

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM469465

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release Trademark Security Interest at Reel/Frame No. 5407/0502		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AEA Mezzanine Fund III LP, as Collateral Agent		04/04/2018	Limited Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	Wheel Pros, LLC		
Street Address:	5347 S. Valentia Way, Suite 200		
City:	Greenwood Village		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 84			
Property Type	Number	Word Mark	
Registration Number:	2427948	A	
Registration Number:	2377090	ALBA	
Registration Number:	868913	AMERICAN	
Registration Number:	3243101	AMERICAN RACING	
Registration Number:	1147598	AMERICAN RACING	
Registration Number:	2001979	AMERICAN RACING	
Registration Number:	1113095	AMERICAN RACING	
Registration Number:	2918292	AMERICAN RACING CUSTOM WHEELS	
Registration Number:	863444	AMERICAN RACING EQUIPMENT	
Registration Number:	4276121	AMERICAN RACING PERFORM	
Registration Number:	3437622	AMERICAN RACING PERFORM	
Registration Number:	3605387	AMERICAN RACING PRO SERIES	
Registration Number:	4398540	ANSEN	
Registration Number:	3080975	ANSEN	
Registration Number:	4485442	AR AMERICAN RACING	
Registration Number:	2435511	AR AMERICAN RACING	
Registration Number:	4342717	AR	
Registration Number:	1986617	ARE	
Registration Number:	3552753	CARFIGURATOR	
TRADEMARK			

OP \$2115.00 2427948

Property Type	Number	Word Mark
Registration Number:	3432583	ATX
Registration Number:	3587691	ATX SERIES
Registration Number:	3115078	ATX SERIES
Registration Number:	4338167	ATX X
Registration Number:	3803502	BLACK MAGIC FINISH
Registration Number:	3325673	BUZZ
Registration Number:	3514704	CUSTOM WHEEL COLLECTION
Serial Number:	86209785	CUSTOM SHOP
Registration Number:	4492555	DEALER LINE
Serial Number:	85926769	
Registration Number:	4286454	
Registration Number:	2805037	
Registration Number:	2877160	
Registration Number:	2781121	
Registration Number:	4476338	
Registration Number:	3391288	DIAMO
Registration Number:	4345259	DIESEL
Registration Number:	4202537	DIME
Registration Number:	3080913	DRIVE GEAR
Registration Number:	4202538	ESTRELLA
Registration Number:	4433129	FUELED BY INNOVATION
Registration Number:	4303807	FUELED BY INNOVATION
Registration Number:	4522429	FUELED BY INNOVATION
Registration Number:	2475230	H HELO
Registration Number:	2824829	HELO
Registration Number:	4107785	IN THRUST WE TRUST
Registration Number:	3234295	KMC
Registration Number:	3027059	KMC
Registration Number:	3010893	KMC
Registration Number:	3182731	KMC BUZZ
Registration Number:	3069340	LIKE NO OTHER
Registration Number:	2159534	LIKE NO OTHER
Registration Number:	2731970	LORENZO
Registration Number:	2985749	LORENZO
Registration Number:	3483366	M
Registration Number:	3618051	MAXX
Registration Number:	3042571	MOTEGI
Registration Number:	3928784	MOTEGI RACING

Property Type	Number	Word Mark
Registration Number:	2610348	MOTEGI RACING
Serial Number:	86107810	MOTO METAL
Registration Number:	3108761	MOTO METAL
Registration Number:	2982057	OFFENDING SINCE 1982
Registration Number:	4374961	Q T
Registration Number:	4012218	ROCKSTAR
Serial Number:	86107302	ROCKSTAR 2
Serial Number:	86107313	ROCKSTAR II
Serial Number:	86107321	RS2
Serial Number:	86107330	RSII
Registration Number:	4202536	SALT FLAT SPECIAL
Registration Number:	3151693	SPINTEK
Registration Number:	2913759	SUPERLIP
Registration Number:	4425733	TECHNOMESH
Registration Number:	3841858	TORQ THRUST
Registration Number:	2433240	TORQ THRUST
Registration Number:	2508336	TORQ THRUST II
Registration Number:	1985148	TORQ-THRUST "D"
Registration Number:	3388559	VENTI
Registration Number:	3563425	VENTI PLUS
Registration Number:	3563424	VENTI PLUS V+
Registration Number:	3191617	WHEEL PROS
Registration Number:	4494521	XD SERIES
Registration Number:	3031606	XD SERIES
Registration Number:	3177834	XD SERIES
Registration Number:	3345065	XD SERIES
Registration Number:	4513500	XD SERIES

CORRESPONDENCE DATA

Fax Number: 2138918763

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.

