

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM402799

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
NB Private Debt Fund LP		10/20/2016	Limited Partnership: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	K & N Engineering, Inc.		
<b>Street Address:</b>	1455 Citrus Ave		
<b>City:</b>	Riverside		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92507		
<b>Entity Type:</b>	Corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 71</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2971304	KNFILTERS.COM	
<b>Registration Number:</b>	2795952	KNFILTERS.COM	
<b>Registration Number:</b>	2271564	RECHARGER	
<b>Registration Number:</b>	3006166	KNPOWERSPORTS.COM	
<b>Registration Number:</b>	2786508	CUSTOM 66 SERIES	
<b>Registration Number:</b>	2683563	FIPK	
<b>Registration Number:</b>	2773762	XSTREAM	
<b>Registration Number:</b>	2866592	K&N OFF ROAD & RACING LIMITED WARRANTY	
<b>Registration Number:</b>	2931847	POWERLID	
<b>Registration Number:</b>	2858015	SNOWCHARGER	
<b>Registration Number:</b>	2812971	K&N MILLION MILE LIMITED WARRANTY	
<b>Registration Number:</b>	2282981	PERFORMANCE GOLD	
<b>Registration Number:</b>	2236589	AIRCHARGER	
<b>Registration Number:</b>	2236590	DRYCHARGER	
<b>Registration Number:</b>	2287093	PRECHARGER	
<b>Registration Number:</b>	1536024	K&N	
<b>Registration Number:</b>	2225500	XSTREAM AIR FLOW TOP	
<b>Registration Number:</b>	2843026	XSTREAM	
<b>Registration Number:</b>	2581371	K&N	
<b>TRADEMARK</b>			

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Property Type	Number	Word Mark
Registration Number:	1281461	FILTERCHARGER
Registration Number:	2475641	TYPHOON
Registration Number:	2975599	MILLION MILE K&N LIMITED WARRANTY GARANT
Registration Number:	2903147	K&N OFF ROAD & RACING LIMITED WARRANTY
Registration Number:	3012764	K & N MILLION MILE LIMITED WARRANTY
Registration Number:	3046219	MAKE YOUR MOVE
Registration Number:	1323108	STUBSTACK
Registration Number:	3584559	MAKE YOUR MOVE
Registration Number:	3546897	K&N
Registration Number:	3692417	K&N
Registration Number:	3887606	HYBRID AIR FILTER K&N TECHNOLOGY
Registration Number:	3876923	WRENCH-OFF
Registration Number:	3879559	WRENCH-OFF OIL FILTER
Registration Number:	4397173	WRENCH-OFF PERFORMANCE OIL FILTERS
Registration Number:	4232211	POWER KLEEN
Registration Number:	4236250	K&N THE WORLD'S BEST AIR FILTER
Registration Number:	4405943	K&N HIGH-FLOW AIR FILTER
Registration Number:	4435963	K&N DIESEL
Registration Number:	4435975	K&N DIESEL
Registration Number:	4439580	AUTHENTIC PERFORMANCE PART HAND MADE IN
Registration Number:	4439595	AUTHENTIC PERFORMANCE PART INVENTOR OF H
Registration Number:	4549037	K&N DIESEL
Registration Number:	4402031	WASHABLE REUSABLE PERFORMANCE
Registration Number:	4553042	DRYFLOW AIR FILTER TECHNOLOGY
Registration Number:	4447939	57S PERFORMANCE AIRBOX
Registration Number:	4549112	BLACKHAWK INDUCTION SYSTEMS
Registration Number:	4651760	K&N PRO SERIES OIL FILTER
Registration Number:	4545515	PRO SERIES OIL FILTER
Registration Number:	4651765	K&N PRO SERIES OIL FILTER
Registration Number:	4651769	K&N PRO SERIES
Registration Number:	4644480	K&N WASHABLE CABIN AIR FILTER
Registration Number:	4644476	K&N REFRESHER
Registration Number:	3875377	BRUTE FORCE
Registration Number:	3692361	DRYFLOW
Registration Number:	4430253	OIL
Registration Number:	3255169	SPECTRE
Registration Number:	3252685	SPECTRE
Registration Number:	3252686	SPECTRE

Property Type	Number	Word Mark
Registration Number:	3253179	SS
Registration Number:	3253180	SS
Registration Number:	3253181	SS
Registration Number:	3384378	SPECTRE EMS-PRO
Registration Number:	3666566	ACCUCHARGE PRECISION OILING SYSTEM
Registration Number:	3666746	HPR HORSEPOWER RATED
Registration Number:	4443244	SPECTRE
Registration Number:	4436396	SS SPEED BY SPECTRE
Registration Number:	4439782	SPEED BY SPECTRE
Registration Number:	4474037	THE 400MPH COMPANY
Serial Number:	85899561	SS SPECTRE
Registration Number:	4436458	EXTRAFLOW
Serial Number:	86026718	MAGNA KOOL
Registration Number:	4517829	MAGNABRAID

