TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM590014

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A.		07/31/2020	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	BPI HOLDINGS INTERNATIONAL, INC.
Street Address:	4400 PRIME PARKWAY
City:	MCHENRY
State/Country:	ILLINOIS
Postal Code:	60050
Entity Type:	Corporation: DELAWARE
Name:	BRAKE PARTS INC LLC
Street Address:	4400 PRIME PARKWAY
City:	MCHENRY
State/Country:	ILLINOIS
Postal Code:	60050
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Serial Number:	86073244	ELEMENT3
Serial Number:	74144244	AIMCO
Serial Number:	73616317	BRAKE-PRO
Serial Number:	78562492	BRAKEPRO
Serial Number:	74702497	BRUTESTOP
Serial Number:	85056484	CERAMIC MAXIMUM STOPPING POWER AND SAFET
Serial Number:	74293105	CM
Serial Number:	74293106	CM 18
Serial Number:	85851412	EHT
Serial Number:	78398430	FRICTION READY
Serial Number:	86073219	GREY FUSION 4.0
Serial Number:	85056489	OE-MATCHED ENGINEERED TO RESTORE FACTORY
Serial Number:	75836481	QS

CH $1115.00 86073244

Property Type	Number	Word Mark
Serial Number:	86133993	RPT RUST PREVENTION TECHNOLOGY
Serial Number:	85056478	THE TECHNICIAN'S CHOICE SINCE 1902
Serial Number:	74285618	INTEGRABLOK
Serial Number:	86404289	RAYLIANT
Serial Number:	86404274	RAYLIANT RELIABLE STOPPING POWER
Serial Number:	86438050	RELIANT
Serial Number:	86438058	RELIANT RELIABLE STOPPING POWER
Serial Number:	85136753	R-300
Serial Number:	85035182	ACE RAYBESTOS ADVANCED CERTIFIED EDUCATI
Serial Number:	78867831	ADVANCED TECHNOLOGY
Serial Number:	78867879	PROFESSIONAL GRADE
Serial Number:	77532696	RAYBESTOS
Serial Number:	85058522	RAYBESTOS SAFETY FIRST ENGINEERING RESEA
Serial Number:	77861360	RAYBESTOS THE CHOICE IN CHASSIS
Serial Number:	71494360	RAYBESTOS
Serial Number:	78867828	SERVICE GRADE
Serial Number:	75546682	THE BEST IN BRAKES
Serial Number:	88493736	RAYBESTOS THE BEST IN BRAKES
Serial Number:	88493729	RAYBESTOS
Serial Number:	88151048	
Serial Number:	87980300	R
Serial Number:	87979646	BRAKEPRO
Serial Number:	87977236	R
Serial Number:	87976997	OPTI-CAL
Serial Number:	87765390	BRAKEPRO
Serial Number:	87423179	BRAKEPRO
Serial Number:	87325987	R
Serial Number:	87271842	RAYBESTOS
Serial Number:	86982418	RPT RUST PREVENTION TECHNOLOGY
Serial Number:	86982184	RPT RUST PREVENTION TECHNOLOGY
Serial Number:	86975860	ELEMENT3

CORRESPONDENCE DATA

Fax Number:

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: 2123186532
Email: alanagramer@paulhastings.com
Correspondent Name: ALANA GRAMER
Address Line 1: C/O PAUL HASTINGS LLP

Address Line 2:	200 Park Avenue
Address Line 4:	NEW YORK, NEW YORK 10166

NAME OF SUBMITTER:	Alana Gramer
SIGNATURE:	/s/ AG
DATE SIGNED:	08/03/2020

Total Attachments: 9
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EXECUTION VERSION

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is given as of July 31, 2020 to BPI HOLDINGS INTERNATIONAL, INC., a Delaware corporation ("Holdings"), BRAKE PARTS INC LLC, a Delaware limited liability company (the "Company" and together with Holdings, collectively the "Grantors" and each a "Grantor"), by BANK OF AMERICA, N.A., in its capacity as administrative agent (in such capacity, the "Agent") for the secured parties referenced in the Security Agreement and Amended and Restated Security Agreement, with respect to each of the trademarks and trademark applications identified on Exhibit A to this Release (the "Released Trademarks"). All terms not herein defined, have the meanings set forth in the Security Agreement or the Amended and Restated Security Agreement referenced below.

