

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM468588

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of First Lien Security Interest in United States Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Force Wheels, Inc.		04/04/2018	Corporation: FLORIDA
RECEIVING PARTY DATA			
Name:	Antares Capital LP		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4447066	AMERICAN FORCE	
CORRESPONDENCE DATA			
Fax Number:	2138918763		
<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:	rhonda.deleon@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	355 South Grand Avenue		
Address Line 4:	Los Angeles, CALIFORNIA 90071-1560		
ATTORNEY DOCKET NUMBER:	057121-0288		
NAME OF SUBMITTER:	Rhonda DeLeon		
SIGNATURE:	/Rhonda DeLeon/		
DATE SIGNED:	04/04/2018		
Total Attachments: 10			
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GRANT OF FIRST LIEN SECURITY INTEREST IN UNITED STATES TRADEMARKS

April 4, 2018

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WHEEL PROS, LLC, a Delaware limited liability company (“Wheel Pros”) and AMERICAN FORCE WHEELS, INC, a Florida corporation (together with Wheel Pros, collectively, the “Grantor”), hereby grant to ANTARES CAPITAL LP, with offices at 500 West Monroe Street, Chicago, Illinois 60661 (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (except any intent-to-use applications for trademark registrations for which a statement of use has not yet been filed) 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, (iv) all income, fees, royalties, damages, claims and payments now or hereafter due and/or payable thereunder and with respect thereto including, without limitation, damages and payments for past, present or future infringements thereof, (v) any and all rights corresponding thereto throughout the world, and (vi) any and all rights to sue for past, present or future infringements thereof.

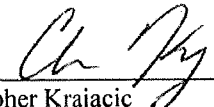
THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the First Lien Security Agreement by, among Grantor, Grantee, WHEEL PROS INTERMEDIATE, INC., a Delaware corporation, as a Guarantor, and the other Grantors (as such term is defined therein) party thereto, dated as of the date hereof (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security 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 Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

GRANTORS:

WHEEL PROS, LLC

By: 
Name: Christopher Krajacic
Title: Vice President and Chief Financial Officer

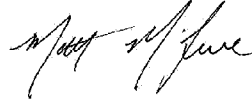
AMERICAN FORCE WHEELS, INC

By: 
Name: Christopher Krajacic
Title: Vice President and Chief Financial Officer

[Signature Page to the First Lien Trademark Security Agreement]

GRANTEE:

ANTARES CAPITAL LP




By: _____

Name: Matt McLure

Title: Its Duly Authorized Signatory

SCHEDULE A

<u>Registered Owner/Applicant</u>	<u>Mark</u>	<u>Country</u>	<u>App. No.</u>	<u>App. Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Wheel Pros, LLC	A (Stylized)	US	75668283	3/26/1999	2427948	2/13/2001
Wheel Pros, LLC		US	87794643	2/12/2018		
Wheel Pros, LLC	ADVENTUS	US	85881594	3/20/2013	4421842	10/22/2013
Wheel Pros, LLC	ADVENTUS	US	85785700	11/21/2012	4483511	2/18/2014
Wheel Pros, LLC	ADVENTUS FORGED	US	85938783	5/21/2013	4863576	12/1/2015
Wheel Pros, LLC	ALBA (Stylized)	US	75668282	3/26/1999	2377090	8/15/2000
Wheel Pros, LLC	AMERICAN and Design	US	72295788	4/17/1968	868913	5/6/1969
American Force Wheels, Inc.	AMERICAN FORCE	US	85899884	4/10/2013	4447066	12/10/2013
Wheel Pros, LLC	AMERICAN RACING	US	73151793	12/12/1977	1147598	2/24/1981
Wheel Pros, LLC	AMERICAN RACING	US	78978056	11/12/2003	3243101	5/15/2007
Wheel Pros, LLC	AMERICAN RACING and Design	US	86776278	10/2/2015	4982652	6/21/2016
Wheel Pros, LLC	AMERICAN RACING and Design	US	86577826	3/26/2015	5032677	8/30/2016
Wheel Pros, LLC	AMERICAN RACING and Design	US	86577737	3/26/2015	4957222	5/10/2016
Wheel Pros, LLC	AMERICAN RACING and Design	US	73151805	12/12/1977	1113095	2/13/1979
Wheel Pros, LLC	AMERICAN RACING CUSTOM WHEELS and Design	US	75389718	11/13/1997	2918292	1/18/2005
Wheel Pros, LLC	AMERICAN RACING EQUIPMENT and Design	US	86187614	2/7/2014	4893371	1/26/2016
Wheel Pros, LLC	AMERICAN RACING EQUIPMENT and Design	US	72295789	4/17/1968	863444	1/14/1969

