

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CTP Transportation Products, LLC		12/31/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wilmington Trust, National Association, as notes collateral agent
<b>Street Address:</b>	50 South Sixth Street, Suite 1290
<b>Internal Address:</b>	Attn: CTP Transportation Account Manager
<b>City:</b>	Minneapolis
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55402
<b>Entity Type:</b>	Association: UNITED STATES

**PROPERTY NUMBERS Total: 115**

Property Type	Number	Word Mark
Registration Number:	1443042	4-MAX
Registration Number:	2854647	ALL TRAIL
Registration Number:	3329849	BACKWOODS
Registration Number:	3719463	BLACK ROCK
Registration Number:	3655660	BLACKROCK
Registration Number:	2201185	BLACKWATER
Registration Number:	4306023	BLACKWATER EVOLUTION
Registration Number:	3779235	BLUELINE
Registration Number:	819800	CRAGAR
Registration Number:	1478604	CRAGAR AMERICA'S CHOICE
Registration Number:	1010106	CRAGAR SS
Registration Number:	1299456	DIRT BOSS
Registration Number:	3442813	DIRT TRAX

OP \$2890.00 1443042

Registration Number:	3136316	DUNE STAR
Registration Number:	4199861	ERT
Registration Number:	2884739	FARM SPECIALIST
Registration Number:	3702038	FARM SPECIALIST HA
Registration Number:	3707061	FAST TRAX
Registration Number:	2967560	GROUND FORCE
Registration Number:	3538441	GROUNDS PRO
Registration Number:	2927317	GT CRAGER
Registration Number:	3136368	GUARD DOG
Registration Number:	2996514	HOLESHOT
Registration Number:	1061202	
Registration Number:	2490924	ITP
Registration Number:	1849202	LINKS
Registration Number:	4306498	LINKSPORT
Registration Number:	4081109	MAYHEM
Registration Number:	3732002	MUD BOSS
Registration Number:	2858495	MUD LITE
Registration Number:	3607730	MUD TRAX
Registration Number:	3544052	MUD WOLF
Registration Number:	3096105	POINT GUARD
Registration Number:	2967667	QUADCROSS
Registration Number:	3317945	RADIAL TRAIL
Registration Number:	3087916	RELIANCE
Registration Number:	1031812	S/S
Registration Number:	2891679	SAND STAR
Registration Number:	3510089	SAND TRAX
Registration Number:	1822000	SAWTOOTH
Registration Number:	4203358	SIDEWALL ARMOR
Registration Number:	3117525	SPORT TRAIL
Registration Number:	1446281	STAR WIRE
Registration Number:	1914785	STREET PRO
Registration Number:	1755173	STRYKER
Registration Number:	964061	SUPER TRICK
Registration Number:	2345834	SURE TRAIL
Registration Number:	3994203	SWAMP CROSS

	2458522	SWAMP PRO
Registration Number:	3291769	TERRA CROSS
Registration Number:	3709642	TERRATHON
Registration Number:	1344263	TOURMAX
Registration Number:	2884734	TRAC CHIEF
Registration Number:	3124102	TRAC STAR
Registration Number:	1885964	TRAIL HAWK
Registration Number:	1333132	TRAIL PRO
Registration Number:	2184575	TRAIL WOLF
Registration Number:	3370708	T-SHOT
Registration Number:	1298729	TURF BUSTER
Registration Number:	1077338	TURF KING
Registration Number:	2160887	TURF MASTER
Registration Number:	1842868	TURF MATE
Registration Number:	2602580	TURF MAX
Registration Number:	2160888	TURF PRO
Registration Number:	3702053	TURF PRO R-3
Registration Number:	4306497	TURF SMART
Registration Number:	1073561	TURF-CHIEF
Registration Number:	1259935	TURF-GARD
Registration Number:	1225907	TURF-SAVER
Registration Number:	3719733	ULTRA CROSS
Registration Number:	3231214	ULTRA GUARD
Registration Number:	3803648	ULTRA GUARD LVT
Registration Number:	2750917	ULTRA RIB GSE
Registration Number:	2772428	ULTRA ROLL
Registration Number:	2865388	UNIQUE
Registration Number:	2776992	USA LOADER
Registration Number:	3744106	USA LOADER
Registration Number:	1834559	USA TRAIL
Registration Number:	3071495	WETLANDS
Registration Number:	4222345	WT300
Registration Number:	2595712	XTRAC
Registration Number:	2717712	SWAMP MASTER
Registration Number:	3247964	ULTRA CRT

