

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473328

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Apergy (Delaware) Formation, Inc.		05/09/2018	Corporation: DELAWARE
Apergy ESP Systems, LLC		05/09/2018	Limited Liability Company: OKLAHOMA
Harbison-Fischer, Inc.		05/09/2018	Corporation: DELAWARE
PCS Ferguson, Inc.		05/09/2018	Corporation: DELAWARE
Spirit Global Energy Solutions, Inc.		05/09/2018	Corporation: DELAWARE
US Synthetic Corporation		05/09/2018	Corporation: DELAWARE
Wellmark Holdings, Inc.		05/09/2018	Corporation: DELAWARE
Windrock, Inc.		05/09/2018	Corporation: TENNESSEE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	CIB DMO WLO, Mail Code NY1-C413, 4 CMC
City:	Brooklyn
State/Country:	NEW YORK
Postal Code:	11245-0001
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 96

Property Type	Number	Word Mark
Registration Number:	1998002	AUTOCYCLE
Registration Number:	1700251	
Registration Number:	3191603	ENVIROSAVE
Registration Number:	1557637	FLEXBAR
Registration Number:	3165314	N NORRIS
Registration Number:	4050514	NOR-PEENING
Registration Number:	3877839	NORRIS BLUEMAX ROD PIN LUBRICANT
Registration Number:	3007360	NORRISEAL
Registration Number:	0690761	NORRISEAL
Registration Number:	3301529	NORRISIZE

OP \$2415.00 1998002

Property Type	Number	Word Mark
Registration Number:	1660644	QUARTZDYNE
Registration Number:	3668867	SIDEWINDER
Registration Number:	5041791	SMART PREDICTOR
Registration Number:	1600378	WCN
Registration Number:	4902493	AFFIRMED
Registration Number:	4882374	AGILE
Registration Number:	4902490	BLACKGOLD
Registration Number:	4902494	CAVALCADE
Registration Number:	5119966	CRUSADER
Registration Number:	4902491	GRINDSTONE
Registration Number:	5119967	HSP
Registration Number:	4814024	LOOKOUT
Registration Number:	4814025	SMARTEN
Registration Number:	5087043	UNBRIDLED
Registration Number:	4902492	WHIRLAWAY
Registration Number:	3046828	#9 CARBIDE
Registration Number:	1107027	BEST PUMPS IN THE OIL PATCH
Registration Number:	2691224	
Registration Number:	0698948	DOUBLE-DISPLACEMENT
Registration Number:	0660320	DUMORE
Registration Number:	2950236	ENVIRO-GUARD
Registration Number:	2784917	FLAP-TITE
Registration Number:	0648219	FLEXITE
Registration Number:	3401952	HARBISON-FISCHER
Registration Number:	1118074	HF
Registration Number:	2870189	HTC 75+
Registration Number:	2853876	INJECTA-BOX
Registration Number:	2865162	INJECTA-PAK
Registration Number:	0890061	LOC NO
Registration Number:	2631621	PAMPA GAS PUMP
Registration Number:	2870188	PRO-ALIGN
Registration Number:	2780552	QUIK-SEAL
Registration Number:	3340044	SAND-PRO
Registration Number:	2721154	TUFFR
Registration Number:	2721155	TUFFR PLUS
Registration Number:	0712485	TUFF-TEMPER
Registration Number:	2691528	VARIABLE SLIPPAGE PUMP
Registration Number:	2855298	VIPER

