

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM516729

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Retrofit Source, LLC		03/29/2019	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	Byline Bank, as Agent		
Street Address:	180 North LaSalle Street, Suite 300		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	banking corporation: ILLINOIS		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	4742809	ELITE HID	
Registration Number:	4342390	FX-R	
Registration Number:	4638793	MINI D2S	
Registration Number:	4349608	MINI H1	
Registration Number:	3943477	MORIMOTO	
Registration Number:	4727385	XB35	
Registration Number:	4848221	COLORMORPH	
Registration Number:	4807731	LED CONCEPTS	
Registration Number:	5594957	PROFILE PERFORMANCE	
Registration Number:	3809765	XENONDEPOT	
Registration Number:	3840231	XTREME HID	
Registration Number:	5622091	HEADLIGHT REVOLUTION	
Registration Number:	5522515	GTR LIGHTING	
CORRESPONDENCE DATA			
Fax Number:	3124996701		
<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:	ahesla@duanemorris.com		
Correspondent Name:	Robert E. Horwath		

CH \$340.00 4742809

Address Line 1: 190 South LaSalle Street, Suite 3700
Address Line 2: Duane Morris LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: G4599-00024

NAME OF SUBMITTER: Robert E. Horwath

SIGNATURE: /s/Robert E. Horwath

DATE SIGNED: 04/01/2019

Total Attachments: 8

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SECOND AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

THIS SECOND AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT (this “*Agreement*”), dated as of March 29, 2019, is made by each of the entities listed on the signature pages hereof (each a “*Grantor*” and, collectively, the “*Grantors*”), in favor of **BYLINE BANK**, an Illinois banking corporation, as the administrative agent and collateral agent (the “*Agent*”) for the lenders under that certain Credit Agreement (defined below).

WHEREAS, THE RETROFIT SOURCE, LLC, a Delaware limited liability company, **MORIMOTO LIGHTING LLC**, a Delaware limited liability company, and **DEFOOR PRODUCTS, LLC**, a Delaware limited liability company (collectively, “*Borrowers*” and each individually, a “*Borrower*”) are borrowers under that certain Revolving Credit and Term Loan Agreement, dated as of March 23, 2018, as amended by that certain First Amendment to Revolving Credit and Term Loan Agreement and Certain Other Loan Documents dated as of January 3, 2019, as amended by that certain Second Amendment and Limited Waiver to Revolving Credit and Term Loan Agreement dated as of the date hereof, among Borrowers, **TRS HOLDCO, LLC**, a Delaware limited liability company (“*Parent*”), the Lenders party thereto, and the Agent (as amended, amended and restated, supplemented, or otherwise modified from time to time, the “*Credit Agreement*”).

WHEREAS, the Borrowers and Parent are party to that certain Security Agreement dated as of March 23, 2018 in favor of the Agent (as amended, amended and restated, supplemented, or otherwise modified from time to time, the “*Security Agreement*”).

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

SECTION 1. Defined Terms. Except as otherwise expressly defined herein, all capitalized terms used in this Agreement shall have the meanings ascribed to them in the Security Agreement and, if not defined therein, in the Credit Agreement. Any term used in the UCC and not defined in this Agreement, the Security Agreement, or the Credit Agreement shall have the meaning given to such term in the UCC.

SECTION 2. Security Interest. As security for the Obligations, each Grantor hereby grants to the Agent (for the benefit of the Lenders) a continuing first priority security interest in and to and a lien on all of such Grantor’s right, title, and interest, whether now existing or hereafter arising or acquired, in and to its Trademarks, including but not limited to the Trademarks listed on Exhibit A attached hereto (the “*Collateral*”). Each Grantor hereby requests that the U.S. Commissioner of Patents and Trademarks record this Agreement with respect to the U.S. Trademarks listed on Exhibit A attached hereto.

SECTION 3. **Incorporation by Reference**. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

SECTION 4. **Counterparts**. This Agreement may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument.

SECTION 5. **No Novation But Merely Restatement**. Grantor and Agent are entering into this Agreement to satisfy their mutual desire to amend and restate that certain Amended and Restated Trademark Security Agreement dated as of January 3, 2019 previously entered into by The Retrofit Source, LLC ("***Retrofit***"), in favor of Agent (as amended, restated, supplemented or otherwise modified prior to the date hereof, the "***Original Trademark Security Agreement***"). It is the intention of the parties hereto that this Agreement shall not effectuate a novation of the indebtedness, obligations and liabilities of Retrofit to Agent and Lender under the Original Trademark Security Agreement, but merely constitute a restatement and, where applicable, a substitution of the terms governing such indebtedness, obligations and liabilities. Retrofit hereby confirms the security interest granted by Retrofit in favor of Agent to secure all such indebtedness, obligations and liabilities owing by Retrofit to Agent and Lender pursuant to the Original Trademark Security Agreement (except as modified herein).

[Remainder of page left intentionally blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered as of the date first above written.

