

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM508235

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zhongli North America, Inc.		01/28/2019	Corporation: MICHIGAN
Zhongli Holdings, LLC		01/28/2019	Limited Liability Company: MICHIGAN
Stern Rubber Company		01/28/2019	Corporation: MINNESOTA
ZHONGLI, LLC		01/28/2019	Limited Liability Company: MICHIGAN
Zhongli Corporation, Inc.		01/28/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	The Huntington National Bank
Street Address:	200 Public Square, CM64
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3923281	ZHONGLI CORPORATION
Registration Number:	3923278	ZHONGLI
Registration Number:	3923280	ZLC
Registration Number:	3923279	

CORRESPONDENCE DATA

Fax Number: 8446706009

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: 313-223-3461

Email: nmitchell@dickinsonwright.com

Correspondent Name: Daniel F. Burkhart

Address Line 1: 500 WOODWARD AVENUE

Address Line 2: SUITE 4000

Address Line 4: DETROIT, MICHIGAN 18226

OP \$115.00 3923281

ATTORNEY DOCKET NUMBER:	29898-28
NAME OF SUBMITTER:	Daniel F. Burkhart
SIGNATURE:	/Daniel F. Burkhart/
DATE SIGNED:	02/01/2019
Total Attachments: 4 source=29898-28_Amended Security Agreement#page1.tif source=29898-28_Amended Security Agreement#page2.tif source=29898-28_Amended Security Agreement#page3.tif source=29898-28_Amended Security Agreement#page4.tif	

**FIRST AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Amendment to Intellectual Property Security Agreement (this "Amendment") is entered into as of January 28, 2019 by and among Zhongli North America, Inc., a Michigan corporation ("Zhongli North America"), Zhongli Holdings, LLC, a Michigan limited liability company ("Zhongli Holdings"), Stern Rubber Company, a Minnesota corporation ("Stern Rubber"), ZHONGLI, LLC, a Michigan limited liability company ("ZHONGLI, LLC"), Zhongli Corporation, Inc., a Delaware corporation ("Zhongli Corporation") (Zhongli North America, Zhongli Holdings, Stern Rubber, ZHONGLI, LLC, and Zhongli Corporation are collectively called the "Grantors" and each individually a "Grantor"), and The Huntington National Bank, a national banking association (successor by merger to FirstMerit Bank, N.A.) (the "Lender").

RECITALS

This Amendment is entered into upon the basis of the following facts and understandings of the parties:

A. Zhongli North America, Zhongli Holdings, and Stern Rubber, as borrowers, Zhongli Corporation, as a guarantor, and Lender are parties to that certain Credit and Security Agreement dated as of October 26, 2015, as amended by the First Amendment to Credit and Security Agreement dated as of September 14, 2016, the Second Amendment to Credit and Security Agreement dated as of May 17, 2017, the Third Amendment to Credit and Security Agreement dated as of December 12, 2017, and the Fourth Amendment to Credit and Security Agreement dated as of October 26, 2018 (as amended, the "Existing Credit Agreement").

B. In connection with the Existing Credit Agreement, certain of the Grantors executed and delivered to Lender that certain Intellectual Property Security Agreement dated as of October 26, 2015 and recorded with the United States Patent and Trademark Office on October 29, 2015 at Reel 5655, Frame 0681 (as amended, modified, restated, amended and restated, or supplemented from time to time, the "IP Security Agreement").

C. On or about the date of this Amendment, Zhongli North America, Zhongli Holdings, Stern Rubber, and ZHONGLI, LLC (collectively, the "Borrowers"), Zhongli Corporation, and Lender are entering into a Credit and Security Agreement (as it may be amended, modified, restated, amended and restated, or supplemented from time to time, the "Credit Agreement"), which amends and restates the Existing Credit Agreement as described in greater detail in that certain Amendment and Restatement Agreement of approximate even date herewith among the Borrowers, Zhongli Corporation, and Lender (the "Amendment and Restatement Agreement").

D. In connection with entering into the Credit Agreement and the transactions contemplated by the Credit Agreement, the other Loan Documents (as defined in the Credit Agreement), and the Amendment and Restatement Agreement, the obligations secured by the IP Security Agreement have been modified and certain additional obligations have been or are to be

incurred which are to be secured by the IP Security Agreement, and Grantors and Lender have agreed to modify the IP Security Agreement to accurately reflect the obligations secured thereby.

NOW, THEREFORE, the parties hereto agree as follows:

1. Amendment. All references in the IP Security Agreement to the “Loan and Security Agreement” are deemed to refer to the Credit and Security Agreement dated on or about the date of this Amendment among the Borrowers, Zhongli Corporation, and Lender, as it may be amended, modified, restated, amended and restated, or supplemented from time to time.

2. Effect on the IP Security Agreement. Except as specifically amended in this Amendment, the IP Security Agreement remains in full force and effect and is ratified and confirmed.

3. Counterparts; Facsimile and PDF. This Amendment may be executed by the parties in one or more counterparts, each of which is treated as an original and all of which when taken together constitute one and the same agreement. Any signature delivered by a party by facsimile transmission or electronic transmission in PDF format is treated as an original signature hereto.

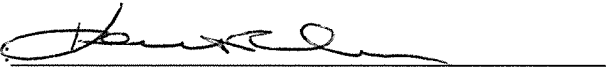
4. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of Michigan.

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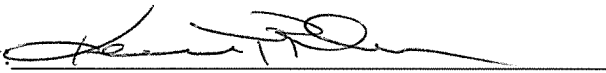
IN WITNESS WHEREOF, the parties have caused this Amendment to be executed and delivered as of the date first set forth above.

GRANTORS:

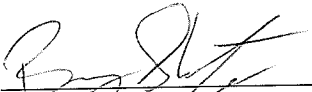
**ZHONGLI NORTH AMERICA, INC.
ZHONGLI HOLDINGS, LLC
STERN RUBBER COMPANY
ZHONGLI, LLC**

By: 
Kenneth T. Rohan, Executive Vice President and
Chief Operating Officer

ZHONGLI CORPORATION, INC.

By: 
Kenneth T. Rohan, Vice President of Operations

THE HUNTINGTON NATIONAL BANK,
a national banking association

By: 

Barry Shetzer, Assistant Vice President

SIGNATURE PAGE TO FIRST AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT