

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM386669

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ITG VOMA CORP.		05/27/2016	Corporation: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HSBC BANK USA, N.A.		
<b>Street Address:</b>	452 Fifth Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	National Association: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86039919	GRAND RIDE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7037125050		
<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>Phone:</b>	703-712-5352		
<b>Email:</b>	jmiller@mcguirewoods.com		
<b>Correspondent Name:</b>	Joyce Miller		
<b>Address Line 1:</b>	1750 Tysons Blvd.		
<b>Address Line 2:</b>	Suite 1800		
<b>Address Line 4:</b>	Tysons, VIRGINIA 22102		
<b>NAME OF SUBMITTER:</b>	Joyce Miller		
<b>SIGNATURE:</b>	/Joyce Miller/		
<b>DATE SIGNED:</b>	06/06/2016		
<b>Total Attachments: 6</b>			
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OP \$40.00 86039919



**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

May 27, 2016

**ITG VOMA CORP.**, a Nevada corporation ("Debtor"), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association ("Secured Party"), whose address is 333 South Hope Street, 13th Floor, Los Angeles, California 90071, for the ratable benefit of the financial institutions from time to time party to the Agreement (as defined below), as Lenders (as defined in the Agreement), a security interest in and to all of Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor owned by Debtor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of Debtor's business, as set forth in the Agreement; (b) the patents and patent applications owned by Debtor which are identified on Exhibit B attached hereto and herein incorporated by this reference (the "Patents"); and (c) the copyright registrations owned by Debtor which are identified on Exhibit C attached hereto and herein incorporated by this reference (the "Copyrights"), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interests are contained in that certain Loan and Security Agreement, dated as of May 27, 2016 (as amended, restated, amended or restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and between Debtor and Secured Party, as security for the Obligations (as defined in the Agreement) as set forth in the Loan Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Loan Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

ITG VOMA CORP., a Nevada corporation

By: Yuning Pi  
Name: Yuning Pi  
Title: Chief Financial Officer and Secretary


Signature Page  
MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY

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**TRADEMARK**  
**REEL: 005806 FRAME: 0350**

SECURED PARTY:

**BANK OF AMERICA, NA.,**

By:   
Name: Phuong Nguyen  
Title: Vice President

Address:  
333 South Hope Street  
13th Floor  
Los Angeles, California 90071  
Attn: Asset Based Portfolio Specialist - ITG Voma

**EXHIBIT A**  
**TRADEMARKS**

<b>MARK</b>	<b>SERIAL NO.</b>	<b>FILING DATE</b>	<b>REG. NO.</b>	<b>REG. DATE</b>	<b>STATUS</b>
ROCKSTON	79/096845	04/11/2011	4,051,535	11/08/2011	REGISTERED
GRAND RIDE	86/039919	08/16/2013	4,501,683	03/25/2014	REGISTERED

**EXHIBIT B**

**PATENTS**

<b>PATENT</b>	<b>APP. NO.</b>	<b>FILING DATE</b>	<b>PATENT NO.</b>	<b>ISSUE DATE</b>	<b>STATUS</b>
TIRE	29/479,922	01/21/2014	D742,303	11/03/2015	ISSUED

**EXHIBIT C**  
**COPYRIGHTS**

None.