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:

04/11/2018

Total Attachments: 11

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RELEASE TRADEMARK SECURITY INTEREST

THIS RELEASE OF TRADEMARK SECURITY INTEREST (this “Release”) is made as of April 4, 2018 (“Effective Date”) by AEA Mezzanine Fund III LP, as collateral agent for the Lenders and each other Secured Party (each as defined in the Note Purchase Agreement referred to below) (in such capacity, the “Agent”), in favor of Wheel Pros, LLC, a Delaware limited liability company (the “Grantor”). All terms not herein defined, have the meanings set forth (or incorporated by reference) in the Collateral Agreement or Security Agreement referenced below.

WHEREAS, the Grantor and the Agent are parties to that certain Guaranty and Security Agreement dated as of June 30, 2014 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”) executed in order to secure the prompt and complete payment, observance and performance of all of the Obligations in accordance with the terms and conditions of the various loan documents;

WHEREAS, pursuant to the Collateral Agreement, the Grantor was required to execute and deliver the Trademark Security Agreement dated as of June 30, 2014, the Trademark Security Agreement dated as of December 4, 2014 and the Trademark Security Agreement dated as of August 31, 2017 (collectively the “Security Agreement”) to the Agent for purposes of filing with the United States Patent and Trademark Office (“USPTO”);

WHEREAS, pursuant to the Collateral Agreement and Security Agreement, the Grantor granted to the Agent on behalf of the Lenders and each other Secured Party, among other Trademark Collateral as set forth therein, a continuing security interest in all of the Grantor’s right, title and interest, including goodwill in the trademarks, in, to and under the United States trademarks registrations and applications listed on the attached Schedule A (the “Trademarks”);

WHEREAS, the Security Agreement was recorded in the USPTO on November 24, 2014 at Reel/Frame 5407/0502, on December 9, 2014 at Reel/Frame 5416/0670 and on September 1, 2017 at Reel/Frame 6146/0148; and

WHEREAS, the Agent wishes to release its security interest in the Trademark Collateral, including the Trademarks on Schedule A.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates, releases and discharges any security interest in and lien upon the Trademark Collateral, including the Trademarks on Schedule A, and assigns, transfers, and conveys to the Grantor any and all right, title or interest in, or to, the Trademark Collateral, including the Trademarks, that the Agent may hold.

The Agent agrees, at the Grantor’s expense, to take all further actions, and provide to the Grantor and its successors, assigns and legal representatives all such cooperation and assistance, including, without limitation, the execution and delivery of any and all further documents or other instruments, as the Grantor and its successors, assigns and legal representatives may reasonably request in order to confirm, effectuate or record this Release.

[Signature Page Follows]

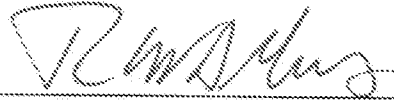
IN WITNESS WHEREOF, the Agent has caused this Release to be executed, on behalf the Lenders and each other Secured Party, by its duly authorized representative effective as of the Effective Date.

AEA MEZZANINE FUND III LP, as the Agent

By: AEA MEZZANINE PARTNERS III LP,
its general partner

By: AEA MEZZANINE MANAGEMENT III GP LLC,
its general partner

By:



Name:

THOMAS W. S. GIVENS

Title:

VICE PRESIDENT


TRADEMARK

REEL: 006311 FRAME: 0420

SCHEDULE A

Trademarks




Reel/Frame: 5407/0502

Jurisdiction	Trademark	Application No.	Filing Date	Registration No.	Registered
State of California	DESIGN ONLY			115273	15 OCT 2013
State of California	DESIGN ONLY			115272	15 OCT 2013
State of California	XD SERIES			115271	15 OCT 2013
USA	A AND DESIGN	75668283	26 MAR 1999	2427948	13 FEB 2001
USA	ALBA AND DESIGN	75668282	26 MAR 1999	2377090	15 AUG 2000
USA	AMERICAN AND DESIGN	72295788	17 APR 1968	0868913	06 MAY 1969
USA	AMERICAN RACING	78978056	12 NOV 2003	3243101	15 MAY 2007
USA	AMERICAN RACING	73151793	12 DEC 1977	1147598	24 FEB 1981
USA	AMERICAN RACING AND DESIGN	74578864	27 SEP 1994	2001979	17 SEP 1996
USA	AMERICAN RACING AND DESIGN	73151805	12 DEC 1977	1113095	13 FEB 1979
USA	AMERICAN RACING CUSTOM WHEELS AND DESIGN	75389718	13 NOV 1997	2918292	18 JAN 2005
USA	AMERICAN RACING EQUIPMENT AND DESIGN	72295789	17 APR 1968	0863444	14 JAN 1969
USA	AMERICAN RACING PERFORM	78981468	26 JUL 2006	4276121	15 JAN 2013
USA	AMERICAN RACING PERFORM	78503105	20 OCT 2004	3437622	27 MAY 2008
USA	AMERICAN RACING PRO SERIES	77509363	27 JUN 2008	3605387	14 APR 2009
USA	ANSEN	85571629	16 MAR 2012	4398540	10 SEP 2013
USA	ANSEN	78425719	26 MAY 2004	3080975	11 APR 2006
USA	AR AMERICAN RACING AND DESIGN 	78981547	26 JUL 2006	4485442	18 FEB 2014
USA	AR AMERICAN RACING AND DESIGN	75365504	30 SEP 1997	2435511	13 MAR 2001
USA	AR AND DESIGN	85796527	06 DEC 2012	4342717	28 MAY 2013



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Jurisdiction	Trademark	Application No.	Filing Date	Registration No.	Registered
					
USA	ARE	74596607	08 NOV 1994	1986617	16 JUL 1996
USA	ARFIGURATOR	77311433	23 OCT 2007	3552753	30 DEC 2008
USA	ATX	78433671	11 JUN 2004	3432583	20 MAY 2008
USA	ATX SERIES	77077957	08 JAN 2007	3587691	10 MAR 2009
USA	ATX SERIES	78433677	11 JUN 2004	3115078	11 JUL 2006
USA	ATX X AND DESIGN 	85727542	12 SEP 2012	4338167	21 MAY 2013
USA	BLACK MAGIC FINISH	77021680	16 OCT 2006	3803502	15 JUN 2010
USA	BUZZ	78412281	03 MAY 2004	3325673	30 OCT 2007
USA	CUSTOM WHEEL COLLECTION AND DESIGN 	77089897	24 JAN 2007	3514704	14 OCT 2008
USA	CUSTOMSHOP AND DESIGN 	86209785	03 MAR 2014		
USA	DEALER LINE	85909543	19 APR 2013	4492555	04 MAR 2014
USA	DESIGN ONLY 	85926769	08 MAY 2013		
USA	DESIGN ONLY 	78981168	26 JUL 2006	4286454	26 JUL 2006
USA	DESIGN ONLY	78221897	05 MAR 2003	2805037	13 JAN 2004



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Jurisdiction	Trademark	Application No.	Filing Date	Registration No.	Registered
					
USA	DESIGN ONLY 	78215922	18 FEB 2003	2877160	24 AUG 2004
USA	DESIGN ONLY	76227592	16 MAR 2001	2781121	11 NOV 2003
USA	DESIGN ONLY 	85871679	08 MAR 2013	4476338	28 JAN 2014
USA	DIAMO	77207705	15 JUN 2007	3391288	04 MAR 2008
USA	DIESEL	85585694	31 MAR 2012	4345259	04 JUN 2013
USA	DIME	85585688	31 MAR 2012	4202537	04 SEP 2012
USA	DRIVE GEAR	78976677	12 NOV 2003	3080913	11 APR 2006
USA	ESTRELLA	85585700	31 MAR 2012	4202538	04 SEP 2012
USA	FUELED BY INNOVATION	85517152	16 JAN 2012	4433129	12 NOV 2013
USA	FUELED BY INNOVATION	85517133	16 JAN 2012	4303807	19 MAR 2013
USA	FUELED BY INNOVATION	85517157	16 JAN 2012	4522429	
USA	H HELO AND DESIGN	75871511	15 DEC 1999	2475230	07 AUG 2001
USA	HELO	76514225	12 MAY 2003	2824829	23 MAR 2004
USA	IN THRUST WE TRUST	85249345	23 FEB 2011	4107785	06 MAR 2012
USA	KMC	78412276	03 MAY 2004	3234295	24 APR 2007
USA	KMC	78411260	30 APR 2004	3027059	13 DEC 2005
USA	KMC	78411276	30 APR 2004	3010893	01 NOV 2005
USA	KMC BUZZ	78622076	04 MAY 2005	3182731	12 DEC 2006
USA	LIKE NO OTHER	78448058	08 JUL 2004	3069340	14 MAR 2006
USA	LIKE NO OTHER	75141664	29 JUL 1996	2159534	19 MAY 1998