	1157361	ARAMAX
Registration Number:	3872860	BELT-FINDER
Registration Number:	4091822	BIG SHOT
Registration Number:	1084514	COG-BAND
Registration Number:	657136	COG-BELT
Registration Number:	2944377	COTTON DRIVE
Registration Number:	3532849	DURAPOWVER
Registration Number:	3274001	GOLD-RIBBON
Registration Number:	3880817	HYPERMAX
Registration Number:	3352845	NITROMAX
Registration Number:	3765992	PANTHER
Registration Number:	755504	POWER-WEDGE
Registration Number:	1113017	POWER-WEDGE
Registration Number:	1889620	RPP
Registration Number:	1144757	SUPER BLUE RIBBON
Registration Number:	1868013	SUPER II
Registration Number:	3511604	SUPER VEE-BAND
Registration Number:	793635	SYNCHRO-COG
Registration Number:	3069957	TENSION-FINDER
Registration Number:	1031401	THE INCREDIBLE MAX
Registration Number:	3167637	THE INCREDIBLE MAX
Registration Number:	4016967	THE RIGHT BELT FOR THE JOB
Registration Number:	1791503	TOPMAX
Registration Number:	1556735	ULTIMAX
Registration Number:	3167638	ULTIMAX
Registration Number:	2848501	ULTRA-CORD
Registration Number:	844104	VEE-BAND
Registration Number:	1134133	WEDGE-BAND
Serial Number:	85178722	ALIBI
Serial Number:	85528668	GROOVE EJECTION SYSTEM
Serial Number:	85520064	ROCK ARMOR
Serial Number:	85679328	TOWSPORT

CORRESPONDENCE DATA

Fax Number:

**TRADEMARK**  
**REEL: 005184 FRAME: 0728**

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

Email: marina.kelly@thomsonreuters.com  
Correspondent Name: Elaine Carrera, Legal Assistant  
Address Line 1: 80 Pine Street  
Address Line 2: c/o Cahill Gordon & Reindel LLP  
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Elaine Carrera, Legal Assistant
Signature:	/Marina Kelly, Thomson Reuters/
Date:	01/02/2014

**Total Attachments: 12**

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## **GRANT OF SECURITY INTEREST IN TRADEMARKS**

GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Trademark Security Agreement"), dated as of December 31, 2013, by the undersigned ("Grantor"), in favor of WILMINGTON TRUST, NATIONAL ASSOCIATION, as Notes Collateral Agent, for the benefit of the holders of the Secured Obligations.

### **W I T N E S S E T H :**

WHEREAS, reference is made to that certain Pledge and Security Agreement, dated as of December 31, 2013 (including all annexes or exhibits thereto, as from time to time amended, restated, supplemented or otherwise modified from time to time, the "Notes Security Agreement") among CTP TRANSPORTATION PRODUCTS, LLC, a Delaware limited liability company, CTP FINANCE INC., a Delaware corporation, CTP TRANSPORTATION PRODUCTS HOLDINGS LLC, the other Grantors (as defined in the Notes Security Agreement) from time to time party thereto, and WILMINGTON TRUST, NATIONAL ASSOCIATION, as Notes Collateral Agent.

Grantor is required to execute and deliver to the Notes Collateral Agent this Trademark Security Agreement for the benefit of the holders of the Secured Obligations.

NOW, THEREFORE, in consideration of the promises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Notes Security Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to the Notes Collateral Agent, for the benefit of the holders of the Secured Obligations, a security interest in and continuing lien on all of Grantor's right, title and interest in, to and under any Trademarks (collectively, the "Trademark Collateral"), along with all goodwill associated therewith, whether now owned or existing or hereafter acquired or arising and wherever located, including those Trademarks set forth in Schedule I, provided that no security interest therein is granted on any trademark applications filed on an intent-to-use basis in the United States Patent and Trademark Office to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity and enforceability of such intent-to-use trademark applications under applicable law.