Wheel Pros, LLC	AMERICAN RACING PERFORM	US	78503105	10/20/2004	3437622	5/27/2008
Wheel Pros, LLC	AMERICAN RACING PERFORM and Design	US	78981468	7/26/2006	4276121	1/15/2013
Wheel Pros, LLC	AMERICAN RACING PRO SERIES	US	77509363	6/26/2008	3605387	4/14/2009
Wheel Pros, LLC	American Racing Wheel Design	US	74578864	9/27/1994	2001979	9/17/1996
Wheel Pros, LLC	ANSEN	US	78425719	5/26/2004	3080975	4/11/2006
Wheel Pros, LLC	ANSEN	US	85571629	3/16/2012	4398540	9/10/2013
Wheel Pros, LLC	AR AMERICAN RACING and Design	US	75365504	9/30/1997	2435511	3/13/2001
Wheel Pros, LLC	AR AMERICAN RACING and Design	US	78981547	7/25/2006	4485442	2/18/2014
Wheel Pros, LLC	AR and Design	US	85796527	12/6/2012	4342717	5/28/2013
Wheel Pros, LLC	ARE	US	74596607	11/8/1994	1986617	7/16/1996
Wheel Pros, LLC	ASANTI	US	87251042	11/29/2016	5218579	6/6/2017
Wheel Pros, LLC	ASANTI	US	85021090	4/22/2010	3955945	5/3/2011
Wheel Pros, LLC	ASANTI	US	78978017	6/18/2004	3231710	4/17/2007
Wheel Pros, LLC	ASANTI	US	77907212	1/7/2010	3967213	5/24/2011
Wheel Pros, LLC	ASANTI BLACK LABEL	US	85960032	6/14/2013	4643376	11/25/2014
Wheel Pros, LLC	ASANTI FS and Design	US	86771120	9/28/2015	4941390	4/19/2016
Wheel Pros, LLC	ASANTI FS LUXURY FORGED WHEELS and Design	US	86770849	9/28/2015	5039324	9/13/2016
Wheel Pros, LLC	ASANTI FS LUXURY FORGED WHEELS and Design	US	86770894	9/28/2015	5039325	9/13/2016
Wheel Pros, LLC	ASANTI FS LUXURY FORGED WHEELS and Design	US	86770927	9/28/2015	5039326	9/13/2016
Wheel Pros, LLC	ATX	US	78433671	6/11/2004	3432583	5/20/2008

Wheel Pros, LLC	ATX SERIES	US	77077957	1/8/2007	3587691	3/10/2009
Wheel Pros, LLC	ATX SERIES	US	78433677	6/11/2004	3115078	7/11/2006
Wheel Pros, LLC	ATX X and Design	US	85727542	9/12/2012	4338167	5/21/2013
Wheel Pros, LLC	BUZZ	US	78412281	5/3/2004	3325673	10/30/2007
Wheel Pros, LLC	CARFIGURATOR	US	77311433	10/23/2007	3552753	12/30/2008
Wheel Pros, LLC	CROSSHAIR	US	86733656	8/22/2015	5004986	7/19/2016
Wheel Pros, LLC	CUSTOM WHEEL COLLECTION and Design	US	77089897	1/24/2007	3514704	10/14/2008
Wheel Pros, LLC	DEALER LINE	US	85909543	4/19/2013	4492555	3/4/2014
Wheel Pros, LLC	Design	US	85871679	3/8/2013	4476338	1/28/2014
Wheel Pros, LLC	DIAMO	US	77207705	6/15/2007	3391288	3/4/2008
Wheel Pros, LLC	DIAMOND PRECISION RACING	US	86351212	7/29/2014	4722722	4/21/2015
Wheel Pros, LLC	DIESEL	US	85585694	3/31/2012	4345259	6/4/2013
Wheel Pros, LLC	DIME	US	85585688	3/31/2012	4202537	9/4/2012
Wheel Pros, LLC	DPR and Design	US	85915953	4/26/2013	4440226	11/26/2013
Wheel Pros, LLC	DPR Diamond Design	US	85915993	4/26/2013	4440228	11/26/2013
Wheel Pros, LLC	DPR OFFROAD	US	85938753	5/21/2013	4668236	1/6/2015
Wheel Pros, LLC	EFT	US	78731746	10/12/2005	3192297	1/2/2007
Wheel Pros, LLC	EFX	US	78963719	8/30/2006	3304846	10/2/2007
Wheel Pros, LLC	ESTRELLA	US	85585700	3/31/2012	4202538	9/4/2012
Wheel Pros, LLC	EXTENDED FLANGE TECHNOLOGY	US	78731734	10/12/2005	3215097	3/6/2007
Wheel Pros, LLC	FUELED BY INNOVATION	US	85517152	1/16/2012	4433129	11/12/2013
Wheel Pros, LLC	FUELED BY INNOVATION	US	85517133	1/16/2012	4303807	3/19/2013
Wheel Pros, LLC	FUELED BY INNOVATION	US	85517157	1/16/2012	4522429	4/29/2014
Wheel Pros, LLC	H HELO and Design	US	75871511	12/15/1999	2475230	8/7/2001
Wheel Pros, LLC	HELO	US	76514225	5/12/2003	2824829	3/23/2004

