

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM394453

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Prime Carcare Group Inc.		06/15/2016	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	National Bank of Canada		
Street Address:	600 de La Gauchetiere Street West		
Internal Address:	Ground Floor		
City:	Montreal, Quebec		
State/Country:	CANADA		
Postal Code:	H3B 4L2		
Entity Type:	Canadian chartered bank: CANADA		
Name:	CDP INVESTISSEMENTS INC.		
Street Address:	A12-1000 Place Jean-Paul-Riopelle		
City:	Montreal, Quebec		
State/Country:	CANADA		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	86616495		
Serial Number:	86616499	5 GEARS AUTO CARE	
Serial Number:	86616496	5 GEARS	
Serial Number:	87062536	SPEEDY AUTO SERVICE	
CORRESPONDENCE DATA			
Fax Number:	9149415668		
<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>			
Phone:	9149415668		
Email:	trademark@collenip.com		
Correspondent Name:	COLLEN IP Intellectual Property Law, PC		
Address Line 1:	80 South Highland Avenue		
Address Line 4:	Ossining, NEW YORK 10562		

OP \$115.00 86616495

DOMESTIC REPRESENTATIVE

Name: Jess M. Collen
Address Line 1: 80 South Highland Avenue
Address Line 4: Ossining, NEW YORK 10562

DOMESTIC REPRESENTATIVE

Name: Jess M. Collen
Address Line 1: 80 South Highland Avenue
Address Line 4: Ossining, NEW YORK 10562

NAME OF SUBMITTER:	Jane F. Collen
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SIGNATURE:	/Jane F. Collen/
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DATE SIGNED:	08/09/2016
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Total Attachments: 7

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GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

June 15, 2016

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, PRIME CARCARE GROUP INC., an Ontario corporation having a place of business at 7100 Woodbine Avenue, Suite 311, Markham (Ontario) L3R 5J2 (the "Grantor"), hereby grants to each of NATIONAL BANK OF CANADA, a Canadian chartered bank having an establishment at 600 de La Gauchetière Street West, Ground Floor, Montreal, Quebec, H3B 4L2 (the "Bank") and CDP INVESTISSEMENTS INC, a Quebec corporation having its principal place of business at A12-1000 Place Jean-Paul-Riopelle, Montreal, Quebec, H2Z 2B3, as lender ("CDP"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT in favour of the Bank is made to secure the satisfactory performance and payment of all of the Obligations by the Grantor, as such term is defined in the agreements titled Security Agreement dated as of June 15, 2016 (hereafter referred to as the "Bank Security Agreement") for the purpose hereof) in favour of the Bank; and

THIS GRANT in favour of CDP is made to secure the satisfactory performance and payment of all of the Obligations by the Grantor, as such term is defined in the agreement titled Security Agreement dated as of June 15, 2016 (hereafter referred to as the "CDP Security

Agreement" for the purpose hereof, and together with the Bank Security Agreement, the "Security Agreements") in favour of CDP.

THEREFORE, the Grantor authorizes the Commissioner for Trademarks and any other government officials to record and register this agreement upon request by the Bank and CDP. The rights and remedies of each of the Bank and CDP with respect to the security interests granted herein are as set forth in the relevant Security Agreements, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreements, the provisions of the Security Agreements shall govern. This agreement may be executed in counterparts, each of which shall constitute an original, but all of which when taken together shall constitute a single contract.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.


GRANTOR:

PRIME CARCARE GROUP INC.

By: _____

Name:

Title:



Steve Neal
President

[Signature Page to Grant of Security Interest (Trademarks)]


TRADEMARK
REEL: 005851 FRAME: 0125

The Bank:

NATIONAL BANK OF CANADA

By: 

Name: ETIENNE JULIEN
Title: Director
Corporate Financing Group

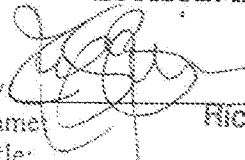
By: 

Name: Olivier Morel
Title: Director
Corporate Financing Group

[Signature Page to Grant of Security Interest (Trademarks)]

CDP:

CDP INVESTISSEMENTS INC

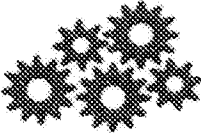
By: 
Name: Richard Babineau
Title: Directeur
Investissements


By: 
Name: Stéphane Léveillé
Title: Directeur principal
Placements privés

[Signature Page to Grant of Security Interest (Trademarks)]

SCHEDULE A

UNITED STATES TRADEMARKS

No.	Trade-Mark	Status	Wares and Services
1	<i>Design Only</i> 	Pending Section 44(D) Intent to Use App 86616495 App 01-MAY-2015	INT. CL. 37 SERVICE, REPAIR, AND MAINTENANCE OF MOTOR VEHICLES; DEVELOPMENT, OPERATION AND MANAGEMENT OF FACILITIES COMPRISING AUTOMOTIVE SERVICE, REPAIR AND MAINTENANCE CENTERS
2	5 GEARS AUTO CARE 5 GEARS AUTO CARE	Pending Section 44(D) intent to Use App 86616499 App 01-MAY-2015	INT. CL. 37 SERVICE, REPAIR, AND MAINTENANCE OF MOTOR VEHICLES; DEVELOPMENT, OPERATION AND MANAGEMENT OF FACILITIES COMPRISING AUTOMOTIVE SERVICE, REPAIR AND MAINTENANCE CENTERS
3	5 GEARS 5 GEARS	Pending Section 44(D) Intent to Use App 86616495 App 01-MAY-2015	INT. CL. 37 SERVICE, REPAIR, AND MAINTENANCE OF MOTOR VEHICLES; DEVELOPMENT, OPERATION AND MANAGEMENT OF FACILITIES COMPRISING AUTOMOTIVE SERVICE, REPAIR AND MAINTENANCE CENTERS

No.	Trade-mark	Status	Wares and Services
4	SPEEDY AUTO SERVICE DESIGN 	Pending App 87/062,536 App 07-JUN-2016	(1) Automotive Mufflers; Exhaust system replacement units and parts; Exhaust pipes; Tail pipes; Shock absorbers and suspension parts; Brake system replacement units and parts; Steering, alignment and driveline units and parts; Tires for automobiles; Oil, lubrication fluids and air filters (1) Muffler and exhaust system repair and installation; Brake system components repair and installation; Auto maintenance services namely steering, suspension, shock absorbers, alignments and air conditioning installation