

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM365626

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
JPMorgan Chase Bank, N.A.		12/10/2015	Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	225 Franklin Street, MA1-225-02-05		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02110		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	0883915	IP	
<b>Registration Number:</b>	2224719	POOLSTAT	
<b>Registration Number:</b>	0882249	INTERPOOL	
<b>Registration Number:</b>	4118233	TRAC ASSIST	
<b>Registration Number:</b>	3969906	TRAC INTERMODAL	
<b>Registration Number:</b>	3966171	TRAC CONNECT	
<b>Registration Number:</b>	3930127	TRAC INTERMODAL	
<b>Registration Number:</b>	3930126	TRAC INTERMODAL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>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.</i>			
<b>Email:</b>	michael.barys@thomsonreuters.com		
<b>Correspondent Name:</b>	Elaine Carrera, Legal Assistant		
<b>Address Line 1:</b>	80 Pine Street		
<b>Address Line 2:</b>	c/o Cahill Gordon & Reindel LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10005		
<b>NAME OF SUBMITTER:</b>	Elaine Carrera		
<b>SIGNATURE:</b>	/Michael Barys/		

OP \$215.00 0883915

<b>DATE SIGNED:</b>	12/14/2015
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**Total Attachments: 5**

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**NOTICE OF SUCCESSION OF AGENCY**  
**V3621/D233**  
**R4881/F0545**

This NOTICE OF SUCCESSION OF AGENCY (this "Notice"), dated as of December 10, 2015 (the "Effective Date"), is executed by JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent under the Original Agreements (as defined below) (the "Prior Agent"), and Bank of America, N.A., in its capacity as Administrative Agent under the Current Agreement (as defined below) (the "Successor Agent").

WHEREAS, pursuant to that certain Credit Agreement, dated as of August 9, 2012 ( as amended, supplemented, amended and restated or otherwise modified prior to the date hereof, the "Original Credit Agreement"), by and among Interpool, Inc. (the "Borrower"), Prior Agent and certain other parties thereto, the Prior Agent and certain grantor parties identified on the signature page thereto (the "Grantors") entered into that certain Pledge and Security Agreement, dated as of August 9, 2012 (the "Original Pledge and Security Agreement"), the Security Interest in Copyright Rights, dated as of August 9, 2012 (the "Copyright Security Agreement"), and the Security Interest in Trademark Rights, dated as of August 9, 2012 (the "Trademark Security Agreement"), pursuant to which, in each case, the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Copyright Security Agreement was recorded with the United States Copyright Office on September 10, 2012 at Volume/Document 3621/233, with respect to the copyrights identified on Schedule A attached hereto, and the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 15, 2012 at Reel Frame 4881/0545, with respect to the trademarks identified on Schedule A attached hereto;

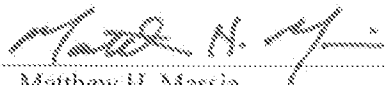
WHEREAS, the Original Credit Agreement was amended, as of December 10, 2015 (as amended, the "Current Agreement"), and in connection with the transactions under the Current Agreement, the Prior Agent, the Successor Agent, Borrower and certain other parties have entered into that certain Successor Agent Agreement, dated as of December 10, 2015 (the "Resignation Agreement"), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement.
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Original Pledge and Security Agreement, the Copyright Security Agreement, and the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

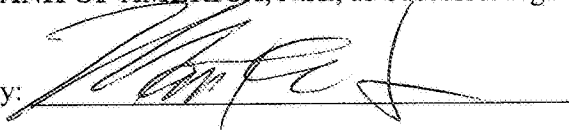
IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective Date:

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

By:   
Name: Matthew H. Massie  
Title: Managing Director

{Signature Page to Notice of Succession of Agency (Intellectual Property)}

**BANK OF AMERICA, N.A., as Successor Agent**

By: 

Name:

**BANK OF AMERICA, N.A.**

Title:

**Matthew T. O'Keefe**

**Senior Vice President**

**APPLICABLE INTELLECTUAL PROPERTY**

U.S. Trademarks

<b>Owner</b>	<b>Trademark</b>	<b>Serial No.</b>	<b>Reg. No.</b>
Interpool, Inc.	IP	72294283	883915
Interpool, Inc.	POOLSTAT	75256753	2224719
Interpool, Inc.	INTERPOOL	72294284	882249
Interpool, Inc.	TRAC ASSIST	85377829	4118233
Interpool, Inc.	TRAC INTERMODAL AND DESIGN	85140452	3969906
Interpool, Inc.	TRAC CONNECT	85140246	3966171
Interpool, Inc.	TRAC INTERMODAL	85038114	3930127
Interpool, Inc.	TRAC INTERMODAL	85038106	3930126

Copyrights

<b>Owner</b>	<b>Copyright Title</b>
Interpool, Inc.	Poolstat: software program.