

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Release

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Administrative Agent		11/19/2012	Association: UNITED STATES

RECEIVING PARTY DATA

Name:	FleetPride, Inc.
Street Address:	8401 New Trails Drive, Suite 150
City:	The Woodlands
State/Country:	TEXAS
Postal Code:	77381
Entity Type:	CORPORATION: ARIZONA

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2642094	OEM+
Registration Number:	2682136	FLEETPRIDE
Registration Number:	2992713	FLEETPRIDE HEAVY DUTY EXPERTS
Registration Number:	3025183	POWER PRODUCTS THE HEAVY DUTY CONNECTION
Registration Number:	3133482	WORLDWIDE HEAVY DUTY POWER PRODUCTS
Registration Number:	3194759	FLEETCARE BY FLEETPRIDE TRUCK SERVICE CENTER
Registration Number:	3199460	FSM FLEET SYSTEMS MANAGER
Registration Number:	3216715	POWERPRODUCTS THE HEAVY DUTY CONNECTION
Registration Number:	3246242	TORQUE TECHNOLOGY
Registration Number:	3291296	PRO-KLEEN
Registration Number:	3311988	OTR
Registration Number:	3521775	PBC PRIMA BRAKE COMPONENTS
Registration Number:	3522744	PRIMATRONICS
Registration Number:	3545435	VANTAGEPOWER

TRADEMARK

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Registration Number:	3612769	TORQUE TECHNOLOGY
Registration Number:	3668390	WE LIVE AND BREATHE HEAVY DUTY
Registration Number:	3668420	COUNT ON US
Registration Number:	3668445	FLEETCARE TRUCK SERVICE CENTER
Registration Number:	3683554	PRIMAPOWER
Registration Number:	3795986	PRIMATECH
Registration Number:	4127809	FLEETPRIDE TRUCK & TRAILER PARTS

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: daniel.cote@thomsonreuters.com

Correspondent Name: James P. Murphy, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 2: Cahill Gordon & Reindel LLP

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	James P. Murphy, Legal Assistant
Signature:	/daniel cote thomsonreuters/
Date:	11/20/2012

Total Attachments: 5

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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):

Bank of America, N.A., as Administrative Agent

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) US - FED

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) 11/19/2012

- Assignment
- Security Agreement
- Other Trademark Release
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: FleetPride, Inc.

Street Address: 8401 New Trails Drive, Suite 150

City: The Woodlands

State: TX

Country: USA Zip: 77381

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Arizona
- 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 _____

B. Trademark Registration No.(s) _____

SEE SCHEDULE I

SEE SCHEDULE I

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: James P. Murphy, Legal Assistant

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: 212-701-3345

Docket Number: _____

Email Address: jmurphy@cahill.com

6. Total number of applications and registrations involved:

21

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

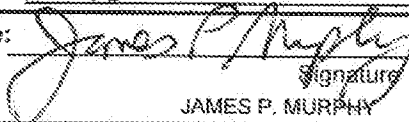
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature

November 19, 2012

Date

JAMES P. MURPHY

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

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

RELEASE OF TRADEMARK SECURITY AGREEMENT

THIS RELEASE OF TRADEMARK SECURITY AGREEMENT (this “Release”) is made as of November 19, 2012 (the “Effective Date”) by Bank of America, N.A., as administrative agent (in such capacity, the “Administrative Agent”) for the benefit of FleetPride Corporation, a Delaware corporation (the “Borrower”) and FleetPride, Inc., an Alabama corporation (the “Grantor”).

WHEREAS, pursuant to the terms and conditions of that certain Guarantee and Collateral Agreement, dated as of December 6, 2011 (as amended, supplemented or otherwise modified from time to time), among the Borrower, the Grantor, and certain other subsidiaries of the Borrower party thereto and the Administrative Agent, and the Trademark Security Agreement between the Grantor and the Administrative Agent dated as of December 6, 2011 (the “Trademark Security Agreement”), the Grantor pledged, assigned and granted to the Administrative Agent a continuing security interest in all of its right, title and interest in and to certain collateral including, without limitation, the trademark registrations and applications set forth on Schedule I to the Trademark Security Agreement, along with the goodwill associated therewith (collectively, the “Trademarks”);

WHEREAS, the Trademark Security Agreement was recorded with the Trademark Division of the U.S. Patent & Trademark Office on December 8, 2011 at Reel 4674 and Frame 0544;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby terminates the Trademark Security Agreement, and hereby terminates, cancels and releases any and all security interests it has against the Trademarks listed under Schedule 1 attached hereto.