3. NOTES SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in furtherance, and not in limitation of the security interests granted to the Notes Collateral Agent, for the benefit of the holders of the Secured Obligations on behalf of itself and the other Secured Notes Secured Parties, pursuant to the Notes Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Notes Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Notes Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the

event that any provision of this Trademark Security Agreement is deemed to conflict with the Notes Security Agreement, the provisions of the Notes Security Agreement shall control.

4. COUNTERPARTS. This Trademark Security Agreement may be executed in any number of 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. The exchange of copies of this Trademark Security Agreement and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Trademark Security Agreement as to the parties hereto and may be used in lieu of the original Trademark Security Agreement and signature pages for all purposes.

5. TERMINATION OR RELEASE. This Trademark Security Agreement shall terminate and the security interests granted hereby shall be automatically released in accordance with the provisions listed in Section 10 of the Notes Security Agreement.


6. THIS TRADEMARK SECURITY AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

7. Notwithstanding anything to the contrary contained in this Trademark Security Agreement, the liens and security interests (and priority of such liens and security interests) granted to the Notes Collateral Agent in any Collateral that constitutes Revolving Priority Collateral pursuant to this Trademark Security Agreement and the exercise of any right or remedy against the Revolving Priority Collateral by the Notes Collateral Agent hereunder are subject to the limitations and provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and the terms of this Trademark Security Agreement, the terms of the Intercreditor Agreement shall govern and control.

[Remainder of page intentionally left blank]

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

**CTP TRANSPORTATION PRODUCTS, LLC**

By:   
Name: Stanley Edme  
Title: Secretary

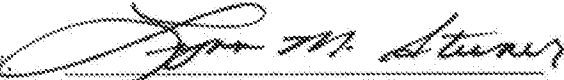
[Carlisle - Signature Page to Trademark Security Agreement]

**TRADEMARK**  
**REEL: 005184 FRAME: 0732**



ACCEPTED AND ACKNOWLEDGED BY:

WILMINGTON TRUST, NATIONAL ASSOCIATION,  
as Notes Collateral Agent

By 

Name: Lynn M. Steiner  
Title: Vice President

**Schedule I**  
**Trademarks**

**UNITED STATES TRADEMARKS:**

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
CTP Transportation Products, LLC	1,443,042	4-MAX
CTP Transportation Products, LLC	2,854,647	ALL TRAIL
CTP Transportation Products, LLC	3,329,849	BACKWOODS
CTP Transportation Products, LLC	3,719,463	BLACK ROCK
CTP Transportation Products, LLC	3,655,660	BLACKROCK
CTP Transportation Products, LLC	2,201,185	BLACKWATER
CTP Transportation Products, LLC	4,306,023	BLACKWATER EVOLUTION
CTP Transportation Products, LLC	3,779,235	BLUELINE
CTP Transportation Products, LLC	819800	CRAGAR
CTP Transportation Products, LLC	1478604	CRAGAR AMERICA'S CHOICE and Design
CTP Transportation Products, LLC	1010106	CRAGAR SS and Design
CTP Transportation Products, LLC	1,299,456	DIRT BOSS
CTP Transportation Products, LLC	3,442,813	DIRT TRAX
CTP Transportation Products, LLC	3,136,316	DUNE STAR
CTP Transportation Products, LLC	4,199,861	ERT
CTP Transportation Products, LLC	2,884,739	FARM SPECIALIST
CTP Transportation Products, LLC	3,702,038	FARM SPECIALIST HA
CTP Transportation Products, LLC	3,707,061	FAST TRAX