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Jurisdiction	Trademark	Application No.	Filing Date	Registration No.	Registered
USA	LORENZO AND DESIGN	76367804	06 FEB 2002	2731970	01 JUL 2003
USA	LORENZO AND DESIGN	76367804	06 FEB 2002	2985749	16 AUG 2005
USA	M AND DESIGN 	77220994	02 JUL 2007	3483366	12 AUG 2008
USA	MAXX	77130410	14 MAR 2007	3618051	12 MAY 2009
USA	MOTEGI	78326608	12 NOV 2003	3042571	10 JAN 2006
USA	MOTEGI RACING	77077977	08 JAN 2007	3928784	08 MAR 2011
USA	MOTEGI RACING	76010532	27 MAR 2000	2610348	20 AUG 2002
USA	MOTO METAL	86107810	01 NOV 2013		
USA	MOTO METAL	78506263	26 OCT 2004	3108761	27 JUN 2006
USA	OFFENDING SINCE 1982	78325452	10 NOV 2003	2982057	02 AUG 2005
USA	QT AND DESIGN 	85715267	28 AUG 2012	4374961	30 JUL 2013
USA	ROCKSTAR	85223049	21 JAN 2011	4012218	16 AUG 2011
USA	ROCKSTAR 2	86107302	31 OCT 2013		
USA	ROCKSTAR II	86107313	31 OCT 2013		
USA	RS2	86107321	31 OCT 2013		
USA	RSII	86107330	31 OCT 2013		
USA	SALT FLAT SPECIAL	85885685	31 MAR 2012	4202536	04 SEP 2012
USA	SPINTEK	78412310	03 MAY 2004	3151693	03 OCT 2006
USA	SUPERLIP	76975216	11 APR 2002	2913759	21 DEC 2004
USA	TECHNOMESH	85930590	13 MAY 2013	4425733	29 OCT 2013
USA	TORQ THRUST	77077196	05 JAN 2007	3841858	31 AUG 2010
USA	TORQ THRUST	75846655	12 NOV 1999	2433240	06 MAR 2001
USA	TORQ THRUST II	75431825	10 FEB 1998	2508336	20 NOV 2001
USA	TORQ-THRUST "D"				

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Jurisdiction	Trademark	Application No.	Filing Date	Registration No.	Registered
		75617725	04 JAN 1995	1985148	09 JUL 1996
USA	VENTI	77221602	03 JUL 2007	3388559	26 FEB 2008
USA	VENTI PLUS	77370855	14 JAN 2008	3563425	20 JAN 2009
USA	VENTI PLUS V+ AND DESIGN 	77370840	14 JAN 2008	3563424	20 JAN 2009
USA	WHEEL PROS	78663619	05 JUL 2005	3191617	02 JAN 2007
USA	XD SERIES	86011436	16 JUL 2013	4494521	11 MAR 2014
USA	XD SERIES	78425436	26 MAY 2004	3031606	20 DEC 2005
USA	XD SERIES	78417706	12 MAY 2004	3177834	28 NOV 2006
USA	XD SERIES	78417708	12 MAY 2004	3345065	27 NOV 2007
USA	XD SERIES AND DESIGN 	85871672	08 MAR 2013	4513500	

