TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tap Worldwide, LLC & Tap Manufacturing, LLC		07/20/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Orix Corporate Capital Inc.
Street Address:	1717 Main St.
Internal Address:	Suite 1100
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Serial Number:	74637727	SMITTYBILT
Serial Number:	77206490	XRC BY SMITTYBILT
Serial Number:	76525590	STREET LOCK
Serial Number:	76630262	PRO COMP
Serial Number:	77175995	PRO COMP
Serial Number:	75249234	GENUINE GEAR
Serial Number:	76488942	4WHEEL PARTS
Serial Number:	76488941	4 WHEEL PARTS
Serial Number:	78572616	OFF-ROAD ADVENTURES
Serial Number:	77279214	OFF-ROAD ADVENTURES
Serial Number:	77039507	POLE POSITION
Serial Number:	77135778	POWER PRO
Serial Number:	77146363	ACCU PRO

CH $815.00 74637727

Serial Number:	76351499	4 WHEEL DRIVE HARDWARE
Serial Number:	76350853	4WD 4WHEEL DRIVE HARDWARE
Serial Number:	75609516	FOUR WHEEL DRIVE HARDWARE
Serial Number:	73537591	4WD
Serial Number:	85038311	BADLANDER
Serial Number:	77881242	G2
Serial Number:	85098182	BE OUT THERE
Serial Number:	85250029	CART ALLIANCE
Serial Number:	85254765	X20
Serial Number:	85254730	X20
Serial Number:	85286635	OFF ROAD DRIVEN
Serial Number:	85242238	RUBICON
Serial Number:	85242161	RUBICON EXPRESS
Registration Number:	2810297	EXTREME-DUTY
Serial Number:	74334898	TOXIC SHOCK
Serial Number:	76369473	MX6
Serial Number:	76369474	PERFECTION DIALED
Serial Number:	76369403	SUSPENSION SYSTEMS THAT WORK
Serial Number:	77130261	LEVEL LIFT

CORRESPONDENCE DATA

Fax Number: (302)636-5454

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-408-3121 x2348

Email: tnuckolls@cscinfo.com

Correspondent Name: Corporation Service Co.-J. Paterson

Address Line 1: 1090 Vermont Avenue, NW

Address Line 2: Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	854472 LR
NAME OF SUBMITTER:	Tim Nuckolls
Signature:	/Tim Nuckolls/
Date:	07/22/2011

Total Attachments: 8

source=07-22-11 Tap Worldwide TM2#page14.tif

source=07-22-11 Tap Worldwide TM2#page15.tif

source=07-22-11 Tap Worldwide TM2#page16.tif
source=07-22-11 Tap Worldwide TM2#page17.tif
source=07-22-11 Tap Worldwide TM2#page18.tif
source=07-22-11 Tap Worldwide TM2#page19.tif
source=07-22-11 Tap Worldwide TM2#page20.tif
source=07-22-11 Tap Worldwide TM2#page21.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, each of TAP WORLDWIDE, LLC, a Delaware limited liability company ("TAP Worldwide"), and TAP MANUFACTURING, LLC, a Delaware limited liability company ("TAP Manufacturing") (TAP Worldwide and TAP Manufacturing are hereinafter referred to, individually, as a "Grantor" and, collectively, as the "Grantors"), each with its principal place of business at 400 West Artesia Boulevard, Compton, California 90220, hereby grants to ORIX CORPORATE CAPITAL INC., as Administrative Agent and Collateral Agent for its own benefit and the benefit of the other Lenders (as defined in the Security Agreement referred to below), with offices at 1717 Main Street, Suite 1100, Dallas, Texas 75201 (the "Grantee"), a continuing security interest in (i) all of each Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications (to the extent not constituting Excluded Property of the type described in clause (b) of the definition thereof set forth in the Security Agreement referred to below), and service mark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of each Grantor, as such term is defined in the Security Agreement dated as of July 20, 2011 (as amended, modified, supplemented or restated and in effect from time to time, the "Security Agreement") by and between, among others, the Grantors and the Grantee.

This Grant has been granted in conjunction with the security interest granted by the Grantors to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 20 day of July, 2011.

TAP WORLDWIDE, LLC, as Grantor

By: _____
Name: _____
Title: _____

Darren Marcus Salvin, Esquire
General Counsel, Executive VP
400 West Artesia Blvd.
Compton, California 90220

TAP MANUFACTURING, LLC, as Grantor

By: _____
Name: _____
Title: _____

Darren Marcus Salvin, Esquire
General Counsel, Executive VP
400 West Artesia Blvd.
Compton, California 90220

ORIX CORPORATE CAPITAL INC., as Grantee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 20 day of July, 2011.

