELOCK
Serial Number: 74403211 TWIN KIT	Serial Number:	74522684	UNI-LOK
	Serial Number:	74403211	TWIN KIT

Property Type	Number	Word Mark
Serial Number:	74128943	THE PROFESSIONAL'S CHOICE
Serial Number:	74085575	TECHMASTER
Serial Number:	73759148	POCKET-PRO
Serial Number:	73734301	EEGOR
Serial Number:	73552411	FAST WIRING
Serial Number:	73552443	FAST WIRING
Serial Number:	73354675	CYCLONE
Serial Number:	73093494	GB
Serial Number:	73034503	GUEST
Serial Number:	73034504	GUEST
Serial Number:	72412113	JET LINE
Serial Number:	72378068	TRUE TAPE
Serial Number:	72186049	EJECT-O-MATIC
Serial Number:	77819498	AUTO GLIDE
Serial Number:	77119909	LENCO MARINE

CORRESPONDENCE DATA

Fax Number: 2123037064

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: 212.318.6824

Email: christinedionne@paulhastings.com

Correspondent Name: Christine Dionne c/o Paul Hastings LLP

Address Line 1: 200 Park Avenue

Address Line 2: 28th Floor

Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	78436.00223
NAME OF SUBMITTER:	Christine Dionne
SIGNATURE:	/Christine Dionne/
DATE SIGNED:	12/20/2016

Total Attachments: 17

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FIRST LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT

This FIRST LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of December 20, 2016, (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, this "Agreement"), by Power Products, LLC, a Delaware limited liability company, Blue Sea Systems, Inc., a Washington corporation, Professional Mariner, L.L.C., a New Hampshire limited liability company, and Lenco Marine Solutions, LLC, a Florida limited liability company, each a "Grantor") in favor of Royal Bank of Canada, as administrative agent and as collateral agent for the Secured Parties (together with its successors in such capacities, the "Administrative Agent").

Reference is made to that certain First Lien Pledge and Security Agreement, dated as of December 20, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the "Security Agreement"), by and among the Loan Parties party thereto and the Administrative Agent, pursuant to which the Grantors have granted a security interest to the Administrative Agent in the IP Collateral (as defined below) and are required to execute and deliver this Agreement. The First Lien Lenders (as defined below) have extended credit to the Borrower (as defined in First Lien Credit Agreement (as defined below)) subject to the terms and conditions set forth in that certain First Lien Credit Agreement, dated as of December 20, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the "First Lien Credit Agreement"), by and among, inter alios, Thunder Merger Sub II, LLC, a Delaware limited liability company ("Initial Holdings"), which immediately following consummation of the Acquisition on the Closing Date will be merged (the "Holdings Merger") with and into Power Products Midco, LLC, a Delaware limited liability company ("Power Products Midco"), with Power Products Midco as the survivor of the Holdings Merger ("Holdings"), Thunder Merger Sub III, LLC, a Delaware limited liability company (the "Initial Borrower"), which immediately following the consummation of the Acquisition on the Closing Date will be merged (the "Borrower Merger") with and into Power Products, LLC, a Delaware limited liability company ("Power Products"), with Power Products as the survivor of the Borrower Merger (the "Borrower") and the Administrative Agent. Consistent with the requirements set forth in Sections 4.01 and 5.12 of the First Lien Credit Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

SECTION 1. *Terms*. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or the First Lien Credit Agreement, as applicable, and the rules of construction set forth in <u>Section 1.03</u> of the First Lien Credit Agreement apply as if set forth fully herein.

SECTION 2. *Grant of Security Interest*. As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor, pursuant to the Security Agreement, hereby grants to the Administrative Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a security interest in all of its right, title and interest in and to all of the following personal property, whether now owned by or owing to or hereafter acquired by or arising in favor of such Grantor (collectively, the "IP Collateral"; provided, however, that notwithstanding anything to the contrary in this Agreement, the IP Collateral shall not include any Excluded Asset):

- A. all United States Trademark registrations and applications for Trademark registration filed with the United States Patent and Trademark Office listed on Schedule I hereto;
- B. all issued United States Patents and pending Patent applications filed with the United States Patent and Trademark Office listed on <u>Schedule II</u> hereto;

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C. all United States Copyright registrations and pending applications for Copyright registration filed with the United States Copyright Office listed on Schedule III; and

D. all proceeds of the foregoing;

in each case to the extent the foregoing items constitute Collateral, it being expressly understood and agreed that the term "Collateral" (and any component definition thereof) shall not include any Excluded Asset. Notwithstanding anything to the contrary contained herein, immediately upon the ineffectiveness, lapse or termination of any restriction or condition set forth in the definition of "Excluded Assets" in the First Lien Credit Agreement, the Collateral shall include, and the relevant Grantor shall be deemed to have automatically granted a security interest in, all relevant previously restricted or conditioned rights, interests or other assets, as the case may be.

