

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM469020

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Deutsche Bank Trust Company Americas		04/05/2018	Bank: UNITED STATES
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Collateral Agent		
Street Address:	101 N Tryon Street		
Internal Address:	C/O MAC Legal (NC1-001-05-45)		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255-0001		
Entity Type:	Bank: SWITZERLAND		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	2682136	FLEETPRIDE	
Registration Number:	2992713	FLEETPRIDE HEAVY DUTY EXPERTS	
Registration Number:	3133482	WORLDWIDE HEAVY DUTY POWER PRODUCTS	
Registration Number:	3246242	TORQUE TECHNOLOGY	
Registration Number:	3291296	PRO-KLEEN	
Registration Number:	3311988	OTR	
Registration Number:	3521775	PBC PRIMA BRAKE COMPONENTS	
Registration Number:	3522744	PRIMATRONICS	
Registration Number:	3545435	VANTAGEPOWER	
Registration Number:	3612769	TORQUE TECHNOLOGY	
Registration Number:	3668390	WE LIVE AND BREATHE HEAVY DUTY	
Registration Number:	3668420	COUNT ON US	
Registration Number:	3668445	FLEETCARE TRUCK SERVICE CENTER	
Registration Number:	3683554	PRIMAPOWER	
Registration Number:	3795986	PRIMATECH	
Registration Number:	4127809	FLEETPRIDE TRUCK & TRAILER PARTS	
CORRESPONDENCE DATA			
TRADEMARK			

OP \$415.00 2682136

Fax Number: 8009144240

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.

Phone: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Doris Ka
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SIGNATURE:	/Doris Ka/
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DATE SIGNED:	04/09/2018
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Total Attachments: 5

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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):

Deutsche Bank Trust Company Americas

- Individual(s)
- Partnership
- Corporation- State: _____
- Other Bank
- 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) April 5, 2018

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Collateral Agent

Street Address: C/O MAC Legal (NC1-001-05-45)

101 N Tryon Street

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

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

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 _____

B. Trademark Registration No.(s) _____

See attached 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: Doris Ka, Legal Assistant

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3569

Docket Number: 08061.1541 (2nd Lien)

Email Address: dka@cahill.com

6. Total number of applications and registrations involved:

16

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:



Signature

April 5, 2018

Date

Doris Ka

Name of Person Signing

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

5

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

SECOND LIEN NOTICE OF SUCCESSION OF AGENCY
4907/0061

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of April 5, 2018 (the “Effective Date”), is executed by Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent under the Original Agreements (as defined below) (the “Prior Agent”), and Bank of America, N.A., in its capacity as Administrative Agent and Collateral Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Second Lien Term Loan Credit Agreement, dated as of November 19, 2012, by and among the Borrower, FleetPride, Inc. (the “Co-Borrower”), Fastlane Holding Company, Inc. (“Holdings”), the lenders party thereto from time to time (the “Lenders”), Prior Agent and certain other parties thereto (the “Original Credit Agreement”), the Prior Agent and certain grantor parties identified on the signature page hereto (the “Grantors”) entered into that certain Second Lien Security Agreement, dated as of November 19, 2012 (the “Original Security Agreement” and together with the Original Credit Agreement, the “Original Agreements”), and the Second Lien Trademark Security Agreement, dated as of November 19, 2012 (the “Trademark Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 27, 2012 at Reel/Frame 4907/0061 with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Original Credit Agreement was amended and restated, as of April 5, 2018 (as amended and restated, collectively, the “Current Agreement”), and in connection with the transactions under the Current Agreement, the Prior Agent, the Successor Agent, the Borrower, Co-Borrower, Holdings and certain other parties have into that certain Successor Agent Agreement, dated as of April 5, 2018 (the “Successor Agreement”), whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and Collateral 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 Agreement.
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral 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 Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.


[Signature Pages Follow]

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

**DEUTSCHE BANK TRUST COMPANY
AMERICAS**

By:  _____

Name: **FRANK FAZIO**
Title: **Managing Director**

By:  _____

Name: **Stephen R. Lapidus**
Title: **Director**

[Signature Page to 2L Notice of Change in Agency]

TRADEMARK
REEL: 006309 FRAME: 0519

BANK OF AMERICA, N.A.

By:  _____

Name: **David H. Strickert**
Title: **Managing Director**

[Signature Page to 2L Notice of Change in Agency]

TRADEMARK
REEL: 006309 FRAME: 0520

SCHEDULE A

UNITED STATES TRADEMARKS:

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
FleetPride, Inc.	2,682,136	FLEETPRIDE
FleetPride, Inc.	2,992,713	FLEETPRIDE HEAVY DUTY EXPERTS
FleetPride, Inc.	3,133,482	WORLDWIDE HEAVY DUTY POWER PRODUCTS & DESIGN
FleetPride, Inc.	3,246,242	TORQUE TECHNOLOGY
FleetPride, Inc.	3,291,296	PRO-KLEEN
FleetPride, Inc.	3,311,988	OTR
FleetPride, Inc.	3,521,775	PBC PRIMA BRAKE COMPONENTS
FleetPride, Inc.	3,522,744	PRIMATRONICS
FleetPride, Inc.	3,545,435	VANTAGEPOWER
FleetPride, Inc.	3,612,769	TORQUE TECHNOLOGY & DESIGN
FleetPride, Inc.	3,668,390	WE LIVE AND BREATHE HEAVY DUTY
FleetPride, Inc.	3,668,420	COUNT ON US
FleetPride, Inc.	3,668,445	FLEETCARE TRUCK SERVICE CENTER & DESIGN
FleetPride, Inc.	3,683,554	PRIMAPOWER
FleetPride, Inc.	3,795,986	PRIMATECH
FleetPride, Inc.	4,127,809	FLEETPRIDE TRUCK & TRAILER PARTS & DESIGN