**CORRESPONDENCE DATA**

**Fax Number:** 2022631253

*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:** 2028357500

**Email:** DCIP@milbank.com

**Correspondent Name:** Lisa Coward

**Address Line 1:** 1850 K Street NW, Suite 1100

**Address Line 2:** Milbank, Tweed, Hadley & McCloy LLP

**Address Line 4:** Washington, D.C. 20006

<b>NAME OF SUBMITTER:</b>	LISA COWARD
<b>SIGNATURE:</b>	/LISA COWARD/
<b>DATE SIGNED:</b>	10/20/2016

**Total Attachments: 7**

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**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of October \_\_, 2016 (“Release”), is made by NB Private Debt Fund LP, a Delaware limited partnership, as agent (“Agent”) in favor of K & N Engineering, Inc., a California corporation (“Grantor”).

**WHEREAS**, pursuant to the Second Lien Guaranty and Security Agreement dated as of July 11, 2014 in favor of Agent (as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) and the Trademark Security Agreement dated as of July 11, 2014 in favor of Agent (“Trademark Security Agreement”), Grantor mortgaged, pledged and hypothecated to Agent for the benefit of the Secured Parties, and granted to Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the Trademark Collateral; and

**WHEREAS**, the Trademark Security Agreement was recorded at the United States Patent and Trademark Office (“USPTO”) on July 14, 2014 at Reel 5321 Frame 0900.

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent, on behalf of the Secured Parties, and Grantor agree as follows:

**SECTION 1. Defined Terms.** All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Trademark Security Agreement.

**SECTION 2. Termination and Release.** Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and Lien on and security interest in Grantor’s right, title, and interest in, to, and under all the Trademark Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreement or Trademark Security Agreement; and

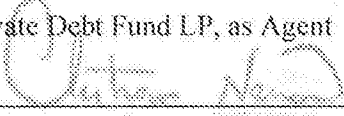
(b) authorizes the recordation of this Release with the USPTO at Grantor’s expense.

**SECTION 3. Choice of Law.** This Release shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Agent:

NB Private Debt Fund LP, as Agent

By:  \_\_\_\_\_

Name: CHRISTIAN NEIRA

Title: AUTHORIZED SIGNATORY

**Schedule A**

**U.S. Trademarks Subject to Security Interest  
Granted by K & N Engineering, Inc.  
In Favor of NB Private Debt Fund LP, as Agent  
Recorded July 14, 2014 at Reel 5321 Frame 0900**










**U.S. TRADEMARK REGISTRATIONS/APPLICATIONS**




<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Status</b>	<b>Owner</b>
<b>KNFILTERS.COM</b>	2,971,304	7/19/2005	Registered	K & N Engineering, Inc.
<b>KNFILTERS.COM</b>	2,795,952	12/16/2003	Registered	K & N Engineering, Inc.
<b>RECHARGER</b>	2,271,564	8/24/1999	Registered	K & N Engineering, Inc.
<b>KNPOWERSPORTS.COM</b>	3,006,166	10/11/2005	Registered	K & N Engineering, Inc.
<b>CUSTOM 66 SERIES</b>	2,786,508	11/25/2003	Registered	K & N Engineering, Inc.
<b>FIPK</b>	2,683,563	2/4/2003	Registered	K & N Engineering, Inc.
<b>XSTREAM</b>	2,773,762	10/14/2003	Registered	K & N Engineering, Inc.
	2,866,592	7/27/2004	Registered	K & N Engineering, Inc.
<b>POWERLID</b>	2,931,847	3/8/2005	Registered	K & N Engineering, Inc.
<b>SNOWCHARGER</b>	2,858,015	6/29/2004	Registered	K & N Engineering, Inc.
<b>K&amp;N MILLION MILE LIMITED WARRANTY</b>	2,812,971	2/10/2004	Registered	K & N Engineering, Inc.
<b>PERFORMANCE GOLD</b>	2,282,981	10/5/1999	Registered	K & N Engineering, Inc.
<b>AIRCHARGER</b>	2,236,589	4/6/1999	Registered	K & N Engineering, Inc.
<b>DRYCHARGER</b>	2,236,590	4/6/1999	Registered	K & N Engineering, Inc.
<b>PRECHARGER</b>	2,287,093	10/19/1999	Registered	K & N Engineering, Inc.
	1,536,024	4/25/1989	Registered	K & N Engineering, Inc.
	2,225,500	2/23/1999	Registered	K & N Engineering, Inc.
	2,843,026	5/18/2004	Registered	K & N Engineering, Inc.