SECTION 3. *Security Agreement*. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the IP Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. *Governing Law*. This Agreement and any claim, controversy or dispute arising under or related to this Agreement, whether in tort, contract (at law or in equity) or otherwise, shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York without regard to conflict of laws principles that would result in the application of any law other than the law of the State of New York.

SECTION 5. *Termination or Release*. (a) This Agreement shall continue in effect until the Termination Date, and the Liens granted by each relevant Grantor hereunder shall be automatically released and each relevant Grantor shall automatically be released from its obligations hereunder in the circumstances described in Article 8 and Section 9.22, in each case, of the First Lien Credit Agreement.

- (b) In connection with any termination or release pursuant to <u>paragraph (a)</u> above, the Administrative Agent shall promptly execute (if applicable) and deliver to any Grantor, at such Grantor's expense, all UCC termination statements, security interest termination and release agreements for filing with the United States Patent and Trademark Office or United States Copyright Office, as applicable, and similar documents that such Grantor shall reasonably request and approve of to evidence and/or effectuate, in each case, such termination or release. Any execution and delivery of documents pursuant to this <u>Section 5</u> shall be without recourse to or representation or warranty by the Administrative Agent or any other Secured Party. The Borrower shall reimburse the Agent for all costs and expenses, including any fees and expenses of counsel, incurred by it in connection with any action contemplated by this <u>Section 5</u> pursuant to and to the extent required by <u>Section 9.03(a)</u> of the First Lien Credit Agreement.
- (c) The Administrative Agent shall have no liability whatsoever to any other Secured Party as the result of any release of Collateral by it in accordance with (or which the Administrative Agent in good faith believes to be in accordance with) the terms of this <u>Section 5</u>.

SECTION 6. *Counterparts*. This Agreement may be executed in one or more counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or by email as a

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".pdf" or ".tif" attachment shall be effective as delivery of a manually executed counterpart of this Agreement.

SECTION 7. INTERCREDITOR AGREEMENT GOVERNS. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIENS AND SECURITY INTERESTS GRANTED TO THE ADMINISTRATIVE AGENT FOR THE BENEFIT OF THE SECURED PARTIES PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE ADMINISTRATIVE AGENT AND THE OTHER SECURED PARTIES WITH RESPECT TO ANY COLLATERAL HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT. IN THE EVENT OF ANY CONFLICT BETWEEN THE PROVISIONS OF THE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE PROVISIONS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

[Signature Pages Follow]

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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

> Upon consummation of the Closing Date Mergers, each of the following hereby executes this Agreement as a Grantor.

POWER PRODUCTS, LLC BLUE SEA SYSTEMS, INC. PROFESSIONAL MARINER, L.L.C. LENCO MARINE SOLUTIONS, LLC

ACCEPTED AND AGREED as of the date first above written;

ROYAL BANK OF CANADA,

as Administrative/Agent

Name: Title:

Susan Khokher Manager, Agency

SCHEDULE I

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS FOR TRADEMARK REGISTRATION