WHEREAS, the Grantors and Agent entered into (i) that Security Agreement dated as of October 15, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") and (ii) that Amended and Restated Pledge and Security Agreement dated as of December 20, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the "Amended and Restated Security Agreement"), pursuant to which the Grantors granted to Agent a continuing security interest in and continuing lien upon the Released Trademarks, and (i) the Grantors executed and the Agent accepted and acknowledged that Notice of Grant of Security Interest in Trademarks that was recorded in the United States Patent and Trademark Office on October 20, 2015 at Reel/Frame No. 5649/0249 and (ii) Holdings executed and the Agent accepted and acknowledged that Notice of Grant of Security Interest in Trademarks that was recorded in the United States Patent and Trademark Office on December 20, 2019 at Reel/Frame No. 6823/0613; and

WHEREAS, Agent desires to release its continuing security interest in and continuing liens upon the Released Trademarks, in accordance with the Security Agreement and Amended and Restated Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Agent hereby agrees as follows:

1. Release. Agent, on behalf of the Secured Parties, hereby (i) fully discharges, terminates, and releases its continuing security interest in and continuing lien upon the Released Trademarks (ii) waives and relinquishes all its rights, powers, privileges and remedies with respect to the Released Trademarks and (iii) reassigns any and all interest it may have in the Released Trademarks to the applicable Grantor.

2. Recordation of Trademark Release. This Release has been executed and delivered by the Agent for the purpose of recording with the United States Patent and Trademark Office (and Agent hereby authorizes such recording).

3. Further Actions. Agent agrees to take all further actions, and provide to the Grantors and their respective successors, assigns or other legal representatives, all such cooperation and assistance reasonably requested by a Grantor, at such Grantor's sole cost and expense, to more fully and effectively effectuate the purpose of this Release.

4. Governing Law. This Release shall be construed in accordance with the laws of the State of New York without giving effect to any conflict of law principles (but giving effect to laws relating to national banks).

[Signature Page Follows]

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IN WITNESS WHEREOF, Agent has caused this Release to be duly executed as of the date above first written.

BANK OF AMERICA, N.A.,
as Administrative Agent

By:
Name: Bridgett J. Manduk Mowry
Title: Vice President

[Signature Page to Release of Security Interest in Trademarks]

EXHIBIT A

Released Trademarks

Notice of Grant of Security Interest in Trademarks that was recorded in the United States Patent and Trademark Office on October 20, 2015 at Reel/Frame No. 5649/0249

Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
ELEMENT3	Brake Parts Inc LLC	US	REGISTERED	86/073,244	09/24/2013	5,013,270	08/02/2016
AIMCO	Brake Parts Inc LLC	US	REGISTERED	74/144,244	03/04/1991	1,670,175	12/31/1991
BRAKE-PRO	Brake Parts Inc LLC	US	Registered	73/616,317	08/25/1986	1,464,501	11/10/1987
BRAKEPRO & Design	Brake Parts Inc LLC	US	Registered	78/562,492	02/08/2005	3,161,658	10/24/2006
BRUTESTOP	Brake Parts Inc LLC	US	Registered	74/702,497	06/12/1995	1,984,124	07/02/1996
CERAMIC MAXIMUM STOPPING POWER AND SAFETY	Brake Parts Inc LLC	US	REGISTERED	85/056,484	06/07/2010	3,956,166	05/03/2011
CM	Brake Parts Inc LLC	US	Aband Inst	74/293,105	07/10/1992	1,809,026	12/07/1993
CM 18	Brake Parts Inc LLC	US	Aband Inst	74/293,106	07/10/1992	1,807,355	9/07/1993
EHT	BPI Holdings International, Inc.	US	REGISTERED	85/851,412	02/15/2013	4,539,285	05/27/2014
FRICTION READY	BPI Holdings International, Inc.	US	REGISTERED	78/398,430	04/08/2004	3,017,490	11/22/2005
GREY FUSION 4.0	BPI Holdings International, Inc.	US	REGISTERED	86/073,219	09/24/2013	5,091,476	11/29/2016

