

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM417960

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Prior Agent		02/28/2017	Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Nomura Corporate Funding Americas, LLC, as Successor Agent		
Street Address:	309 West 49th Street		
Internal Address:	Worldwide Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3649690	BBB INDUSTRIES	
Registration Number:	3470275	BBB INDUSTRIES	
Registration Number:	3477462	BBB INDUSTRIES	
Registration Number:	3371726	BBB INDUSTRIES	
Registration Number:	3343252	OCA	
Registration Number:	1225738	WILSON	
Registration Number:	1672379	AMPERE	
Registration Number:	3878351	NUGEON	
Registration Number:	3759636	NUCHIN	
CORRESPONDENCE DATA			
Fax Number:	8009144240		
<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:	800-713-0755		
Email:	Michael.Violet@wolterskluwer.com		
Correspondent Name:	Michael Violet		
Address Line 1:	4400 Easton Commons Way		
Address Line 2:	Suite 125		

OP \$240.00 3649690

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Elaine Carrera

SIGNATURE: /Elaine Carrera/

DATE SIGNED: 03/01/2017

Total Attachments: 6

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

JPMorgan Chase Bank, N.A., as Prior Agent

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) February 28, 2017

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Nomura Corporate Funding Americas, LLC, as Successor Agent

Street Address: 309 West 49th St., Worldwide Plaza

City: New York

State: NY

Country: USA Zip: 10019

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

March 1, 2017

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 034179/0908
REEL/FRAME 5396/0031**

This NOTICE OF SUCCESSION OF AGENCY (this "Notice"), dated as of February 28, 2017 (the "Effective Date"), is executed by JPMORGAN CHASE BANK, N.A., in its capacity as Administrative Agent under the Original Agreements (as defined below) (the "Prior Agent"), and NOMURA CORPORATE FUNDING AMERICAS, LLC, in its capacity as successor Administrative Agent under the Current Agreements (as defined below) (the "Successor Agent").

WHEREAS, pursuant to that certain First Lien Credit Agreement, dated as of November 3, 2014, by and among BBB Industries US Holdings, Inc., a Delaware corporation, as borrower (the "Borrower"), Prior Agent and certain other parties thereto (the "Original Credit Agreement"), the Prior Agent and certain grantor parties identified on the signature pages thereto (the "Grantors") entered into that certain First Lien Security Agreement, dated as of November 3, 2014 (the "Original Security Agreement"), the Trademark Security Agreement, dated as of November 3, 2014 (the "Trademark Security Agreement") and the Patent Security Agreement, dated as of November 3, 2014 (the "Patent Security Agreement"), together with the Original Credit Agreement, the Original Security Agreement and the Trademark Security Agreement, the "Original Agreements"), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Patent Security Agreement was recorded with the United States Patent and Trademark Office on November 6, 2014 at Reel/Frame 034179/0908, and the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 6, 2014 at Reel/Frame 5396/0031, with respect to the intellectual property identified on Schedule A attached hereto;

WHEREAS, the Original Credit Agreement was amended, including as amended by Amendment No. 3 dated as of February 17, 2017 (and as further amended and restated, collectively with the Original Security Agreement, the "Current Agreements"), and in connection with the transactions under the Current Agreements, the Prior Agent, the Successor Agent, Borrower and certain other parties have into that certain Successor Agent Agreement, dated as of February 28, 2017 (the "Successor Agent Agreement"), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Successor Agent Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Successor Agent Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Intellectual Property Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

JPMORGAN CHASE BANK, N.A., as Prior
Agent

By: 
Name: Robert P. Kellas
Title: Executive Director

NOMURA CORPORATE FUNDING
AMERICAS, LLC, as Successor Agent

By: 
Name: Lee Olive
Title: Managing Director

[Signature Page to Notice of Change in Agency]

SCHEDULE A

U.S. Patents and Applications:

Title	Application No.	Filing Date	Publication No.	Patent No.	Issue Date
Internal Magnetic Filter for Hydraulic Systems	13558452	07/26/2012	20140027364	9028686	05/12/2015

U.S. Trademarks and Applications:

Mark	Serial No.	Filing Date	Registration No.	Registration Date
BBB INDUSTRIES	77487062	05/30/08	3649690	07/07/09
BBB INDUSTRIES	77128614	03/12/07	3470275	07/22/08
BBB INDUSTRIES	77126625	03/09/07	3477462	07/29/08
BBB INDUSTRIES	77126628	03/09/07	3371726	01/22/08
OCA	77126623	03/09/07	3343252	11/27/07
WILSON	73281628	10/14/80	1225738	02/01/83
AMPERE	74069159	06/14/90	1672379	01/21/92
NUGEON	76689470	05/09/08	3878351	11/23/10
NUCHIN	76689471	05/09/08	3759636	03/16/10