	Title	Application Number	Application Date	Registration Number	Registration Date	Record Owner
1.	WEEKENDER BY PARKPOWER	87233522	11/11/2016	Pending	Pending	Power Products, LLC
2.	ANCOR MARINE GRADE	87113510	7/22/2016	Pending	Pending	Power Products, LLC
3.	NICRO	87089292	6/30/2016	Pending	Pending	Power Products, LLC
4.	ON BOARD SOLUTIONS	87089385	6/30/2016	5082410	11/15/2016	Power Products, LLC
5.	AFI	87089392	6/30/2016	5082411	11/15/2016	Power Products, LLC
6.	GO ANYWHERE	87088468	6/29/2016	Allowed	Allowed	Power Products, LLC
7.	SURE EJECT	87088473	6/29/2016	Allowed	Allowed	Power Products, LLC
8.	MARINCO	86965733	4/6/2016	Published/ Pending	Published/ Pending	Power Products, LLC
9.	#PRODUCTS	86799274	10/26/2015	4992355	7/5/2016	Power Products, LLC
10.	CREATIVE SOLUTIONS	86980550	5/1/2015	Allowed/ Accepted	Allowed/ Accepted	Power Products, LLC
11.	CREATIVE SOLUTIONS	86616515	5/1/2015	Allowed	Allowed	Power Products, LLC
12.	CZONE	86529612	2/10/2015	4830554	10/13/2015	Power Products, LLC

Schedule I

	Title	Application Number	Application Date	Registration Number	Registration Date	Record Owner
13.	GB	86426183	10/16/2014	4876805	12/29/2015	Power Products, LLC
14.	GARDNER BENDER	86426190	10/16/2014	4853976	11/17/2015	Power Products, LLC
15.	GB XTREME	86233757	3/27/2014	4624769	10/21/2014	Power Products, LLC
16.	PROMAR DIGITAL ENERGY SAVING TECHNOLOGY BC CEC LISTED	86075201	9/26/2013	4739900	5/19/2015	Professional Mariner, L.L.C.
17.	MASS COMBI	85878934	3/18/2013	4421630	10/22/2013	Power Products, LLC
18.	DC DEL CITY DEL CITY	85681761	7/19/2012	4398722	9/10/2013	Power Products, LLC
19.	RVEEL BY MARINCO DETACHABLE POWER	85594336	4/11/2012	4365703	7/9/2013	Power Products, LLC
20.	BLUE SEA SYSTEMS PLUE SEA	85541461	2/13/2012	4440832	11/26/2013	BLUE SEA SYSTEMS, INC.
21.	EEL BY MARINCO SHOREPOWER	85476220	11/18/2011	4339506	5/21/2013	Power Products, LLC

	Title	Application Number	Application Date	Registration Number	Registration Date	Record Owner
22.	CONNECTPRO	85171579	11/8/2010	4086300	1/17/2012	Power Products, LLC
23.	ВЕР	77901494	12/28/2009	4020122	8/30/2011	Power Products, LLC
24.	SPERRY	77745309	5/27/2009	3891840	12/21/2010	Power Products, LLC
25.	DURABLE. ACCURATE. SAFE.	77745319	5/27/2009	4261670	12/18/2012	Power Products, LLC
26.	CABLE WRAPTOR	77713571	4/14/2009	3815486	7/6/2010	Power Products, LLC
27.	CIRCUIT ALERT	77465455	5/5/2008	3645765	6/30/2009	Power Products, LLC
28.	MARINCO	77393841	2/11/2008	3507822	9/30/2008	Power Products, LLC
29.	SEALINK	77393860	2/11/2008	3575058	2/17/2009	Power Products, LLC
30.	WINGGARD	77210802	6/20/2007	3397657	3/18/2008	Power Products, LLC
31.	BLUE SEA SYSTEMS	77040756	11/9/2006	3873669	11/9/2010	BLUE SEA SYSTEMS, INC.
32.	BLUE SEA SYSTEMS	77040790	11/9/2006	3342672	11/27/2007	BLUE SEA SYSTEMS, INC.
33.	CALTERM	78943108	8/2/2006	3440762	6/3/2008	Power Products, LLC
34.	CABLE BOSS	78828285	3/3/2006	3403342	3/25/2008	Power Products, LLC