Property Type	Number	Word Mark
Registration Number:	2691529	VSP
Registration Number:	4661280	WELL SITE SCADA
Registration Number:	4209669	3DSO
Registration Number:	4667668	ACCELERATED
Registration Number:	4463260	ACCELERATED
Registration Number:	4716575	FB
Registration Number:	4723949	FERGUSON BEAUREGARD
Registration Number:	5148099	FIRST RESPONDER
Registration Number:	4916632	ICHEM
Registration Number:	1200932	LIQUILIFT
Registration Number:	1200933	LIQUILIFT
Registration Number:	4297379	NITRO2GO
Registration Number:	4297380	NITRO2GO NITROGEN GENERATION BY PCS
Registration Number:	4390416	OPTI-FLOW
Registration Number:	3296996	PCS 1000 CONTROLLER
Registration Number:	3296995	PCS 2000 CONTROLLER
Registration Number:	3296992	PCS 3000 CONTROLLER
Registration Number:	3297137	PCS 4000 CONTROLLER
Registration Number:	4863843	PCS FERGUSON 8000 SERIES
Registration Number:	3523111	PCS HIGH LOW CONTROLLER
Registration Number:	3296987	PCS PRODUCTION CONTROL SERVICES
Registration Number:	4029278	PCS WELLVISION
Registration Number:	4733928	PCSFERGUSON
Registration Number:	3231877	SMART PLUNGER
Registration Number:	4390415	WELL OPTIMIZED
Registration Number:	3296991	WELL TENDER
Registration Number:	4661076	WELLTREKKER
Registration Number:	4202399	GENESIS
Registration Number:	4522512	GENESIS INTELLIGENT ASSET MANAGER
Registration Number:	5424803	DEEP DIAMOND
Registration Number:	4725632	DIAMOND ANALYTICS
Registration Number:	5059932	SC
Registration Number:	3577117	SUNCREST
Registration Number:	3256415	US SYNTHETIC
Registration Number:	4667716	US SYNTHETIC BEARINGS
Registration Number:	5367925	USS
Registration Number:	4833068	USSYNTHETIC MINING
Registration Number:	3031255	WELLMARK

Property Type	Number	Word Mark
Registration Number:	4596473	WM WELLMARK
Registration Number:	3888246	AUTOBALANCE
Registration Number:	3646158	BETA-TRAP
Registration Number:	3642388	RECIP-TRAP
Registration Number:	1916182	WINDROCK
Registration Number:	1945192	WINDROCK
Registration Number:	5153794	AUTOBALANCE
Registration Number:	4631573	ON-GUARD
Registration Number:	4912261	PLATINUM
Serial Number:	87856723	

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: Michael.Violet@wolterskluwer.com

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: 05/09/2018

Total Attachments: 12

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EXECUTION VERSION

TRADEMARK SECURITY AGREEMENT dated as of May 9, 2018 (this “Agreement”), between APERGY (DELAWARE) FORMATION, INC., APERGY ESP SYSTEMS, LLC, HARBISON-FISCHER, INC., PCS FERGUSON, INC., SPIRIT GLOBAL ENERGY SOLUTIONS, INC., US SYNTHETIC CORPORATION, WELLMARK HOLDINGS, INC. and WINDROCK, INC. (the “Grantors”) and JPMorgan Chase Bank, N.A. (“JPMCB”), as Administrative Agent.

Reference is made to (a) the Credit Agreement dated as of May 9, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among Apergy Corporation, as the Borrower, the Lenders and Issuing Banks from time to time party thereto and JPMCB, as Administrative Agent, and (b) the Guarantee and Collateral Agreement dated as of May 9, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among the Borrower, the Guarantors from time to time party thereto and JPMCB, as Administrative Agent. The Lenders and the Issuing Banks have extended, and have agreed to extend, credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The Grantors are Affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower under the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders and the Issuing Banks to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Each capitalized term used but not otherwise defined herein shall have the meaning specified in the Credit Agreement or the Collateral Agreement, as applicable. The rules of construction specified in Section 1.03 of the Credit Agreement also apply to this Agreement, mutatis mutandis.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Collateral Agreement, did and hereby does grant to the Administrative Agent and its permitted successors and assigns, for the benefit of the Secured Parties, a security interest in all of such Grantor’s right, title and interest in, to and under the portion of the Article 9 Collateral constituting Trademarks (including those listed on Schedule I hereto but excluding any Trademarks that are Excluded Personal Property), subject to the exclusions set forth in Section 4.01(d) of the Collateral Agreement (collectively, the “Trademark Collateral”).

SECTION 3. Collateral Agreement. This Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Administrative Agent for the benefit of the Lenders in connection with the Collateral Agreement and is expressly subject to the terms and conditions thereof. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Collateral 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 Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or other electronic imaging shall be effective as delivery of a manually executed counterpart of this Agreement.

SECTION 5. CHOICE OF LAW. THIS AGREEMENT AND ANY CLAIM, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS AGREEMENT SHALL BE

GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF
NEW YORK.


