

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM388427

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association		06/06/2016	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Cantor Fitzgerald Securities		
Street Address:	110 East 59th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	General Partnership: NEW YORK		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	85697383	BODYMASTERS	
Serial Number:	85444072	BODYMASTERS	
Serial Number:	85444088	BODYMASTERS	
Registration Number:	1654412	BODY MASTERS	
Registration Number:	3548678	KIP	
Serial Number:	85363327	KNIGHT OIL TOOLS	
Serial Number:	85570653	KNIGHT OIL TOOLS INTERNATIONAL	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	shill@velaw.com		
Correspondent Name:	Sean M. Hill		
Address Line 1:	1001 Fannin Street, Suite 2500		
Address Line 2:	Vinson & Elkins LLP		
Address Line 4:	Houston, TEXAS 77002		
ATTORNEY DOCKET NUMBER:	CLE155-58002		
NAME OF SUBMITTER:	Sean M. Hill		
SIGNATURE:	/Sean M. Hill/		

DATE SIGNED:	06/17/2016
Total Attachments: 9 source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page1.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page2.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page3.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page4.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page5.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page6.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page7.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page8.tif source=WF-Cantor Assignment of Liens and Security Interests (Executed)#page9.tif	

After recording return to:

Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002
Attention: Bradley Parkman

ASSIGNMENT OF LIENS AND SECURITY INTERESTS

This Assignment of Liens and Security Interests (this “Assignment”), dated effective as of June 6, 2016, is from **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as retiring Administrative Agent for the Lenders (in such capacity, the “Assignor”), with an address at 301 S. College St., MAC: D1053-151, Charlotte, NC 28202, to **CANTOR FITZGERALD SECURITIES**, as successor Administrative Agent for the Lenders (in such capacity, “Assignee”), with an address at 110 East 59th Street, New York, New York 10022. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Credit Agreement (as defined below).

RECITALS

WHEREAS, Knight Energy Holdings, LLC, the other Borrowers party thereto, the Assignor, the lenders from time to time party thereto (the “Lenders”), the Issuing Lender and the Swing Line Lender are parties to that certain Credit Agreement, dated as of June 26, 2013 (as the same has been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”);

WHEREAS, the Assignor and the Assignee are party to that certain Agency Appointment Agreement, dated as of the date hereof, pursuant to which the Assignor has retired as Administrative Agent and the Lenders have appointed the Assignee as successor Administrative Agent; and

WHEREAS, in connection with such resignation and appointment, Assignor and Assignee desire to enter into this Assignment in order to transfer of record to Assignee all liens and security interests presently held by Assignor under the instruments described on **Schedule I**.

NOW THEREFORE, for good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereby agree to the following:

WITNESSETH:

1. Assignment. Assignor has granted, bargained, sold, assigned, transferred, set over, delivered and conveyed, and does by these presents grant, bargain, sell, assign, transfer, set over, deliver and convey to Assignee, all of Assignor’s right, title and interest as Administrative Agent for the benefit of the Lenders in and to all Liens and security interests created under, and Collateral held by, the Assignor, in each case securing the Credit Parties’ indebtedness, obligations, and liabilities arising under the Credit


Agreement and the other Loan Documents, including but not limited to those certain mortgages, deeds of trust and other collateral documents executed in favor of Assignor as described in **Schedule I** attached hereto and incorporated herein for all purposes by this reference against the property described therein.

2. **Further Assurances.** Assignor hereby covenants and agrees with Assignee to execute such other and further instruments of assignment and/or transfer as may be reasonably necessary to effectuate the purposes of this Assignment. Without limiting the foregoing, Assignor and Assignee agree to take such actions and make such modifications to **Schedule I** as reasonably deemed necessary by Assignee to effectuate the recordation of this Assignment.
3. **Counterparts.** For the convenience of the parties, this Assignment may be executed in multiple counterparts. Each of the counterparts hereof so executed shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument. For recording purposes, various counterparts have been executed, and there may be attached to each such counterpart a schedule containing the filing or recording data for certain mortgages and/or deeds of trust in favor of the Assignor recorded in the parish or county in which the particular counterpart hereof is to be recorded, and certain counterparts hereof may include (as an attachment to Schedule 1) exhibits to such mortgages and/or deeds of trust which contain descriptions of properties located in (or otherwise subject to the requirements and/or protections of the recording or filing acts or regulations of) the recording jurisdiction in which the particular counterpart is to be recorded.
4. **Governing Law.** THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, WITHOUT REFERENCE TO THE CONFLICTS OF LAWS PROVISIONS THEREOF, except to the extent necessarily governed by the laws of the other states in which any property subject to the liens and security interests assigned hereunder is located.