	Title	Application Number	Application Date	Registration Number	Registration Date	Record Owner
35.	BATTERYLINK	78525524	12/1/2004	3225673	4/3/2007	BLUE SEA SYSTEMS, INC.
36.	WEATHERDECK	78525517	12/1/2004	3202714	1/23/2007	BLUE SEA SYSTEMS, INC.
37.	BIG BEN	78273681	7/14/2003	2979014	7/26/2005	Power Products, LLC
38.	TRANSFER-ON-DEMAND	78225051	3/13/2003	3036913	12/27/2005	Professional Mariner, L.L.C.
39.	ARMOREDGE	78214832	2/14/2003	2797903	12/23/2003	Power Products, LLC
40.	DISTRIBUTED-ON- DEMAND	78210235	2/3/2003	2969773	7/19/2005	Professional Mariner, L.L.C.
41.	PROMARINER	76271745	6/15/2001	2668270	12/31/2002	Professional Mariner, L.L.C.
42.	PARKPOWER	75743115	7/6/1999	2532644	1/22/2002	Power Products, LLC
43.	BLUE SEA SYSTEMS BLUE SEA S T E M S	75724345	6/8/1999	2582819	6/18/2002	BLUE SEA SYSTEMS, INC.
44.	POWERCORD PLUS	75423085	1/26/1998	2451283	5/15/2001	Power Products, LLC
45.	CHARGE PRO CHARGE PRO	75334563	8/1/1997	2463074	6/26/2001	Power Products, LLC
46.	BATES	75262658	3/24/1997	2161716	6/2/1998	Power Products, LLC

	Title	Application Number	Application Date	Registration Number	Registration Date	Record Owner
47.	HEX-LOK	75013031	10/31/1995	2093551	9/2/1997	Power Products, LLC
48.	DOUBLELOCK	74666713	4/28/1995	2269297	8/10/1999	Power Products, LLC
49.	UNI-LOK	74522684	5/10/1994	2030596	1/14/1997	Power Products, LLC
50.	TWINKE	74403211	6/21/1993	1987819	7/23/1996	Power Products, LLC
51.	THE PROFESSIONAL'S CHOICE	74128943	1/9/1991	1697142	6/23/1992	Power Products, LLC
52.	TECHMASTER	74085575	8/6/1990	1692618	6/9/1992	Power Products, LLC
53.	POCKET-PRO	73759148	10/24/1988	1539177	5/16/1989	Power Products, LLC
54.	EEGOR	73734301	6/9/1988	1530565	3/21/1989	Power Products, LLC
55.	FAST WIRING	73552411	8/8/1985	1384041	2/25/1986	Power Products, LLC
56.	FAST WIRING	73552443	8/8/1985	1393887	5/20/1986	Power Products, LLC
57.	CYCLONE	73354675	3/15/1982	1290713	8/21/1984	Power Products, LLC

	Title	Application Number	Application Date	Registration Number	Registration Date	Record Owner
58.	GB	73093494	7/15/1976	1131216	2/26/1980	Power Products, LLC
59.	GUEST	73034503	10/15/1974	1015236	7/8/1975	Power Products, LLC
60.	GUEST	73034504	10/15/1974	1012122	6/3/1975	Power Products, LLC
61.	JET LINE	72412113	1/10/1972	0948151	12/5/1972	Power Products, LLC
62.	TRUE TAPE	72378068	12/7/1970	0940930	8/15/1972	Power Products, LLC
63.	EJECT-O-MATIC	72186049	2/5/1964	0776985	9/15/1964	Power Products, LLC
64.	AUTO GLIDE	77/819,498	9/3/2009	3,941,449	4/5/2011	Lenco Marine, Inc.
65.	LENCO MARINE	77/119,909	3/1/2007	3,293,483	9/18/2007	Lenco Marine, Inc.

SCHEDULE II

U.S. PATENTS AND PATENT APPLICATIONS

	Title	Application Number	Application Date	Patent (Publication) Number	Patent (Publication) Date	Record Owner
1.	VOLTAGE SENSING HAND TOOL	10/112,446	3/28/2002	6,731,218	5/4/2004	Power Products, LLC
2.	VOLTAGE SENSING HAND TOOL	10/808,291	3/24/2004	6,844,819	1/18/2005	Power Products, LLC
3.	VOLTAGE SENSING HAND TOOL	11/005,187	12/6/2004	7,295,130	11/13/2007	Power Products, LLC
4.	VOLTAGE SENSING HAND TOOL	11/458,596	7/19/2006	7,468,674	12/23/2008	Power Products, LLC
5.	AUTO-SELECTING, AUTO-RANGING CONTACT/NONCONTACT VOLTAGE AND CONTINUITY TESTER	10/076,718	2/13/2002	6,812,685	11/2/2004	Power Products, LLC
6.	ELECTRICAL CIRCUIT TRACING DEVICE	09/935,093	8/22/2001	6,525,665	2/25/2003	Power Products, LLC
7.	CABLE HOLDER	10/974,295	10/27/2004	7,071,418	7/4/2006	Power Products, LLC
8.	ENHANCED ROTARY MULTI-POLE ELECTRICAL SWITCH	11/461,700	8/1/2006	7,442,887	10/28/2008	BLUE SEA SYSTEMS, INC.
9.	MULTI-SCANNER DEVICE HAVING A DETACHABLE OUTLET TESTER	11/840,616	8/17/2007	7,633,282	12/15/2009	Power Products, LLC
10.	MULTI-SCANNER DEVICE HAVING A DETACHABLE OUTLET TESTER	12/624,129	11/23/2009	7,928,717	4/19/2011	Power Products, LLC

