

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM391732

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Autosales, Incorporated		07/15/2016	Corporation: OHIO
RECEIVING PARTY DATA			
Name:	FirstMerit Bank, N.A.		
Street Address:	106 South Main Street		
City:	Akron		
State/Country:	OHIO		
Postal Code:	44308		
Entity Type:	National Banking Association: OHIO		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Registration Number:	3843318	PROFESSOR OVERDRIVE	
Registration Number:	4056067	DRAG RACE CENTRAL.COM	
Registration Number:	4169614	TRICK FLOW	
Registration Number:	4169613	TRICK FLOW	
Registration Number:	4172052	ULTIMATE BOLT-ON PERFORMANCE!	
Registration Number:	4217924	TRICK FLOW SPECIALTIES	
Registration Number:	4221212	SUMMIT POWERSPORTS	
Registration Number:	4231693	POWER SPORTS PLACE	
Registration Number:	4265975	POWER SPORTS PLACE	
Registration Number:	4300853	HIGH PORT	
Registration Number:	4327542	DX ENGINEERING THUNDERBOLT	
Registration Number:	4522787	TWISTED WEDGE 11R	
Registration Number:	4731176	TRACK HEAT	
Registration Number:	4785182	SHARK MOTORSPORTS	
Registration Number:	4785183	SHARK MOTORSPORTS	
Registration Number:	4879445	ON ALL CYLINDERS	
Registration Number:	4879456	ON ALL CYLINDERS	
CORRESPONDENCE DATA			

OP \$440.00 3843318

Fax Number: 3303766237

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: (330) 376-3300

Email: dscherer@stark-knoll.com

Correspondent Name: Donald R. Scherer

Address Line 1: 3475 Ridgewood Rd.

Address Line 4: Akron, OHIO 44333

ATTORNEY DOCKET NUMBER:	28030.036
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NAME OF SUBMITTER:	Donald R. Scherer
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SIGNATURE:	/Donald R. Scherer/
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DATE SIGNED:	07/18/2016
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Total Attachments: 5

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**COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARKS AND LICENSES**

THIS COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS AND LICENSES (this "*Agreement*") is made as of July 15, 2016, by and between AUTOSALES, INCORPORATED, an Ohio corporation (the "*Grantor*"), having an office at 1200 Southeast Ave., Tallmadge, Ohio 44278 and FIRSTMERIT BANK, N.A., a national banking association (the "*Administrative Agent*"), having an office at 106 South Main Street, Akron, Ohio 44308.

RECITALS

A. Grantor is the owner of certain registered trademarks listed in Exhibit A attached to this Agreement.

B. Grantor previously entered into a certain Credit Agreement and a certain Security Agreement, both dated as of February 8, 2007, as amended, among the Grantor, the several financial institutions from time to time party to the Financing Agreements (defined below), as Lenders, and FirstMerit Bank, N.A., as Administrative Agent (Lenders and Administrative Agent collectively referred to as "*Secured Parties*"), both of which have been amended and restated on even date herewith (as both may from time to time be amended, supplemented, restated or otherwise modified, collectively the "*Financing Agreements*"), pursuant to which, upon the satisfaction by the Grantor of certain terms and conditions contained therein, the Secured Parties will make certain advances and other financial accommodations available to the Grantor.

C. Pursuant to the Financing Agreements, Grantor has agreed to grant the Administrative Agent, for the benefit of the Secured Parties, a security interest in all of its right, title and interest in and to the trademarks described in Exhibit A, and the goodwill of the business connected with the use of, and symbolized by, such trademarks (the "*Goodwill*") as collateral security for the Obligations (as defined in the Financing Agreements).

D. Grantor is the owner of the entire right, title and interest in the trademarks and Goodwill which are the subject hereof.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, Grantor hereby:

1. Grants to the Administrative Agent, for the benefit of the Secured Parties, as security for the Obligations, a continuing security interest in and to the trademarks listed in Exhibit A and to the Goodwill, and a security interest in and to all trademarks and Goodwill acquired by Grantor after the date hereof;

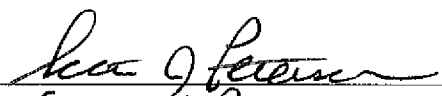
2. Grants to the Administrative Agent, for the benefit of the Secured Parties, as security for the Obligations, a security interest in and to any license agreements in which Grantor is or becomes licensed to use know-how, a patent, copyright, mask work, semi-conductor chip product, trademark, trade secret or other proprietary right (except to the extent that such license agreements

grant licenses which by their terms may not be assigned or otherwise transferred or encumbered by the Grantor, as specified as of the date hereof on Exhibit B and from time to time thereafter); and

3. Authorizes and requests the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to note in the record the existence of the security interest granted hereunder with respect to each of the trademarks listed in Exhibit A and, subject to any restrictions on assignment and the granting of liens thereon, to the Goodwill and to all trademarks and Goodwill acquired by Grantor after the date hereof.

IN WITNESS WHEREOF, Grantor has caused this Agreement to be signed by its authorized officer and duly attested the day and year first above written.

AUTOSALES, INCORPORATED
("GRANTOR")


By: Scott J Peterson
Its: Chief Operating Officer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF OHIO)
) ss:
COUNTY OF SUMMIT)

On this 17th day of July, 2016, before me personally came Scott J. Peterson, to me known, who, being duly sworn, did depose and state that [s]he is the Chief Operating Officer of AUTOSALES, INCORPORATED, the company described in and which executed the above instrument; and that [s]he signed [her]his name thereto by order of the Board of Directors of said corporation.



Attorney Donald Richard Scherer
Resident Summit County
Notary Public, State of Ohio
My Commission Has No Expiration Date
Sec 147.03 RC

Donald R. Scherer
Notary Public

My commission expires: _____

EXHIBIT A

<u>TRADEMARKS</u>			
<u>Mark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>
PROFESSOR OVERDRIVE	77/830,052	3,843,318	8/31/2010
DRAG RACE CENTRAL.COM	85/284,118	4,056,067	11/15/2011
TRICK FLOW	77/819,158	4,169,614	7/10/2012
TRICK FLOW	77/819,118	4,169,613	7/10/2012
ULTIMATE BOLT-ON PERFORMANCE!	77/848,492	4,172,052	7/10/2012
TRICK FLOW SPECIALTIES	85/583,772	4,217,924	10/2/2012
SUMMIT POWERSPORTS	85/537,135	4,221,212	10/9/2012
POWER SPORTS PLACE	85/589,073	4,231,693	10/23/2012
POWER SPORTS PLACE	85/589,036	4,265,975	12/25/2012
HIGH PORT	85/671,816	4,300,853	3/12/2013
DX ENGINEERING THUNDERBOLT	85/702,792	4,327,542	4/30/2013
TWISTED WEDGE 11R	85/755,037	4,522,787	4/29/2014
TRACK HEAT	86/388,320	4,731,176	5/5/2015
SHARK MOTORSPORTS	86/472,512	4,785,182	8/4/2015
SHARK MOTORSPORTS	86/472,518	4,785,183	8/4/2015
ON ALL CYLINDERS	86/384,051	4,879,445	1/5/2016
ON ALL CYLINDERS	86/391,056	4,879,456	1/5/2016

EXHIBIT B

NON-ASSIGNABLE LICENSES

None at this time