Trademark	Registration Number	Registration Date	Status	Owner
	2,581,371	6/18/2002	Registered	K & N Engineering, Inc.
<b>FILTERCHARGER</b>	1,281,461	6/12/1984	Registered	K & N Engineering, Inc.
<b>TYPHOON</b>	2,475,641	8/7/2001	Registered	K & N Engineering, Inc.
	2,975,599	7/26/2005	Registered	K & N Engineering, Inc.
	2,903,147	11/16/2004	Registered	K & N Engineering, Inc.
	3,012,764	11/8/2005	Registered	K & N Engineering, Inc.
<b>MAKE YOUR MOVE</b>	3,046,219	1/17/2006	Registered	K & N Engineering, Inc.
<b>STUBSTACK</b>	1,323,108	3/5/1985	Registered	K & N Engineering, Inc.
<b>MAKE YOUR MOVE</b>	3,584,559	3/3/2009	Registered	K & N Engineering, Inc.
<b>K&amp;N</b>	3,546,897	12/16/2008	Registered	K & N Engineering, Inc.
	3,692,417	10/6/2009	Registered	K & N Engineering, Inc.
	3,887,606	12/7/2010	Registered	K & N Engineering, Inc.
<b>WRENCH-OFF</b>	3,876,923	11/16/2010	Registered	K & N Engineering, Inc.
	3,879,559	11/23/2010	Registered	K & N Engineering, Inc.
	4,397,173	9/3/2013	Registered	K & N Engineering, Inc.
<b>POWER KLEEN</b>	4,232,211	10/30/2012	Registered	K & N Engineering, Inc.
	4,236,250	11/6/2012	Registered	K & N Engineering, Inc.

Trademark	Registration Number	Registration Date	Status	Owner
	4,405,943	9/24/2013	Registered	K & N Engineering, Inc.
	4,435,963	11/19/2013	Registered	K & N Engineering, Inc.
	4,435,975	11/19/2013	Registered	K & N Engineering, Inc.
	4,439,580	11/26/2013	Registered	K & N Engineering, Inc.
	4,439,595	11/26/2013	Registered	K & N Engineering, Inc.
	4,549,037	6/10/2014	Registered	K & N Engineering, Inc.
WASHABLE REUSABLE PERFORMANCE	4,402,031	9/10/2013	Registered on the Supplemental	K & N Engineering, Inc.
	4,553,042	6/17/2014	Registered	K & N Engineering, Inc.
	4,447,939	12/10/2013	Registered	K & N Engineering, Inc.
	4,549,112	6/10/2014	Registered	K & N Engineering, Inc.
K&N PRO SERIES OIL FILTER	4,651,760	12/9/2014	Registered	K & N Engineering, Inc.
PRO SERIES OIL FILTER	4,545,515	6/3/2014	Registered	K & N Engineering, Inc.
	4,651,765	12/9/2014	Registered	K & N Engineering, Inc.



Trademark	Registration Number	Registration Date	Status	Owner
	4,651,769	12/09/2014	Registered	K & N Engineering, Inc.
	4,644,480	11/25/2014	Registered	K & N Engineering, Inc.
	4,644,476	11/25/2014	Registered	K & N Engineering, Inc.
<b>BRUTE FORCE</b>	3,875,377	11/16/2010	Registered	K & N Engineering, Inc.
<b>DRYFLOW</b>	3,692,361	10/6/2009	Registered	K & N Engineering, Inc.
	4,430,253	11/5/2013	Registered Supplemental	K & N Engineering, Inc.
<b>SPECTRE</b>	3,255,169	6/19/2007	Registered	K & N Engineering, Inc.
<b>SPECTRE</b>	3,252,685	6/19/2007	Registered	K & N Engineering, Inc.
<b>SPECTRE</b>	3,252,686	6/19/2007	Registered	K & N Engineering, Inc.
	3,253,179	6/19/2007	Registered	K & N Engineering, Inc.
	3,253,180	6/19/2007	Registered	K & N Engineering, Inc.
	3,253,181	6/19/2007	Registered	K & N Engineering, Inc.
<b>SPECTRE EMS-PRO</b>	3,384,378	2/19/2008	Registered	K & N Engineering, Inc.
	3,666,566	8/11/2009	Registered	K & N Engineering, Inc.
	3,666,746	8/11/2009	Registered	K & N Engineering, Inc.

Trademark	Registration Number	Registration Date	Status	Owner
<b>SPECTRE</b>	4,443,244	12/3/2013	Registered	K & N Engineering, Inc.
	4,436,396	11/19/2013	Registered	K & N Engineering, Inc.
<b>SPEED BY SPECTRE</b>	4,439,782	11/26/2013	Registered	K & N Engineering, Inc.
<i>The Alltup Co. Company</i>	4,474,037	1/28/2014	Registered	K & N Engineering, Inc.
	85/899,561	4/9/2013	Pending	K & N Engineering, Inc.
	4,677,232	1/27/2015	Registered	K & N Engineering, Inc.
<b>EXTRAFLOW</b>	4,436,458	11/19/2013	Registered	K & N Engineering, Inc.
<b>MAGNA KOOL</b>	86/026,718	8/1/2013	Pending	K & N Engineering, Inc.
<b>MAGNABRAID</b>	4,517,829	4/22/2014	Registered	K & N Engineering, Inc.