Schedule II

	Title	Application Number	Application Date	Patent (Publication) Number	Patent (Publication) Date	Record Owner
11.	MULTI-SCANNER DEVICE HAVING A DETACHABLE OUTLET TESTER	13/070,592	3/24/2011	8,085,032	12/27/2011	Power Products, LLC
12.	FISH TAPE HANDLE	29/199,272	2/12/2004	D506,400	6/21/2005	Power Products, LLC
13.	FISH TAPE REEL GRIP	29/199,282	2/12/2004	D506,692	6/28/2005	Power Products, LLC
14.	BATTERY SWITCH	29/472,102	11/8/2013	D740,234	10/6/2015	Power Products, LLC
15.	PORTABLE BATTERY CHARGER	29/434,931	10/18/2012	D696,188	12/24/2013	Power Products, LLC
16.	ELECTRICAL CORD END	29/399,555	8/16/2011	D690,652	10/1/2013	Power Products, LLC
17.	SPOTLIGHT	29/383,541	1/19/2011	D646,822	10/11/2011	Power Products, LLC
18.	ELECTRIC CORD END	29/376,876	10/13/2010	D646,638	10/11/2011	Power Products, LLC
19.	SET OF TOOL HANDLES	29/345,036	10/8/2009	D623,920	9/21/2010	Power Products, LLC
20.	ELECTRICAL PROBE	29/338,113	6/4/2009	D615,430	5/11/2010	Power Products, LLC
21.	CABLE TOOL	29/337,220	5/18/2009	D613,137	4/6/2010	Power Products, LLC
22.	ELECTRICAL INSTRUMENT	29/342,880	9/2/2009	D623,148	9/7/2010	Power Products, LLC
23.	ELECTRICAL INSTRUMENT	29/337,230	5/18/2009	D612,338	3/23/2010	Power Products, LLC
24.	CLASP	29/342,278	8/21/2009	D609,998	2/16/2010	Power Products, LLC

	Title	Application Number	Application Date	Patent (Publication) Number	Patent (Publication) Date	Record Owner
25.	CLASP	29/332,230	2/11/2009	D608,191	1/19/2010	Power Products, LLC
26.	LOW VOLTAGE OUTDOOR LIGHTING POWER SUPPLY	29/327,142	10/31/2008	D599,288	9/1/2009	Power Products, LLC
27.	PLIERS HAMMER HEAD	29/282,457	7/20/2007	D592,475	5/19/2009	Power Products, LLC
28.	UTILITY KNIFE	29/282,477	7/20/2007	D587,554	3/3/2009	Power Products, LLC
29.	HAND TOOL HANDLE	29/282,468	7/20/2007	D578,368	10/14/2008	Power Products, LLC
30.	HAND TOOL HANDLE	29/282,471	7/20/2007	D577,981	10/7/2008	Power Products, LLC
31.	DETECTOR MODULE	29/282,465	7/20/2007	D576,896	9/16/2008	Power Products, LLC
32.	UTILITY KNIFE	29/282,463	7/20/2007	D572,107	7/1/2008	Power Products, LLC
33.	SCREWDRIVER HANDLE	29/282,475	7/20/2007	D572,105	7/1/2008	Power Products, LLC
34.	FLASHLIGHT	29/282,446	7/20/2007	D567,418	4/22/2008	Power Products, LLC
35.	FACE PLATE FOR SWITCH PANEL	29/225,195	3/11/2005	D555,458	11/20/2007	BLUE SEA SYSTEMS, INC.
36.	WINDER	29/240,095	10/7/2005	D553,027	10/16/2007	Power Products, LLC
37.	TOOL PORTION	29/240,096	10/7/2005	D542,112	5/8/2007	Power Products, LLC
38.	STAPLE GUN	29/244,585	12/12/2005	D531,469	11/7/2006	Power Products, LLC