If and to the extent the Administrative Agent has acquired any right, title or interest to any of the Trademarks, it hereby re-assigns and re-transfers such rights, title or interest to the Grantor.

The Administrative Agent shall take all further actions, and provide to the Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor to more fully and effectively effectuate the purposes of this Release, all at the expense of the Grantor.

This Release shall be governed by and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

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

By: 
Name: **Liliana Claar**
Title: **Vice President**

[Signature Page to FleetPride Trademark Release]

Schedule 1

Trademarks

UNITED STATES TRADEMARKS:

Registrations:

Country	Mark	Application No.	Registration No.	Registration Date	Owner
U.S.	OEM+ & DESIGN	76/255,024	2,642,094	10/29/2002	FleetPride, Inc.
U.S.	FLEETPRIDE	75/809,826	2,682,136	2/4/2003	FleetPride, Inc.
U.S.	FLEETPRIDE HEAVY DUTY EXPERTS	75/811,238	2,992,713	9/6/2005	FleetPride, Inc.
U.S.	POWER PRODUCTS THE HEAVY DUTY CONNECTION & DESIGN	76/563,752	3,025,183	12/13/2005	FleetPride, Inc.
U.S.	WORLDWIDE HEAVY DUTY POWER PRODUCTS & DESIGN	76/585,044	3,133,482	8/22/2006	FleetPride, Inc.
U.S.	FLEETCARE BY FLEETPRIDE TRUCK SERVICE CENTER & DESIGN	76/521,559	3,194,759	1/2/2007	FleetPride, Inc.
U.S.	FSM FLEET SYSTEMS MANAGER	78/471,174	3,199,460	1/16/2007	FleetPride, Inc.
U.S.	POWERPRODUCTS THE HEAVY DUTY CONNECTION	76/564,000	3,216,715	3/13/2007	FleetPride, Inc.
U.S.	TORQUE TECHNOLOGY	78/639,309	3,246,242	5/29/2007	FleetPride, Inc.
U.S.	PRO-KLEEN	76/564,675	3,291,296	9/11/2007	FleetPride, Inc.
U.S.	OTR	78/842,336	3,311,988	10/16/2007	FleetPride, Inc.
U.S.	PBC PRIMA BRAKE COMPONENTS	77/214,294	3,521,775	10/21/2008	FleetPride, Inc.
U.S.	PRIMATRONICS	78/973,644	3,522,744	10/21/2008	FleetPride, Inc.
U.S.	VANTAGEPOWER	78/973,585	3,545,435	12/9/2008	FleetPride, Inc.
U.S.	TORQUE TECHNOLOGY & DESIGN	76/585,391	3,612,769	4/28/2009	FleetPride, Inc.
U.S.	WE LIVE AND BREATHE HEAVY DUTY	77/509,546	3,668,390	8/18/2009	FleetPride, Inc.
U.S.	COUNT ON US	77/515,863	3,668,420	8/18/2009	FleetPride, Inc.
U.S.	FLEETCARE TRUCK SERVICE CENTER & DESIGN	77/519,790	3,668,445	8/18/2009	FleetPride, Inc.
U.S.	PRIMAPOWER	77/137,997	3,683,554	9/15/2009	FleetPride, Inc.
U.S.	PRIMATECH	77/116,196	3,795,986	6/1/2010	FleetPride, Inc.
U.S.	FLEETPRIDE TRUCK & TRAILER PARTS & DESIGN	85/255,480	4,127,809	3/2/2011	FleetPride, Inc.

Trade Name:

Country	Mark	Application No.	Registration No.	Registration Date	Owner
U.S. State (Wyoming)	PRIMA COMMERCIAL PRODUCTS, INC.	N/A	2008-00562520	11/12/2008	FleetPride, Inc.

Licenses:

None.