

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM456008

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
A&R Logistics, Inc.		12/22/2017	Corporation: ILLINOIS
RECEIVING PARTY DATA			
Name:	Brookside Mezzanine Fund III, L.P.		
Street Address:	201 Tresser Boulevard, Suite 330		
Internal Address:	One Stamford Forum		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4776458	AR A&R LOGISTICS	
Registration Number:	4945834	FLEXPORT	
CORRESPONDENCE DATA			
Fax Number:	6172484000		
<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>			
Email:	tadmin@choate.com		
Correspondent Name:	Sara M. Bauer		
Address Line 1:	Two International Place		
Address Line 2:	Choate Hall & Stewart LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	2005912-0013		
NAME OF SUBMITTER:	Sara M. Bauer		
SIGNATURE:	/sara bauer/		
DATE SIGNED:	12/27/2017		
Total Attachments: 3			
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OP \$65.00 4776458

USPTO FILING

GRANT OF SECURITY INTEREST IN TRADEMARKS

December 22, 2017

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, A&R LOGISTICS, INC., an Illinois corporation, with its chief executive office at 600 North Hurstbourne Parkway, Suite 110, Louisville, Kentucky 40222 (the "Grantor"), hereby grants to BROOKSIDE MEZZANINE FUND III, L.P., in its capacity as agent pursuant to the Note Purchase Agreement (as hereinafter defined) acting for and on behalf of the parties thereto as Purchasers and as otherwise provided therein, having an office at One Stamford Forum, 201 Tresser Boulevard, Suite 330, Stamford, Connecticut 06901 (the "Grantee"), 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 set forth on Schedule A attached hereto (the "Marks"), (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, (iii) all income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect to the Marks, including, without limitation, damages, claims and payments for past, present or future infringements thereof, and (iv) all rights to sue for past, present and future infringements thereof.

THIS GRANT is made to secure the performance and payment in full of all the Obligations of the Grantor, as such term is defined in the Note Purchase and Security Agreement, dated as of December 17, 2017 (as amended, modified, restated and/or supplemented from time to time, the "Note Purchase Agreement"), among the Grantor, the Grantee, and certain other parties. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Note Purchase Agreement, 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 Note Purchase Agreement, the provisions of the Note Purchase Agreement shall govern.

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IN WITNESS WHEREOF, Debtor and Agent have executed this Agreement as of the day and year first above written.

A&R LOGISTICS, INC.,
as Debtor

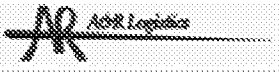
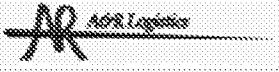
By

Name: Richard A. Mitchell, Jr.

Title: Vice Chairman and President

**SCHEDULE A
TO
GRANT OF SECURITY INTEREST IN TRADEMARKS**

LIST OF TRADEMARK REGISTRATIONS AND APPLICATIONS

Owner	Trademark	Jurisdiction	Registration Number	Registration Date
A&R Logistics Holdings, Inc.	A&R Logistics, Inc. Service Mark and Logo 	United States of America	4,776,458	July 21, 2015
A&R Logistics Holdings, Inc.	A&R Logistics, Inc. Service Mark and Logo 	Mexico	1562117	August 11, 2015
A&R Logistics Holdings, Inc.	Flexport	United States of America	4,945,834	April 26, 2016