GRANTORS:

THE RETROFIT SOURCE, LLC,
a Delaware limited liability company, as Grantor

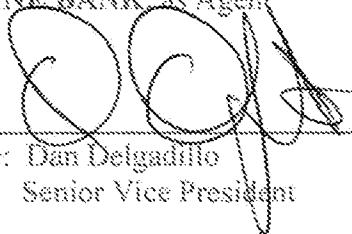
By:  _____

Name: Scott Buschmann

Title: Executive Vice President

Accepted:

BYLINE BANK, as Agent




By: _____


Name: Dan Delgadillo

Title: Senior Vice President

EXHIBIT A

Mark	Status	Reg. No./App. No.	Reg. Date/App. No	Owner	Jurisdiction	Goods/Services
Elite HID	Registered	4,742,809	05/26/2015	The Retrofit Source, LLC	US	IC 011: Automotive headlamps.
FX-R	Registered	4,342,390	05/28/2013	The Retrofit Source, LLC	US	IC 011: LED and HID light fixtures.
Mini D2S	Registered	4,638,793	11/11/2014	The Retrofit Source, LLC	US	IC 011: Automotive headlamps; Automotive lighting headlamps for vehicles; LED and HID light fixtures.
Supplemental Register						
Mini H1	Registered	4,349,608	06/11/2013	The Retrofit Source, LLC	US	IC 011: LED and HID light fixtures.
	Registered	3,943,477	04/12/2011	The Retrofit Source, LLC	US	IC 011: Automotive lighting headlamps for vehicles; Electric light bulbs; LED and HID light fixtures; Light bulbs; Lighting apparatus for vehicles; Lights for vehicles.

Mark	Status	Reg. No./App. No.	Reg. Date/App. No.	Owner	Jurisdiction	Goods/Services
XB35	Registered	4,727,385	04/28/2015	The Retrofit Source, LLC	US	IC 011: Automotive headlamps.
ColorMorph Supplemental Register	Registered	4,848,221	11/03/2015	The Retrofit Source, LLC	US	IC 011: LED (light emitting diode) lighting fixtures; LED lighting systems, namely, LED modules, power supplies, and wiring; LED lighting fixtures for indoor and outdoor lighting applications; LED lighting systems with remote controller; Steam generators; Apparatus for cooking, namely, cooktops; Refrigerators; Dryers for the removal of water vapor from compressed air and gases; Dryers used for the removal of solid, liquid and vapor contaminants from compressed air and gases
LED Concepts	Registered	4,807,731	09/08/2015	The Retrofit Source, LLC	US	IC 011: Automotive lighting headlights for vehicles; automotive LED and HID light fixtures.

Mark	Status	Reg. No./App. No.	Reg. Date/App. No.	Owner	Jurisdiction	Goods/Services
Profile Performance & Design 	Registered	5,594,957	10/30/2018	The Retrofit Source, LLC	US	IC 011: Light bulbs, Lighting apparatus for vehicles; Lights for vehicles; LED light bulbs
XENONDEPOT	Registered	3,809,765	06/29/2010	The Retrofit Source, LLC	US	IC 011: Automotive headlights and accessories therefor.
XENONDEPOT	Registered	TMA970183	05/05/2017	The Retrofit Source, LLC	CA	(1) automotive headlights and accessories therefor, namely, light bulbs, halogen light bulbs, miniature light bulbs, and vehicle turn-signal light bulbs.
XTREME HID	Registered	3,840,231	08/31/2010	The Retrofit Source, LLC	US	IC 011: Automotive headlights and accessories therefor, namely, light bulbs, halogen light bulbs, miniature light bulbs, and vehicle turn-signal light bulbs.
XTREME HID	Registered	TMA970185	05/05/2017	The Retrofit Source, LLC	CA	(1) automotive headlights and accessories therefor, namely, light bulbs, halogen light bulbs, miniature light bulbs, and vehicle turn-signal light bulbs.
HEADLIGHT REVOLUTION	Registered	87883893	5622091	The Retrofit Source, LLC	US	IC 011: Lighting apparatus for vehicles
GTR LIGHTING	Registered	87513184	5522515	The Retrofit	US	IC 011: Automotive

Mark	Status	Reg. No./App. No.	Reg. Date/App. No.	Owner	Jurisdiction	Goods/Services
				Source, LLC		lighting products, namely, light bulbs, housings, LED lights, high intensity discharge (HID) lights, headlights, automotive bulbs, vehicle lamps and lights, driving lamps, LED light assemblies for automobiles, HID light assemblies for automobiles, lighting apparatus for vehicles, LED and HID lighting fixtures for vehicles, automotive auxiliary lights, lighting kits for vehicles comprising HID or LED lights, LED conversion kits consisting of LED lights, wires, nuts and instructions, HID conversion kits consisting of HID lights, wires, nuts and instructions, and automobile lighting conversion kits consisting of vehicle lights, wires, nuts and instructions