CTP Transportation Products, LLC	2,967,560	GROUND FORCE
CTP Transportation Products, LLC	3,538,441	GROUNDS PRO
CTP Transportation Products, LLC	2927317	GT CRAGAR and Design
CTP Transportation Products, LLC	3,136,368	GUARD DOG
CTP Transportation Products, LLC	2,996,514	HOLESHOT
CTP Transportation Products, LLC	1,061,202	Indian Head Design
CTP Transportation Products, LLC	2,490,924	ITP
CTP Transportation Products, LLC	1,849,202	LINKS
CTP Transportation Products, LLC	4,306,498	LINKSPORT
CTP Transportation Products, LLC	4,081,109	MAYHEM
CTP Transportation Products, LLC	3,732,002	MUD BOSS
CTP Transportation Products, LLC	2,858,495	MUD LITE
CTP Transportation Products, LLC	3,607,730	MUD TRAX
CTP Transportation Products, LLC	3,544,052	MUD WOLF
CTP Transportation Products, LLC	3,096,105	POINT GUARD
CTP Transportation Products, LLC	2,967,667	QUADCROSS
CTP Transportation Products, LLC	3,317,945	RADIAL TRAIL
CTP Transportation Products, LLC	3,087,916	RELIANCE
CTP Transportation Products, LLC	1031812	S/S
CTP Transportation Products, LLC	2,891,679	SAND STAR
CTP Transportation Products, LLC	3,510,089	SAND TRAX
CTP Transportation Products, LLC	1,822,000	SAWTOOTH
CTP Transportation Products, LLC	4,203,358	SIDEWALL ARMOR
CTP Transportation Products, LLC	3,117,525	SPORT TRAIL

CTP Transportation Products, LLC	1446281	STAR WIRE
CTP Transportation Products, LLC	1914785	STREET PRO
CTP Transportation Products, LLC	1,755,173	STRYKER
CTP Transportation Products, LLC	964061	SUPER TRICK
CTP Transportation Products, LLC	2,345,834	SURE TRAIL
CTP Transportation Products, LLC	3,994,203	SWAMP CROSS
CTP Transportation Products, LLC	2,458,522	SWAMP PRO
CTP Transportation Products, LLC	3,291,769	TERRA CROSS
CTP Transportation Products, LLC	3,709,642	TERRATHON
CTP Transportation Products, LLC	1,344,263	TOURMAX
CTP Transportation Products, LLC	2,884,734	TRAC CHIEF
CTP Transportation Products, LLC	3,124,102	TRAC STAR
CTP Transportation Products, LLC	1,885,964	TRAIL HAWK
CTP Transportation Products, LLC	1,333,132	TRAIL PRO
CTP Transportation Products, LLC	2,184,575	TRAIL WOLF
CTP Transportation Products, LLC	3,370,708	T-SHOT
CTP Transportation Products, LLC	1,298,729	TURF BUSTER
CTP Transportation Products, LLC	1,077,338	TURF KING
CTP Transportation Products, LLC	2,160,887	TURF MASTER
CTP Transportation Products, LLC	1,842,868	TURF MATE
CTP Transportation Products, LLC	2,602,580	TURF MAX
CTP Transportation Products, LLC	2,160,888	TURF PRO
CTP Transportation Products, LLC	3,702,053	TURF PRO R-3
CTP Transportation Products, LLC	4,306,497	TURF SMART

CTP Transportation Products, LLC	1,073,561	TURF-CHIEF
CTP Transportation Products, LLC	1,259,935	TURF-GARD
CTP Transportation Products, LLC	1,225,907	TURF-SAVER
CTP Transportation Products, LLC	3,719,733	ULTRA CROSS
CTP Transportation Products, LLC	3,231,214	ULTRA GUARD
CTP Transportation Products, LLC	3,803,648	ULTRA GUARD LVT
CTP Transportation Products, LLC	2,750,917	ULTRA RIB GSE
CTP Transportation Products, LLC	2,772,428	ULTRA ROLL
CTP Transportation Products, LLC	2,865,388	UNIQUE
CTP Transportation Products, LLC	2,776,992	USA LOADER
CTP Transportation Products, LLC	3,744,106	USA LOADER
CTP Transportation Products, LLC	1,834,559	USA TRAIL
CTP Transportation Products, LLC	3,071,495	WETLANDS
CTP Transportation Products, LLC	4,222,345	WT300
CTP Transportation Products, LLC	2,595,712	XTRAC
CTP Transportation Products, LLC	2,717,712	SWAMP MASTER
CTP Transportation Products, LLC	3,247,964	ULTRA CRT
CTP Transportation Products, LLC	1,157,361	ARAMAX
CTP Transportation Products, LLC	3,872,860	BELT-FINDER
CTP Transportation Products, LLC	4,091,822	BIG SHOT
CTP Transportation Products, LLC	1,084,514	COG-BAND
CTP Transportation Products, LLC	657,136	COG-BELT
CTP Transportation Products, LLC	2,944,377	COTTON DRIVE
CTP Transportation Products, LLC	3,532,849	DURAPOWER