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Reel/Frame: 5416/0670

Jurisdiction	Trademark	Application No.	Filing Date	Registration No.	Registered
United States	MODULAR SOCIETY	77627773	Dec. 05, 2008	3753166	Feb. 23, 2010
United States	UNEQUALED LUXURY	77262191	Aug. 22, 2007	4006407	Aug. 02, 2011
United States	THE ULTIMATE COLLECTION OF LUXURY CUSTOMIZATION	77262184	Aug. 22, 2007	4042322	Oct. 18, 2011
United States		77627849	Dec. 05, 2008	3710322	Nov. 10, 2009
United States	ASANTI	78978017	Jun. 18, 2004	3231710	Apr. 17, 2007
United States	ASANTI	77907212	Jan. 7, 2010	3967213	May 24, 2011
United States	ASANTI	85021090	Apr. 22, 2010	3955945	May 03, 2011
United States	EFT	78731746	Oct. 12, 2005	3192297	Jan. 02, 2007
United States	EXTENDED FLANGE TECHNOLOGY	78731734	Oct. 12, 2005	3,215,097	Mar. 6, 2007
United States	ADVENTUS	85881594	Mar. 20, 2013	4421842	Oct. 22, 2013
United States	DIAMOND PERFORMANCE RACING	85/889762	Mar. 28, 2013		
United States		85915953	Apr. 26, 2013	4440226	Nov. 26, 2013
United States		85915993	Apr. 26, 2013	4440228	Nov. 26, 2013
United States	DPR OFFROAD	85/938753	May 21, 2013		
United States	ADVENTUS	85785700	Nov. 21, 2012	4483511	Feb. 18, 2014
United States	ADVENTUS FORGED	85/938783	May 21, 2013		
United States	ASANTI BLACK LABEL	85/960032	Jun. 14, 2013		
United States	DIAMOND PRECISION RACING	86/351212	Jul. 29, 2014		
United States	SKY'S NOT THE LIMIT IT'S JUST THE VIEW	86426084	Oct. 16, 2014		
Canada	ASANTI	1466361	2010-01-14	TMA887665	2014-10-08
CTM	ASANTI	4171401	2004-12-17	4171401	2006-02-08
CTM	MODULAR SOCIETY	8300329	2009-05-14	8300329	2009-12-01
CTM	ASANTI	8864449	2010-02-08	8864449	2010-08-02
CTM	ASANTI	9054818	2010-04-26	9054818	2010-10-12
CTM	EFT	4980256	2006-03-27	4980256	2007-05-31
China	ASANTI	8682645	19-SEP-2010	8682645	21-JUL-2014
China		6073470	28-MAY-2007	6073470	21-JUN-2010
China	ASANTI	8081356	24-FEB-2010	8081356	14-APR-2011
China	ASANTI	8081358	24-FEB-2010	8081358	28-FEB-2011

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Japan	MODULAR SOCIETY	2009-035144	12-MAY-2009	5255197	07-AUG-2009
Japan	EXTENDED FLANGE TECHNOLOGY	2006-027350	28-MAR-2006	5023620	02-FEB-2007
Japan	EFT	2006-027351	28-MAR-2006	5089044	02-NOV-2007
Japan	EFT	2005-090136	27-SEP-2005	4949716	28-APR-2006
Korea	ASANTI	40-2010- 0066121	23-DEC-2010	4009284180000	24-JUL-2012
Kuwait	ASANTI	112324	09-JUN-2010		
Russia	ASANTI	2010714877	06-MAY-2010	428814	26-JAN-2011
Saudi Arabia	ASANTI	160246			
Saudi Arabia	ASANTI	160245			
Saudi Arabia	ASANTI	99278595			
United Arab Emirates	ASANTI	143384	08-JUN-2010		

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Reel/Frame: 6146/0148

Owner	Mark	Reg. No.	Ser. No.	Reg. Date
Wheel Pros, LLC	ROCKSTAR III	5180018	87121103	Registration Date: 4-11-2017
Wheel Pros, LLC	ROCKSTAR 3	5180020	87121155	Registration Date: 4-11-2017
Wheel Pros, LLC	WHEEL PROS	5222393	87223856	Registration Date: 6-13-2017
Wheel Pros, LLC	ASANTI	5218579	87251042	Registration Date: 6-6-2017
Wheel Pros, LLC	M	4847646	86440150	Registration Date: 11-3-2015
Wheel Pros, LLC	M	4847645	86440121	Registration Date: 11-3-2015
Wheel Pros, LLC	ADVENTUS FORGED	4863576	85938783	Registration Date: 12-1-2015
Wheel Pros, LLC	AMERICAN RACING EQUIPMENT	4893371	86187614	Registration Date: 1-26-2016
Wheel Pros, LLC	CROSSHAIR	5004986	86733656	Registration Date: 7-19-2016
Wheel Pros, LLC	SKY'S NOT THE LIMIT IT'S JUST THE VIEW	5002507	86833296	Registration Date: 7-19-2016
Wheel Pros, LLC	Logomark	5001689	86733660	Registration Date: 7-19-2016
Wheel Pros, LLC	XD KMC	5008028	86853911	Registration Date: 7-26-2016
Wheel Pros, LLC	XD KMC	5072714	86950602	Registration Date: 11-1-2016
Wheel Pros, LLC	Logomark	5073428	87069388	Registration Date: 11-1-2016
Wheel Pros, LLC	ROCK YOUR OWN	5073382	87033400	Registration Date: 11-1-2016
Wheel Pros, LLC	MSA WHEELS	5082282	87021428	Registration Date: 11-15-2016
Wheel Pros, LLC	KINESIS	556159	87141944	Registration Date: 3-7-2017

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Wheel Pros, LLC	KMC ROCKSTAR	5230819	87033642	Registration Date: 6-27-2017
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