

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM410543

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Intellectual Property		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
COTTMAN TRANSMISSION SYSTEMS, LLC.		12/27/2016	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, as Collateral Agent		
<b>Street Address:</b>	2029 Century Park East		
<b>Internal Address:</b>	Suite 715		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90067		
<b>Entity Type:</b>	Corporation: NEW JERSEY		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	0817999	COTTMAN	
<b>Registration Number:</b>	1012437	COTTMAN MAN	
<b>Registration Number:</b>	4025374	COTTMAN TOTAL AUTO CARE AND TRANSMISSION	
<b>Registration Number:</b>	2023747	COTTMAN TRANSMISSION	
<b>Registration Number:</b>	2906318	COTTMAN TRANSMISSION	
<b>Serial Number:</b>	87036823	COTTMAN TRANSMISSION AND TOTAL AUTO CARE	
<b>Registration Number:</b>	4809676	STILL THE MAN	
<b>Registration Number:</b>	1991413	TRANSCHECK 21 PLUS	
<b>Registration Number:</b>	2143169	TRANSMISSION PHYSICIAN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3126095005		
<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>	312-609-7798		
<b>Email:</b>	ablekhman@vedderprice.com		
<b>Correspondent Name:</b>	Aida Blekhman		
<b>Address Line 1:</b>	222 N. LaSalle Street, 25th Floor		

CH \$240.00 0817999

<b>Address Line 4:</b>	Chicago, ILLINOIS 60601
<b>ATTORNEY DOCKET NUMBER:</b>	45798000061
<b>NAME OF SUBMITTER:</b>	Aida Blekhman
<b>SIGNATURE:</b>	/Aida Blekhman/
<b>DATE SIGNED:</b>	12/29/2016
<b>Total Attachments: 3</b> source=Notice of Grant of IP TMs#page1.tif source=Notice of Grant of IP TMs#page2.tif source=Notice of Grant of IP TMs#page3.tif	

**NOTICE OF GRANT OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

United States Patent and Trademark Office

Ladies and Gentlemen:

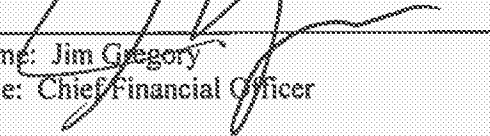
Please be advised that pursuant to (a) the Senior Secured Note Purchase and Revolving Credit Agreement, dated as of December 27, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “**Note Agreement**”), by and among Transom ADS Merger Sub, Inc., a Delaware corporation (the “**Company**”; with such term to also include American Driveline Systems, Inc., a Delaware corporation, after giving effect to the merger of Transom ADS Merger Sub, Inc. into American Driveline Systems, Inc. pursuant to the Acquisition (as defined in the Note Agreement)), Transom ADS Holdings, LLC, a Delaware limited liability company, Transom ADS Holdings Corp., a Delaware corporation, the Purchasers named therein and the Collateral Agent named therein, and (b) the related Security Agreement, dated as of December 27, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), made by the Company, the undersigned and each of the other affiliates and subsidiaries of the Company identified as Grantors therein in favor of The Prudential Insurance Company of America, in its capacity as collateral agent on behalf and for the benefit of the Secured Parties identified therein (together with its successors and assigns in such capacity, the “**Collateral Agent**”), the undersigned has granted a continuing security interest in and continuing lien upon the trademarks, trademark applications, patents, patent applications, copyrights and copyright applications, each of which is described on *Schedule I* attached hereto, in favor of the Collateral Agent.

The undersigned hereby acknowledges and agrees that the security interest in the foregoing intellectual property (i) may only be terminated in accordance with the terms of the Note Agreement and the Security Agreement, and (ii) is not to be construed as an assignment of any intellectual property.

Very truly yours,

**GRANTOR:**

**COTTMAN TRANSMISSION  
SYSTEMS, LLC,**  
a Delaware limited liability company

By:   
Name: Jim Gregory  
Title: Chief Financial Officer

*[Signature Page to Notice of Grant of  
Trademark]*

**SCHEDULE I**

COTTMAN TRANSMISSION SYSTEMS, LLC

**I. Trademarks:**

<b>Mark</b>	<b>Application/ Registration No.</b>	<b>Application/ Registration Date</b>
COTTMAN	72224397/ 0817999	11/1/1966
COTTMAN MAN	73037358/1012437	6/3/1975
COTTMAN TOTAL AUTO CARE AND TRANSMISSION SPECIALISTS (and Design)	85201521/4025374	9/13/2011
COTTMAN TRANSMISSION and Physician Design	75035878/2023747	12/17/1996
COTTMAN TRANSMISSION (and Design)	78252699/ 2906318	11/30/2004
COTTMAN TRANSMISSION AND TOTAL AUTO CARE	87036823 / Pending	5/13/2016
STILL THE MAN	86292818/4809676	9/8/2015
TRANSCHECK 21 PLUS	74726496/1991413	8/6/1996
TRANSMISSION PHYSICIAN	75041273/2143169	3/10/1998