CTP Transportation Products, LLC	3,274,001	GOLD RIBBON
CTP Transportation Products, LLC	3,880,817	HYPERMAX
CTP Transportation Products, LLC	3,352,845	NITROMAX
CTP Transportation Products, LLC	3,765,992	PANTHER
CTP Transportation Products, LLC	755,504	POWER-WEDGE
CTP Transportation Products, LLC	1,113,017	POWER-WEDGE
CTP Transportation Products, LLC	1,889,620	RPP
CTP Transportation Products, LLC	1,144,757	SUPER BLUE RIBBON
CTP Transportation Products, LLC	1,868,013	SUPER II
CTP Transportation Products, LLC	3,511,604	SUPER VEE-BAND
CTP Transportation Products, LLC	793,635	SYNCHRO-COG
CTP Transportation Products, LLC	3,069,957	TENSION-FINDER
CTP Transportation Products, LLC	1,031,401	THE INCREDIBLE MAX
CTP Transportation Products, LLC	3,167,637	THE INCREDIBLE MAX
CTP Transportation Products, LLC	4,016,967	THE RIGHT BELT FOR THE JOB
CTP Transportation Products, LLC	1,791,503	TOPMAX
CTP Transportation Products, LLC	1,556,735	ULTIMAX
CTP Transportation Products, LLC	3,167,638	ULTIMAX
CTP Transportation Products, LLC	2,848,501	ULTRA-CORD
CTP Transportation Products, LLC	844,104	VEE-BAND
CTP Transportation Products, LLC	1,134,133	WEDGE-BAND

Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
CTP Transportation Products, LLC	Application No. 85/178,722	ALIBI
CTP Transportation Products, LLC	Application No. 85/528,668	GROOVE EJECTION SYSTEM
CTP Transportation Products, LLC	Application No. 85/520,064	ROCK ARMOR
CTP Transportation Products, LLC	Application No. 85/679,328	TOWSPORT

**OTHER TRADEMARKS:**

Registrations:

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
CTP Transportation Products, LLC	TMA161878	Canada	CRAGAR
CTP Transportation Products, LLC	666280	Canada	BLUE LABEL
CTP Transportation Products, LLC	121846	Canada	COG-BELT
CTP Transportation Products, LLC	243854	Canada	DURAPOWERR
CTP Transportation Products, LLC	198266	Canada	MALAMUTE
CTP Transportation Products, LLC	201292	Canada	MALAMUTE Design
CTP Transportation Products, LLC	211078	Canada	THE INCREDIBLE MAX
CTP Transportation Products, LLC	378191	Canada	ULTIMAX

**TRADEMARK LICENSES:**

<u>LICENSEE</u>	<u>LICENSOR</u>	<u>COUNTRY/STATE</u>	<u>REGISTRATION/ APPLICATION NUMBER</u>	<u>TRADEMARK</u>
<u>CTP Transportation Products, LLC (as successor in interest)</u>	<u>Carlisle Intangible Company</u>	<u>United States, Delaware</u>	Reg. No. 3,207,924 for power transmission belts in Class 7  Reg. No. 1,118, 724 for vehicle differentials and transmissions, pneumatic and semi- pneumatic tires, wheels, brake linings and disc pads in Class 12	<u>Carlisle®, Carlisle Transportation Products, Carlisle Tire &amp; Wheel, Carlisle Power Transmission</u>