[Signatures appear on the following pages.]

ASSIGNEE:

CANTOR FITZGERALD SECURITIES,
as successor Administrative Agent

By: 
Name: James Bond
Title: Chief Operating Officer

ACKNOWLEDGMENT

STATE OF New York §
§
COUNTY OF New York §

The foregoing instrument was acknowledged before me on this 3rd day of June, 2016, by James Bond, COO of Cantor Fitzgerald Securities, a New York general partnership, on behalf of said partnership.


NOTARY PUBLIC

NILS EDWARD HORNING
Notary Public, State of New York
No. 02HO6329050
Qualified in Kings County
Commission Expires August 17, 2018

SIGNATURE PAGE TO
ASSIGNMENT OF LIENS AND SECURITY INTERESTS

TRADEMARK
REEL: 005815 FRAME: 0960

Schedule I

[see attached]

1. UCC-1 All-Asset Financing Statements:

- A. UCC-1 financing statement naming Advanced Safety and Training Management, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391817
- B. UCC-1 financing statement naming El Caballero Ranch, Inc. as debtor filed with the Texas Secretary of State on June 26, 2013 as File No. 13-0020433268
- C. UCC-1 financing statement naming HMC Investments, L.L.C. as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391827
- D. UCC-1 financing statement naming HMC Leasing, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391819
- E. UCC-1 financing statement naming Knight Aviation, L.L.C. as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391824
- F. UCC-1 financing statement naming Knight Dutch Holdings, L.L.C. as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391822
- G. UCC-1 financing statement naming Knight Energy Holdings, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391812
- H. UCC-1 financing statement naming Knight Family Enterprises, L.L.C. as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391820
- I. UCC-1 financing statement naming Knight Information Systems, L.L.C. as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391818
- J. UCC-1 financing statement naming Knight International, L.L.C. as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391821
- K. UCC-1 financing statement naming Knight Manufacturing, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391814
- L. UCC-1 financing statement naming Knight Oil Tools, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391813
- M. UCC-1 financing statement naming Knight Resources, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391823
- N. UCC-1 financing statement naming Knight Well Services, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391815

- O. UCC-1 financing statement naming Le Chevalier, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391826
 - P. UCC-1 financing statement naming Rayne Properties, L.L.C. as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391825
 - Q. UCC-1 financing statement naming Tri-Drill, LLC as debtor filed in East Baton Rouge Parish, Louisiana on June 27, 2013 as File No. 17-1391816
 - R. UCC-1 financing statement naming Knight International Acquisitions, LLC as debtor filed in East Baton Rouge Parish, Louisiana on August 16, 2013 as File No. 17-1393771
 - S. UCC-1 financing statement naming Knight Security, LLC as debtor filed in East Baton Rouge Parish, Louisiana on September 12, 2014 as File No. 17-1407228
 - T. UCC-1 financing statement naming Knight Research & Development, LLC as debtor filed in East Baton Rouge Parish, Louisiana on March 13, 2015 as File No. 17-1413142
- 2. Mortgage – Collateral Real Estate Mortgage, Security Agreement, Financing Statement and Fixture Filing from HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of May 14, 2015, and recorded in Williams County, North Dakota on May 22, 2015, File Number 806659
 - 3. Mortgage – Collateral Real Estate Mortgage, Security Agreement, Financing Statement and Fixture Filing from HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of May 14, 2015, and recorded in Williams County, North Dakota on May 26, 2015, File Number 806688
 - 4. Deed of Trust, Line of Credit Mortgage, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of May 14, 2015, and recorded in Lea County, New Mexico on May 26, 2015, File Number 35566, Book 1960, Page 664
 - 5. Deed of Trust, Assignment, Security Agreement and Fixture filing by El Caballero Ranch, Inc. to Wells Fargo Bank, N.A., as Administrative Agent dated as of May 14, 2015, and recorded in LaSalle County, Texas on June 4, 2015, File Number 118506, Book 869, Page 197
 - 6. Multiple Indebtedness Mortgage, Pledge of Rents and Leases, Security Agreement, Financing Statement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of October 29, 2015, and recorded in Sweetwater County, Wyoming on November 3, 2015, Instrument Number 1645241, Book 1212, Pages 1029-1088
 - 7. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Multiple Indebtedness Mortgage, Pledge of Rents and Leases, Security Agreement, Financing Statement and Fixture Filing by HMC Leasing, LLC, recorded in Sweetwater County, Wyoming on November 3, 2015, Instrument Number 1645242, Book 1212, Pages 1058-1088

8. Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of October 29, 2015, and recorded in Midland County, Texas on November 4, 2015, Document Number 2015-28957
9. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC, recorded in Midland County, Texas on November 4, 2015, Instrument Number 2015-28958
10. Deed of Trust, Line of Credit Mortgage, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of October 29, 2015, and recorded in San Juan County, New Mexico on October 30, 2015, Instrument Number 201512717, B1593, P1008
11. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Deed of Trust, Line of Credit Mortgage, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC, recorded in San Juan County, New Mexico on October 30, 2015, Instrument Number 201512718, B1593, P1009
12. Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of October 29, 2015, and recorded in Weld County, Colorado on October 30, 2015, Instrument Number 4154454
13. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC, recorded in Weld County, Colorado on October 30, 2015, Instrument Number 4154455
14. Deed of Trust, Assignment, Security Agreement and Fixture Filing by Knight Oil Tools, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of October 29, 2015, and recorded in Ector County, Texas on November 2, 2015, Instrument Number 2015-00016524
15. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Deed of Trust, Assignment, Security Agreement and Fixture Filing by Knight Oil Tools, LLC, recorded in Ector County, Texas on November 2, 2015, Instrument Number 2015-00016525
16. Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 13, 2015, and recorded in Uintah County, Utah on December 1, 2015, 2015, Instrument Number 2015009756, Book 1456, Pages 186-214
17. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 13, 2015, and recorded in Uintah County, Utah on December 1, 2015, 2015, Instrument Number 2015009757, Book 1456, Pages 215-245
18. Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 13, 2015,

and recorded in Ector County, Texas on December 1, 2015, Instrument Number 2015-00017870 (Sprague Rd)

19. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Deed of Trust, Assignment, Security Agreement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 13, 2015, and recorded in Ector County, Texas on December 1, 2015, Instrument Number 2015-00017871 (Sprague Rd)
20. Multiple Indebtedness Mortgage, Pledge of Rents and Leases, Security Agreement, Financing Statement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 12, 2015, and recorded in St. Martin Parish, Louisiana on December 1, 2015, Instrument Number 493365, Mortgage Book 1450, Page 146 (Petroleum Parkway)
21. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Multiple Indebtedness Mortgage, Pledge of Rents and Leases, Security Agreement, Financing Statement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 12, 2015, and recorded in St. Martin Parish, Louisiana on December 1, 2015, Instrument Number U-017033 (Petroleum Parkway)
22. Multiple Indebtedness Mortgage, Pledge of Rents and Leases, Security Agreement, Financing Statement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 12, 2015, and recorded in Lafayette Parish, Louisiana on December 1, 2015, File Number 2015-00046489 (Saul St.)
23. UCC-1 Fixture Financing Statement filed in connection with the above-referenced Multiple Indebtedness Mortgage, Pledge of Rents and Leases, Security Agreement, Financing Statement and Fixture Filing by HMC Leasing, LLC to Wells Fargo Bank, N.A., as Administrative Agent dated as of November 12, 2015, and recorded in Lafayette Parish, Louisiana on December 1, 2015, File Number 28488052 (Saul St.)
24. Patent and Trademark Security Agreement, dated as of June 26, 2013, by and among Knight Energy Holdings, LLC and the other Borrowers party thereto and Wells Fargo Bank, N.A., as Administrative Agent, and recorded in the United States Patent and Trademark Office on June 27, 2013, Reel/Frame Number 030705/0916
25. Copyright Security Agreement, dated as of June 26, 2013, by and among Knight Oil Tools, LLC and Wells Fargo Bank, N.A., as Administrative Agent, and recorded in the United States Copyright Office on July 10, 2013 as document number V3633D052