

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM336999

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY -- TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rock-It Cargo USA LLC		03/31/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Highbridge Principal Strategies, LLC, as collateral agent		
Street Address:	22 W. Washington Street		
Internal Address:	Suite 1500		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60602		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Serial Number:	73739889	ROCK-IT CARGO AIR AND SEA	
Serial Number:	74035108	AIR AND SEA ROCK-IT CARGO	
Serial Number:	86081893	AIR LAND SEA ROCK-IT CARGO	
Serial Number:	77607731	DIETL INTERNATIONAL	
Serial Number:	77669833	ELP EVENT LOGISTICS PARTNERSHIP	
Serial Number:	75396713	ROCK-IT AIR CHARTER	
Serial Number:	73733113	ROCK-IT CARGO	
Serial Number:	74035111	ROCK-IT CARGO	
Serial Number:	77611264	SOUND MOVES	
Serial Number:	77898191	CARGOLIVE	
Serial Number:	85731898		
Serial Number:	85731897	CS	
Serial Number:	85731896	CARGOSCIENCE	
Serial Number:	85731838	CARGOSCIENCE	
Serial Number:	85731837	CARGOSCIENCE	
Serial Number:	85157707	JET CHARTER SOLUTIONS	
Serial Number:	77981230	SOUND MOVES	
Serial Number:	85708994	COSDEL	
TRADEMARK			

CH \$540.00 73739889

Property Type	Number	Word Mark
Serial Number:	85941623	COSDEL
Serial Number:	85947537	COSDEL INTERNATIONAL
Serial Number:	85947529	COSDEL INTERNATIONAL TRANSPORTATION

CORRESPONDENCE DATA

Fax Number: 2125935955

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: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	041598-0051
NAME OF SUBMITTER:	Scott Kareff (041598-0051)
SIGNATURE:	/kc for sk/
DATE SIGNED:	04/01/2015

Total Attachments: 4

source=Trademarks Assignment for Rock-It Cargo USA LLC#page1.tif

source=Trademarks Assignment for Rock-It Cargo USA LLC#page2.tif

source=Trademarks Assignment for Rock-It Cargo USA LLC#page3.tif

source=Trademarks Assignment for Rock-It Cargo USA LLC#page4.tif

ASSIGNMENT FOR SECURITY - - TRADEMARKS

March 31, 2015

WHEREAS, Rock-It Cargo USA LLC (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated March 31, 2015 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Highbridge Principal Strategies, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns in such capacity, if any, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the 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 WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

ROCK-IT CARGO USA LLC

By: 

Name: David C. Bernstein

Title: Chief Executive Officer

Assignment for Security - Trademarks

TRADEMARK

REEL: 005490 FRAME: 0138

SCHEDULE A TO ASSIGNMENT FOR SECURITY - - TRADEMARKS

Trademarks and Trademark Applications

	<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
1.	Rock-It Cargo USA LLC*	United States	ROCK-IT CARGO AIR AND SEA & Design	73/739,889	6/28/1988	20-Mar-1990
2.	Rock-It Cargo USA LLC*	United States	AIR AND SEA ROCK-IT CARGO & DESIGN	74/035,108	3/5/1990	31-Mar-1992
3.	Rock-It Cargo USA LLC	United States	AIR LAND AND SEA ROCK-IT CARGO & DESIGN	86/081,893	10/3/2013	PENDING
4.	Rock-It Cargo USA LLC*	United States	DIETL INTERNATIONAL	77/607,731	11/5/2008	7-Jun-2011
5.	Rock-It Cargo USA LLC*	United States	ELP EVENT LOGISTICS PARTNERSHIP & Design	77/669,833	2/13/2009	04-May-2010
6.	Rock-It Cargo USA LLC*	United States	ROCK-IT AIR CHARTER	75/396,713	11/26/1997	07-Nov-2000
7.	Rock-It Cargo USA LLC*	United States	ROCK-IT CARGO	73/733,113	6/8/1988	20-Mar-1990
8.	Rock-It Cargo USA LLC*	United States	ROCK-IT CARGO	74/035,111	3/5/1990	19-May-1992
9.	Rock-It Cargo USA LLC*	United States	SOUND MOVES	77/611,264	11/10/2008	31-Aug-2010
10.	Rock-It Cargo USA LLC	United States	CARGOLIVE	77/898,191	12/21/2009	11-Sep-2012
11.	Rock-It Cargo USA LLC	United States	C and Design	85/731,898	9/18/2012	29-Apr-2014
12.	Rock-It Cargo USA LLC	United States	CS and Design	85/731,897	9/18/2012	29-Apr-2014
13.	Rock-It Cargo USA LLC	United States	C CARGOSCIENCE and Design	85/731,896	9/18/2012	29-Apr-2014
14.	Rock-It Cargo USA LLC	United States	CARGOSCIENCE and Design	85/731,838	9/18/2012	29-Apr-2014
15.	Rock-It Cargo USA LLC	United States	C and CARGOSCIENCE and Design	85/731,837	9/18/2012	29-Apr-2014
16.	Rock-It Cargo USA LLC	United States	JET CHARTER SOLUTIONS	85/157,707	10/21/2010	PENDING
17.	Rock-It Cargo USA LLC	United States	SOUND MOVES	77/981,230	11/10/2008	19-Apr-2011

	<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
18.	Rock-It Cargo USA LLC	United States	COSDEL	85/708,994	8/21/2012	16-Apr-2013
19.	Rock-It Cargo USA LLC	United States	COSDEL & DESIGN	85/941,623	5/24/2013	21-Jan-2014
20.	Rock-It Cargo USA LLC	United States	COSDEL INTERNATIONAL	85/947,537	5/31/2013	21-Jan-2014
21.	Rock-It Cargo USA LLC	United States	COSDEL INTERNATIONAL TRANSPORTATION	85/947,529	5/31/2013	21-Jan-2014

*Assigned to Rock-It Cargo USA LLC pursuant to Intellectual Property Assignment, dated as of December 28, 2009, by and among Rock-It Cargo Holdings LLC, Rock-It Cargo, USA, Inc., Rock-It Cargo Cyprus Limited, Rock-It Cargo Worldwide Ltd., and Rock-It Cargo International S.a.r.l., as assignors, and Rock-It Cargo USA LLC, as assignee.