Wheel Pros, LLC	IN THRUST WE TRUST	US	85249345	2/23/2011	4107785	3/6/2012
Wheel Pros, LLC	KINESIS	US	87141944	8/17/2016	5156159	3/7/2017
Wheel Pros, LLC	KINESIS and Design	US	87271492	12/16/2016	5218613	6/6/2017
Wheel Pros, LLC	KMC	US	78411276	4/30/2004	3010893	11/1/2005
Wheel Pros, LLC	KMC	US	78412276	5/3/2004	3234295	4/24/2007
Wheel Pros, LLC	KMC	US	78411260	4/30/2004	3027059	12/13/2005
Wheel Pros, LLC	KMC ROCKSTAR and Design	US	87033642	5/11/2016	5230819	6/27/2017
Wheel Pros, LLC	KMC WHEELS	US	86761228	9/18/2015	4941362	4/19/2016
Wheel Pros, LLC	KMC WHEELS	US	86751455	9/9/2015	5000097	7/12/2016
Wheel Pros, LLC	KMC WHEELS and Design	US	86518570	1/29/2015	4817228	9/22/2015
Wheel Pros, LLC	LIKE NO OTHER	US	78448058	7/8/2004	3069340	3/14/2006
Wheel Pros, LLC	LIKE NO OTHER	US	75141664	7/29/1996	2159534	5/19/1998
Wheel Pros, LLC	LINK	US	86782307	10/8/2015	4941419	4/19/2016
Wheel Pros, LLC	LORENZO and Design	US	76975124	2/6/2002	2731970	7/1/2003
Wheel Pros, LLC	LORENZO and Design	US	76367804	2/6/2002	2985749	8/16/2005
Wheel Pros, LLC	M Design	US	77220994	7/2/2007	3483366	8/12/2008
Wheel Pros, LLC	M Design	US	86440181	10/30/2014	4847647	11/3/2015
Wheel Pros, LLC	M Design	US	86440150	10/30/2014	4847646	11/3/2015
Wheel Pros, LLC	M Design	US	86440121	10/30/2014	4847645	11/3/2015
Wheel Pros, LLC	MAXX	US	77130410	3/14/2007	3618051	5/12/2009
Wheel Pros, LLC	MODULAR SOCIETY	US	77627773	12/5/2008	3753166	2/23/2010
Wheel Pros, LLC	MOTEGI	US	78326608	11/12/2003	3042571	1/10/2006
Wheel Pros, LLC	MOTEGI RACING	US	77077977	1/8/2007	3928784	3/8/2011
Wheel Pros, LLC	MOTEGI RACING	US	76010532	3/27/2000	2610348	8/20/2002
Wheel Pros, LLC	MOTO METAL	US	86107810	11/1/2013	4559611	7/1/2014
Wheel Pros, LLC	MOTO METAL	US	78506263	10/26/2004	3108761	6/27/2006