[SIGNATURE PAGES FOLLOW]

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


APERGY (DELAWARE) FORMATION, INC.,
as Grantor

By: 
Name: Ken Andrews
Title: Vice President

APERGY ESP SYSTEMS, LLC,
as Grantor

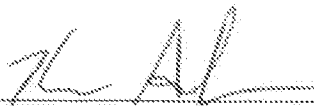
By: 
Name: Ken Andrews
Title: Vice President

HARBISON-FISCHER, INC.,
as Grantor

By: 
Name: Ken Andrews
Title: Vice President

[Signature page to Trademark Security Agreement]

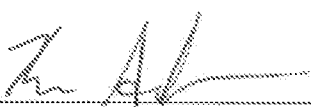
PCS FERGUSON, INC.,
as Grantor

By: 
Name: Ken Andrews
Title: Vice President

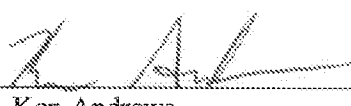
SPIRIT GLOBAL ENERGY SOLUTIONS, INC.,
as Grantor

By: 
Name: Ken Andrews
Title: Vice President


US SYNTHETIC CORPORATION,
as Grantor

By: 
Name: Ken Andrews
Title: Vice President

WELLMARK HOLDINGS, INC.,
as Grantor

By: 
Name: Ken Andrews
Title: Vice President

WINDROCK, INC.,
as Grantor

By: 
Name: Ken Andrews
Title: Vice President





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

By: 
Name: Gene Riego de Dios
Title: Executive Director


[Signature page to Trademark Security Agreement]

SCHEDULE I

Trademarks

Registered Owner	Mark	Application No.	Registration No.	Registration No.
APERGY (DELAWARE) FORMATION, INC. ¹	AUTOCYCLE	74653765	1998002	03-SEP-1996
APERGY (DELAWARE) FORMATION, INC.	Design Only 	74105571	1700251	14-JUL-1992
APERGY (DELAWARE) FORMATION, INC.	ENVIROSAVE	78662409	3191603	02-JAN-2007
APERGY (DELAWARE) FORMATION, INC.	FLEXBAR	73779579	1557637	26-SEP-1989
APERGY (DELAWARE) FORMATION, INC.	N NORRIS 	78798035	3165314	31-OCT-2006
APERGY (DELAWARE) FORMATION, INC.	NOR-PEENING	85124861	4050514	01-NOV-2011
APERGY (DELAWARE) FORMATION, INC.	NORRIS BLUEMAX ROD PIN LUBRICANT 	77801870	3877839	16-NOV-2010
APERGY (DELAWARE) FORMATION, INC.	NORRISEAL 	78370444	3007360	18-OCT-2005
APERGY (DELAWARE) FORMATION, INC.	NORRISEAL	72066588	0690761	05-JAN-1960
APERGY (DELAWARE) FORMATION, INC.	NORRISIZE	77100805	3301529	02-OCT-2007
APERGY (DELAWARE) FORMATION, INC.	QUARTZDYNE	74105569	1660644	15-OCT-1991
APERGY (DELAWARE) FORMATION, INC.	SIDEWINDER	77639647	3668867	18-AUG-2009
APERGY (DELAWARE) FORMATION, INC.	SMARTPREDICTOR	86436521	5041791	13-SEP-2016
APERGY (DELAWARE)	WCN	73837914	1600378	12-JUN-1990

¹ All Apergy (Delaware) Formation, Inc. trademarks are currently in the name of Delaware Capital Formation, Inc. at the USPTO. Assignment was filed with USPTO on 4/1/2018 and recordation is pending.