TAP WORLDWIDE, LLC, as Grantor

By: _____
Name: _____
Title: _____

TAP MANUFACTURING, LLC, as Grantor

By: _____
Name: _____
Title: _____

ORIX CORPORATE CAPITAL INC., as Grantee

By: _____
Name: Christopher L. Smith
Title: Authorized Representative

Signature Page to Grant of Security Interest in Trademarks (Term Loan)

SCHEDULE A

Owner: TAP Worldwide, LLC

MARK	Country of Registration/Application	SERIAL NO. FILING DATE	REG. NO. REG. DATE	STATUS
SMITTYBILT	United States	74/637,727 2/23/95	2,038,126 2/18/97	Registered, Renewed
XRC BY SMITTYBILT	United States	77/206,490 6/14/07	3,541,089 12/2/08	Registered
STREET LOCK	United States	76/525,590 6/26/03	3,025,075 12/13/05	Registered
PRO COMP Stylized	United States	76/630,262 2/3/05	3,052,867 1/31/06	Registered
PROCOMP	United States	77/175,995 5/8/07	3,541,021 12/2/08	Registered
GENUINE GEAR	United States	75/249,234 2/28/97	2,194,845 10/13/98	Registered, Renewed
4 WHEEL PARTS	United States	76/488,942 2/10/03	2,937,233 4/5/05	Registered
4 WHEEL PARTS	United States	76/488,941 2/10/03	2,996,336 9/20/05	Registered
OFF-ROAD ADVENTURES	United States	78/572,616 2/22/05	3,113,966 7/11/06	Registered
OFF-ROAD ADVENTURES	United States	77/279,214 9/13/07	3,775,180 4/13/10	Registered
POLE POSITION	United States	77/039,507 11/8/06	3,472,892 7/22/08	Registered
POWER PRO	United States	77/135,778 3/20/07	3,576,879 2/17/09	Registered

MARK	Country of Registration/Application	SERIAL NO. FILING DATE	REG. NO. REG. DATE	STATUS
ACCU PRO	United States	77/146,363 4/2/07	3,446,150 6/10/08	Registered
4 WHEEL DRIVE HARDWARE and Design 4 WheelDrive Hardware	United States	76/351,499 12/14/01	2,690,388 2/25/03	Registered
4WD 4 WHEEL DRIVE HARDWARE and Design 4WD 4Wheel Drive Hardware	United States	76/350,853 12/14/01	2,685,891 2/11/03	Registered
4WHEEL DRIVE HARDWARE	United States	75/609,516 12/21/98	2,351,499 5/23/00	Registered, Renewed
4WD AND DESIGN 4WD	United States	73/537,591 5/14/85	1,399,899 7/1/86	Registered, Renewed
BADLANDER	United States	85/038,311 5/13/10		Pending
G2 Stylized G2	United States	77/881,242 11/25/09	3,938,751 3/29/2011	Registered
BE OUT THERE	United States	85/098,182 8/2/10		Pending
CART ALLIANCE	United States	85/250,029 2/23/2011		Pending
X20	United States	85/254,765		Pending

MARK	Country of Registration/Application	SERIAL NO. FILING DATE	REG. NO. REG. DATE	STATUS
		3/1/2011		
X20	United States	85/254,730 3/1/2011		Pending
OFF ROAD DRIVEN	United States	85/286,635 4/5/2011		Pending
RUBICON	United States	85/242,238 2/15/2011		Pending
RUBICON EXPRESS	United States	85/242,161 2/15/2011		Pending
EXTREME-DUTY	United States		2,810,297 2/3/2004	Registered

Owner: TAP Manufacturing, LLC

TOXIC SHOCK and Design	United States	74/334,898 11/27/92	1,781,311 7/13/93	Registered; Renewed
MX6	United States	76/369,473 2/12/02	2,765,328 9/16/03	Registered
PERFECTION DIALED	United States	76/369,474 2/12/02	2,689,404 2/18/03	Registered
SUSPENSION SYSTEMS THAT WORK	United States	76/369,403 2/12/02	2,725,739 6/10/03	Registered
LEVEL LIFT	United States	77/130,261 3/13/07	3,550,838 12/23/08	Registered