Wheel Pros, LLC	MOTO METAL (stylized)	US	86764117	9/22/2015	5006215	7/26/2016
Wheel Pros, LLC	MOTOGRIP	US	77563664	9/5/2008	3729526	12/22/2009
Wheel Pros, LLC	MOTO-HAMMER (Stylized)	US	86413426	10/2/2014	4743227	5/26/2015
Wheel Pros, LLC	MSA WHEELS	US	87021428	5/2/2016	5082282	11/15/2016
Wheel Pros, LLC	OFFENDING SINCE 1982	US	78325452	11/10/2003	2982057	8/2/2005
Wheel Pros, LLC	OFFSET	US	86689641	7/10/2015	5004848	7/19/2016
Wheel Pros, LLC	Q T (Stylized)	US	85715267	8/28/2012	4374961	7/30/2013
Wheel Pros, LLC	ROCK YOUR OWN	US	87033400	5/11/2016	5073382	11/1/2016
Wheel Pros, LLC	ROCKSTAR	US	85223049	1/21/2011	4012218	8/16/2011
Wheel Pros, LLC	ROCKSTAR 2	US	86107302	10/31/2013	4559591	7/1/2014
Wheel Pros, LLC	ROCKSTAR 3	US	87121155	7/29/2016	5180020	4/11/2017
Wheel Pros, LLC	Rockstar Design	US	87069388	6/13/2016	5073428	11/1/2016
Wheel Pros, LLC	ROCKSTAR II	US	86107313	10/31/2013	4559593	7/1/2014
Wheel Pros, LLC	ROCKSTAR III	US	87121103	7/29/2016	5180018	4/11/2017
Wheel Pros, LLC	SALT FLAT SPECIAL	US	85585685	3/31/2012	4202536	9/4/2012
Wheel Pros, LLC	SKY'S NOT THE LIMIT IT'S JUST THE VIEW	US	86833296	11/28/2015	5002507	7/19/2016
Wheel Pros, LLC	Star Design	US	78981168	7/26/2006	4286454	2/5/2013
Wheel Pros, LLC	SUPERLIP	US	76975216	4/11/2002	2913759	12/21/2004
Wheel Pros, LLC	TECHNOMESH	US	85930590	5/13/2013	4425733	10/29/2013
Wheel Pros, LLC	THE ULTIMATE COLLECTION OF LUXURY CUSTOMIZATION	US	77262184	8/22/2007	4042322	10/18/2011
Wheel Pros, LLC	TORQ THRUST	US	75846655	11/12/1999	2433240	3/6/2001
Wheel Pros, LLC	TORQ THRUST	US	77077196	1/5/2007	3841858	8/31/2010
Wheel Pros, LLC	TORQ THRUST II	US	75431825	2/10/1998	2508336	11/20/2001
Wheel Pros, LLC	TORQ-THRUST "D"	US	74617725	1/4/1995	1985148	7/9/1996
Wheel Pros, LLC	VENTI	US	77221602	7/3/2007	3388559	2/26/2008

Wheel Pros, LLC	VENTI PLUS	US	77370855	1/14/2008	3563425	1/20/2009
Wheel Pros, LLC	VENTI PLUS V+ and Design	US	77370840	1/14/2008	3563424	1/20/2009
Wheel Pros, LLC	Wheel Design	US	78215922	2/18/2003	2877160	8/24/2004
Wheel Pros, LLC	Wheel Design	US	76227592	3/16/2001	2781121	11/11/2003
Wheel Pros, LLC	Wheel Design	US	78221897	3/5/2003	2805037	1/13/2004
Wheel Pros, LLC	Wheel Design	US	86733660	8/22/2015	5001689	7/19/2016
Wheel Pros, LLC	Wheel Design	US	85926769	5/8/2013	4611509	9/23/2014
Wheel Pros, LLC	WHEEL PROS	US	87223856	11/2/2016	5222393	6/13/2017
Wheel Pros, LLC	WHEEL PROS	US	78663619	7/5/2005	3191617	1/2/2007
Wheel Pros, LLC	XD KMC (Stylized)	US	86950602	3/23/2016	5072714	11/1/2016
Wheel Pros, LLC	XD KMC (Stylized)	US	86853911	12/18/2015	5008028	7/26/2016
Wheel Pros, LLC	XD SERIES	US	86011436	7/16/2013	4494521	3/11/2014
Wheel Pros, LLC	XD SERIES	US	78425436	5/26/2004	3031606	12/20/2005
Wheel Pros, LLC	XD SERIES	US	78417708	5/12/2004	3345065	11/27/2007
Wheel Pros, LLC	XD SERIES	US	78417706	5/12/2004	3177834	11/28/2006
Wheel Pros, LLC	XD SERIES and Design	US	86579531	3/27/2015	4919483	3/15/2016
Wheel Pros, LLC	XD SERIES and Design	US	85871672	3/8/2013	4513500	4/15/2014
Wheel Pros, LLC	XD SERIES and Design	US	86579570	3/27/2015	4947750	4/26/2016
Wheel Pros, LLC	XD SERIES KMC WHEELS and Design	US	86518326	1/29/2015	4919386	3/15/2016