	Title	Application Number	Application Date	Patent (Publication) Number	Patent (Publication) Date	Record Owner
39.	FUSE BLOCK	29/255,119	3/3/2006	D528,988	9/26/2006	BLUE SEA SYSTEMS, INC.
40.	FUSE BLOCK	29/194,082	11/19/2003	D517,996	3/28/2006	BLUE SEA SYSTEMS, INC.
41.	FISH TAPE REEL	29/199,271	2/12/2004	D508,425	8/16/2005	Power Products, LLC
42.	FISH TAPE HANDLE	29/199,246	2/12/2004	D507,981	8/2/2005	Power Products, LLC
43.	ELECTRICAL CONNECTOR FOR CONNECTION TO MULTIPLE CONDUCTORS	12/334,591	12/15/2008	7,628,640	12/8/2009	Power Products, LLC
44.	RECEPTACLE TESTER WITH TEXT DISPLAY	12/393,205	2/26/2009	7,944,212	5/17/2011	Power Products, LLC
45.	CABLE CLASP	12/504,470	7/16/2009	8,246,095	8/21/2012	Power Products, LLC
46.	POWERED CABLE PULLER	12/825,499	6/29/2010	8,434,741	5/7/2013	Power Products, LLC
47.	SHORE POWER CORD SET	13/228,242	9/8/2011	8,884,773	11/11/2014	Power Products, LLC
48.	MARINE SPOTLIGHT	13/295,633	11/14/2011	8,672,515	3/18/2014	Power Products, LLC
49.	REVERSE POWER Y- ADAPTER	13/360,115	1/27/2012	8,975,782	3/10/2015	Power Products, LLC
50.	APPARATUS AND METHOD FOR BALANCING CELLS IN PLURALITY OF BATTERIES	14/092,275	11/27/2013	9,325,177	4/26/2016	Power Products, LLC

	Title	Application Number	Application Date	Patent (Publication) Number	Patent (Publication) Date	Record Owner
51.	POWER OUTPUT DISTRIBUTION AND CONTROL SYSTEM FOR MULTI-OUTPUT BATTERY CHARGER	14/081,495	11/15/2013	9,350,185	5/24/2016	BLUE SEA SYSTEMS, INC.
52.	ROTARY BATTERY SWITCH	14/537,485	11/10/2014	20150129398	5/14/2015	Power Products, LLC
53.	WRENCH	14/883,407	10/14/2015	20160114467	4/28/2016	Power Products, LLC
54.	COMBINATION TEST DEVICE	15/147,696	5/5/2016	20160327599	11/10/2016	Power Products, LLC
55.	CODELESS RECEPTACLE TESTER	15/147,688	5/5/2016	20160327601	11/10/2016	Power Products, LLC
56.	HAND HELD NON- CONTACT VOLTAGE TESTER	08/903,575	7/31/1997	5,877,618	3/2/1999	Power Products, LLC
57.	CONTACT HOUSING FOR ELECTRICAL CONNECTOR	09/241,219	2/1/1999	6,071,145	6/6/2000	Power Products, LLC
58.	ELECTRICAL VOLTAGE TESTER	09/200,880	11/30/1998	6,137,285	10/24/2000	Power Products, LLC
59.	ELECTRICAL CIRCUIT TRACING APPARATUS USING MODULATED TRACING SIGNAL	09/119,347	7/20/1998	6,163,144	12/19/2000	Power Products, LLC
60.	ELECTRICAL CONNECTOR SET	09/460,301	12/13/1999	6,287,136	9/11/2001	Power Products, LLC
61.	CONTROLLER FOR AN ELECTRIC PROPULSION SYSTEM FOR WATERCRAFT	11/736,659	4/18/2007	7,575,491	8/18/2009	Lenco Marine, Inc.

SCHEDULE III

U.S. COPYRIGHT REGISTRATIONS AND APPLICATIONS FOR COPYRIGHT REGISTRATION
None.

Schedule III

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RECORDED: 12/20/2016