

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM429345

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IRONPLANET MOTORS, LLC		05/31/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT		
Street Address:	101 N. TRYON STREET		
Internal Address:	MAIL CODE: NC1-001-05-45		
City:	CHARLOTTE		
State/Country:	NORTH CAROLINA		
Postal Code:	28255-0001		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4189128	IRON PLANET MOTORS	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<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:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com, sandraday@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	3015 CARRINGTON MILL BOULEVARD		
Address Line 2:	SUITE 400		
Address Line 4:	MORRISVILLE, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	017625-5023		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		
DATE SIGNED:	05/31/2017		
Total Attachments: 4			
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 31, 2017 (as the same may be amended, amended and restated, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in any and all right, title and interest of such Obligor in and to the trademarks and trademark applications shown below to the Administrative Agent for the benefit of the holders of the Secured Obligations:

U.S. REGISTERED TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

U.S TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

[signature page follows]

This Notice is given in conjunction with and pursuant to the Agreement, and the Obligor hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the trademarks and trademark applications set forth above are set forth in the Agreement. In the event that any provision of this Notice is deemed to conflict with the Agreement, the provisions of the Agreement shall govern.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

IRONPLANET MOTORS, LLC,
a Delaware limited liability company

By: 

Name: Darren Watt

Title: Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Marc E. Wong
Name: Marc E. Wong
Title: Vice President

Schedule 1

**IronPlanet Motors, LLC
(Delaware Limited Liability Company)**

U.S. Trademark

Trademark Registration

Mark	Reg. No.	Reg. Date
IRON PLANET MOTORS and Design	4189128	08/14/12