Registered Owner	Mark	Application No.	Registration No.	Registration No.
FORMATION, INC.				
APERGY ESP SYSTEMS, LLC ²	AFFIRMED	86295756	4902493	16-FEB-2016
APERGY ESP SYSTEMS, LLC	AGILE	86295767	4882374	05-JAN-2016
APERGY ESP SYSTEMS, LLC	BLACKGOLD	86295738	4902490	16-FEB-2016
APERGY ESP SYSTEMS, LLC	CAVALCADE	86295760	4902494	16-FEB-2016
APERGY ESP SYSTEMS, LLC	CRUSADER	86465888	5119966	10-JAN-2017
APERGY ESP SYSTEMS, LLC	GRINDSTONE	86295743	4902491	16-FEB-2016
APERGY ESP SYSTEMS, LLC	HSP	86465900	5119967	10-JAN-2017
APERGY ESP SYSTEMS, LLC	LOOKOUT	86295758	4814024	15-SEP-2015
APERGY ESP SYSTEMS, LLC	SMARTEN	86295764	4814025	15-SEP-2015
APERGY ESP SYSTEMS, LLC	UNBRIDLED	86301103	5087043	22-NOV-2016
APERGY ESP SYSTEMS, LLC	WHIRLAWAY	86295753	4902492	16-FEB-2016
HARBISON-FISCHER, INC.	#9 CARBIDE	78312889	3046828	17-JAN-2006
HARBISON-FISCHER, INC.	BEST PUMPS IN THE OIL PATCH	73128147	1107027	28-NOV-1978
HARBISON-FISCHER, INC.	Design Only 	78141844	2691224	25-FEB-2003
HARBISON-FISCHER, INC.	DOUBLE-DISPLACEMENT	72060520	0698948	07-JUN-1960
HARBISON-FISCHER, INC.	DUMORE	72020529	0660320	08-APR-1958
HARBISON-FISCHER, INC.	ENVIRO-GUARD	78300608	2950236	10-MAY-2005
HARBISON-FISCHER, INC.	FLAP-TITE	76434165	2784917	18-NOV-2003

² All Apergy ESP Systems, LLC marks are currently in the name of Dover Artificial Lift Systems, LLC at the USPTO and will be updated.

Registered Owner	Mark	Application No.	Registration No.	Registration No.
HARBISON-FISCHER, INC.	FLEXITE	72020528	0648219	09-JUL-1957
HARBISON-FISCHER, INC.	HARBISON-FISCHER	78971623	3401952	25-MAR-2008
HARBISON-FISCHER, INC.	HF 	73114051	1118074	15-MAY-1979
HARBISON-FISCHER, INC.	HTC 75+	76434218	2870189	03-AUG-2004
HARBISON-FISCHER, INC.	INJECTA-BOX	78269264	2853876	15-JUN-2004
HARBISON-FISCHER, INC.	INJECTA-PAK	78273824	2865162	20-JUL-2004
HARBISON-FISCHER, INC.	LOC NO	72333712	0890061	28-APR-1970
HARBISON-FISCHER, INC.	PAMPA GAS PUMP	76362279	2631621	08-OCT-2002
HARBISON-FISCHER, INC.	PRO-ALIGN	76434198	2870188	03-AUG-2004
HARBISON-FISCHER, INC.	QUIK-SEAL	76434192	2780552	04-NOV-2003
HARBISON-FISCHER, INC.	SAND-PRO	78971624	3340044	20-NOV-2007
HARBISON-FISCHER, INC.	TUFFR	76435206	2721154	03-JUN-2003
HARBISON-FISCHER, INC.	TUFFR PLUS	76435215	2721155	03-JUN-2003
HARBISON-FISCHER, INC.	TUFF-TEMPER	72084759	0712485	14-MAR-1961
HARBISON-FISCHER, INC.	VARIABLE SLIPPAGE PUMP	76226595	2691528	25-FEB-2003
HARBISON-FISCHER, INC.	VIPER	78222542	2855298	15-JUN-2004
HARBISON-FISCHER, INC.	VSP	76226596	2691529	25-FEB-2003
PCS FERGUSON INC.	WELL SITE SCADA	86208967	4661280	23-DEC-2014
PCS FERGUSON, INC.	3DSO	85542216	4209669	18-SEP-2012
PCS FERGUSON, INC. ³	ACCELERATED	86324385	4667668	06-JAN-2015
PCS FERGUSON, INC. ⁴	ACCELERATED 	85547044	4463260	07-JAN-2014

³ IP currently in the name of Accelerated Product Services, Inc.; USPTO records will be updated.


⁴ IP currently in the name of Accelerated Product Services, Inc.; USPTO records will be updated.