OE-MATCHED ENGINEERED TO RESTORE FACTORY PERFORMANCE	BPI Holdings International, Inc.	US	REGISTERED	85/056,489	06/07/2010	3,952,852	04/26/2011
QS	BPI Holdings International, Inc.	US	REGISTERED	75/836,481	11/01/1999	2,401,955	11/07/2000
RPT RUST PREVENTION TECHNOLOGY	Brake Parts Inc LLC	US	Allowed	86/133,993	12/03/2013		
THE TECHNICIAN'S CHOICE SINCE 1902	BPI Holdings International, Inc.	US	REGISTERED	85/056,478	06/07/2010	3,956,011	05/03/2011
INTEGRABLOK	Brake Parts Inc LLC	US	Aband Inst	74/285,618	06/17/1992	1,807,354	11/30/1993
RAYLIANT (STYLIZED)	BPI Holdings International, Inc.	US	Pending	86/404,289	09/24/2014		
RAYLIANT RELIABLE STOPPING POWER	BPI Holdings International, Inc.	US	Pending	86/404,274	09/24/2014		
RELIANT	BPI Holdings International, Inc.	US	REGISTERED	86/438,050	10/29/2014	4,755,891	06/16/2015
RELIANT RELIABLE STOPPING POWER	BPI Holdings International, Inc.	US	REGISTERED	86/438,058	10/29/2014	4,835,000	10/20/2015
R-300	BPI Holdings International, Inc.	US	REGISTERED	85/136,753	09/23/2010	4,017,135	08/23/2011
ACE RAYBESTOS ADVANCED CERTIFIED EDUCATION BRAKE & CHASSIS	BPI Holdings International, Inc.	US	REGISTERED	85/035,182	05/11/2010	4,013,435	08/16/2011
ADVANCED TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	78/867,831	04/24/2006	3,270,579	07/24/2007
PROFESSIONAL GRADE	BPI Holdings	US	REGISTERED	78/867,879	04/24/2006	3,289,238	09/04/2007

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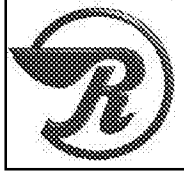
	International, Inc.						
RAYBESTOS	BPI Holdings International, Inc.	US	REGISTERED	77/532,696	07/28/2008	4,019,799	08/30/2011
RAYBESTOS SAFETY FIRST ENGINEERING RESEARCHED TESTED PROVEN & Design	BPI Holdings International, Inc.	US	REGISTERED	85/058,522	06/09/2010	4,013,577	08/16/2011
RAYBESTOS THE CHOICE IN CHASSIS & Design	BPI Holdings International, Inc.	US	REGISTERED	77/861,360	10/30/2009	3,813,596	07/06/2010
RAYBESTOS	BPI Holdings International, Inc.	US	REGISTERED	71/494,360	01/05/1946	422,723	08/06/1946
SERVICE GRADE	BPI Holdings International, Inc.	US	REGISTERED	78/867,828	04/24/2006	3,299,936	09/25/2007
THE BEST IN BRAKES	BPI Holdings International, Inc.	US	REGISTERED	75/546,682	09/02/1998	2,562,738	04/23/2002

Notice of Grant of Security Interest in Trademarks that was recorded in the United States Patent and Trademark Office on December 20, 2019 at Reel/Frame No. 6823/0613

Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
RAYBESTOS THE BEST IN BRAKES	BPI Holdings International, Inc.	US	PUBLISHED	88/493,736	06/28/2019		

Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
RAYBESTOS	BPI Holdings International, Inc.	US	PUBLISHED	88/493,729	06/28/2019		
BRAKE AND WHEEL DESIGN	BPI Holdings International, Inc.	US	ALLOWED	88/151,048	10/11/2018		
FLYING R (DESIGN)	BPI Holdings International, Inc.	US	REGISTERED	87/980,300	02/06/2017	5,735,419	04/23/2019
BRAKEPRO	BPI Holdings International, Inc.	US	REGISTERED	87/979,646	04/24/2017	5,705,334	03/19/2019
FLYING R (DESIGN) 	BPI Holdings International, Inc.	US	REGISTERED	87/977,236	02/06/2017	5,466,443	05/08/2018

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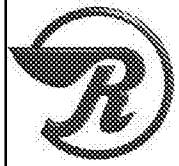
Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
OPTI-CAL	BPI Holdings International, Inc.	US	REGISTERED	87/976,997	07/05/2016	5,466,423	05/08/2018
BRAKEPRO & Design (black and white)	BPI Holdings International, Inc.	US	ALLOWED	87/765,390	01/22/2018		
BRAKEPRO	BPI Holdings International, Inc.	US	ALLOWED	87/423,179	04/24/2017		
FLYING R (DESIGN) 	BPI Holdings International, Inc.	US	ALLOWED	87/325,987	02/06/2017		
RAYBESTOS Classic Wing Design	BPI Holdings International, Inc.	US	ALLOWED	87/271,842	12/16/2016		
RPT RUST PREVENTION TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	86/982,418	02/11/2016	5,247,366	07/18/2017
RPT RUST PREVENTION TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	86/982,184	12/03/2013	5,210,701	05/23/2017
ELEMENT3	BPI Holdings International, Inc.	US	REGISTERED	86/975,860	09/24/2013	4,676,746	01/20/2015

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Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
RELIANT RELIABLE STOPPING POWER	BPI Holdings International, Inc.	US	REGISTERED	86/438,058	10/29/2014	4,835,000	10/20/2015
RELIANT	BPI Holdings International, Inc.	US	REGISTERED	86/438,050	10/29/2014	4,755,891	06/16/2015
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GREY FUSION 4.0	BPI Holdings International, Inc.	US	REGISTERED	86/073,219	09/24/2013	5,091,476	11/29/2016
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CERAMIC MAXIMUM STOPPING POWER AND SAFETY	BPI Holdings International, Inc.	US	REGISTERED	85/056,484	06/07/2010	3,956,166	05/03/2011
THE TECHNICIAN'S	BPI Holdings	US	REGISTERED	85/056,478	06/07/2010	3,956,011	05/03/2011

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Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
CHOICE SINCE 1902	International, Inc.						
PROFESSIONAL GRADE	BPI Holdings International, Inc.	US	REGISTERED	78/867,879	04/24/2006	3,289,238	09/04/2007
ADVANCED TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	78/867,831	04/24/2006	3,270,579	07/24/2007
SERVICE GRADE	BPI Holdings International, Inc.	US	REGISTERED	78/867,828	04/24/2006	3,299,936	09/25/2007
FRICTION READY	BPI Holdings International, Inc.	US	REGISTERED	78/398,430	04/08/2004	3,017,490	11/22/2005
RAYBESTOS	BPI Holdings International, Inc.	US	REGISTERED	77/532,696	07/28/2008	4,019,799	08/30/2011
QS	BPI Holdings International, Inc.	US	REGISTERED	75/836,481	11/01/1999	2,401,955	11/07/2000
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AIMCO	BPI Holdings International, Inc.	US	REGISTERED	74/144,244	03/04/1991	1,670,175	12/31/1991

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RECORDED: 08/03/2020