Registered Owner	Mark	Application No.	Registration No.	Registration No.
PCS FERGUSON, INC.	FB 	86457929	4716575	07-APR-2015
PCS FERGUSON, INC.	FERGUSON BEAUREGARD	86457826	4723949	21-APR-2015
PCS FERGUSON, INC.	FIRST RESPONDER	86934785	5148099	21-FEB-2017
PCS FERGUSON, INC.	ICHEM	86371160	4916632	15-MAR-2016
PCS FERGUSON, INC.	LIQUILIFT	73307592	1200932	13-JUL-1982
PCS FERGUSON, INC.	LIQUILIFT 	73307704	1200933	13-JUL-1982
PCS FERGUSON, INC.	NITRO2GO	85542167	4297379	05-MAR-2013
PCS FERGUSON, INC.	NITRO2GO NITROGEN GENERATION BY PCS 	85542192	4297380	05-MAR-2013
PCS FERGUSON, INC.	OPTI-FLOW	85542207	4390416	27-AUG-2013
PCS FERGUSON, INC.	PCS 1000 CONTROLLER	77091604	3296996	25-SEP-2007
PCS FERGUSON, INC.	PCS 2000 CONTROLLER	77091602	3296995	25-SEP-2007
PCS FERGUSON, INC.	PCS 3000 CONTROLLER	77091594	3296992	25-SEP-2007
PCS FERGUSON, INC.	PCS 4000 CONTROLLER	77120217	3297137	25-SEP-2007
PCS FERGUSON, INC.	PCS FERGUSON 8000 SERIES	86215843	4863843	01-DEC-2015
PCS FERGUSON, INC.	PCS HIGH LOW CONTROLLER	77120230	3523111	28-OCT-2008
PCS FERGUSON, INC.	PCS PRODUCTION CONTROL SERVICES	77091583	3296987	25-SEP-2007

Registered Owner	Mark	Application No.	Registration No.	Registration No.
				
PCS FERGUSON, INC.	PCS WELL VISION	77794653	4029278	20-SEP-2011
PCS FERGUSON, INC.	PCSFERGUSON 	86050101	4733928	12-MAY-2015
PCS FERGUSON, INC.	SMART PLUNGER	78802576	3231877	17-APR-2007
PCS FERGUSON, INC.	WELL OPTIMIZED	85542174	4390415	27-AUG-2013
PCS FERGUSON, INC.	WELL TENDER	77091592	3296991	25-SEP-2007
PCS FERGUSON, INC.	WELLTREKKER	86224194	4661076	23-DEC-2014
SPIRIT GLOBAL ENERGY SOLUTIONS, INC.	GENESIS	85529820	4202399	04-SEP-2012
SPIRIT GLOBAL ENERGY SOLUTIONS, INC.	GENESIS INTELLIGENT ASSET MANAGER	85597006	4522512	29-APR-2014
US SYNTHETIC CORPORATION	DEEP DIAMOND	87320459	5424803	13-MAR-2018
US SYNTHETIC CORPORATION	DIAMOND ANALYTICS	86391049	4725632	21-APR-2015
US SYNTHETIC CORPORATION	SC 	86272737	5059932	11-OCT-2016
US SYNTHETIC CORPORATION	SUNCREST	77214785	3577117	17-FEB-2009
US SYNTHETIC CORPORATION	US SYNTHETIC	78958867	3256415	26-JUN-2007
US SYNTHETIC CORPORATION	US SYNTHETIC BEARINGS	86344076	4667716	06-JAN-2015
US SYNTHETIC CORPORATION	USS 	87257847	5367925	02-JAN-2018
US SYNTHETIC CORPORATION	USSYNTHETIC MINING	86344068	4833068	13-OCT-2015

Registered Owner	Mark	Application No.	Registration No.	Registration No.
WELLMARK HOLDINGS, INC. ⁵	WELLMARK 	76610548	3031255	20-DEC-2005
WELLMARK HOLDINGS, INC. ⁶	WM WELLMARK 	86169055	4596473	02-SEP-2014
WINDROCK INC.	AUTOBALANCE	77842166	3888246	07-DEC-2010
WINDROCK INC.	BETA-TRAP	77534814	3646158	30-JUN-2009
WINDROCK INC.	RECIP-TRAP	77534868	3642388	23-JUN-2009
WINDROCK INC.	WINDROCK 	74551854	1916182	05-SEP-1995
WINDROCK INC.	WINDROCK	74551883	1945192	02-JAN-1996
WINDROCK, INC.	AUTOBALANCE	86830970	5153794	07-MAR-2017
WINDROCK, INC.	ON-GUARD	86217843	4631573	04-NOV-2014
WINDROCK, INC.	PLATINUM	86512373	4912261	08-MAR-2016

Trademark Applications

Registered Owner	Mark	Application No.	Filing Date
WINDROCK, INC.	Design Only 	87856723	30-MAR-2018

⁵ Mark currently in the name of The Wellmark Company, L.L.C.; USPTO records will be updated.

⁶ Mark currently in the name of The Wellmark Company; USPTO records will be updated.