

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM621251

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Titan Machinery Inc.		06/12/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Agent		
Street Address:	333 S. Hope Street, 19th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	88244181	VALUE PRO PARTS	
Serial Number:	87829724	POWER & PRECISION TO GROW	
Serial Number:	85389129	TITAN ADVANTAGE WARRANTY	
Serial Number:	86070817	YIELDTRAC	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<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>			
Phone:	213-457-9854		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Avenue, Suite 4200		
Address Line 2:	Attention: Yoojin Lee, Esq.		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
NAME OF SUBMITTER:	Yoojin Lee		
SIGNATURE:	/s/ Yoojin Lee		
DATE SIGNED:	01/20/2021		
Total Attachments: 7			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

June 12, 2020

TITAN MACHINERY INC., a Delaware corporation (“**Debtor**”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, in its capacity as administrative agent for each member of the Lender Group and the Bank Product Providers (in such capacity, together with its successors and assigns in such capacity, “**Agent**”), whose address is 333 S. Hope Street, 19th Floor, Los Angeles, California 90071, a security interest in and to all of Debtor’s right, title and interest in and to (a) the trademarks, trademark registrations, trademark applications, which are identified on Exhibit A attached hereto and herein incorporated by this below). Initially capitalized terms that are undefined herein shall have the meanings ascribed to reference owned by Debtor (the “**Trademarks**”), (b) the patents and patent applications which are identified on Exhibit B¹ attached hereto and herein incorporated by this reference owned by Debtor (“**Patents**”), and (c) together with the goodwill and assets of the business, as set forth in the Guaranty and Security Agreement (as defined such terms in the Credit Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Third Amended and Restated Guaranty and Security Agreement dated as of April 3, 2020, by and among, Debtor and certain other grantors from time to time party thereto, and **BANK OF AMERICA, N.A.**, in its capacity as administrative agent for each member of the Lender Group and the Bank Product Providers (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “Guaranty and Security Agreement”). Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent or any member of the Lender Group or Bank Product Providers may have in any other collateral described in the Guaranty and Security Agreement or otherwise.

Reference is hereby made to that certain Third Amended and Restated Credit Agreement dated as of April 3, 2020, by and among, Debtor, as a borrower, the financial institutions from time to time party thereto as lenders, **BANK OF AMERICA, N.A.**, as administrative agent for each member of the Lender Group and the Bank Product Providers, and **WELLS FARGO BANK, NATIONAL ASSOCIATION** (the “Resigning Agent”), whereby the Lender Group and Bank Product Providers have agreed to make certain financial accommodations available to Debtor from time to time pursuant to the terms and conditions thereof (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “Credit Agreement”). Pursuant to Section 15.9 of the Credit Agreement, **BANK OF AMERICA, N.A.** succeeded the Resigning Agent as the new Agent under the Credit Agreement. Accordingly, any Trademarks and Patents identified on Exhibits A and B hereto that were previously assigned to Resigning Agent are hereby reassigned to Agent.

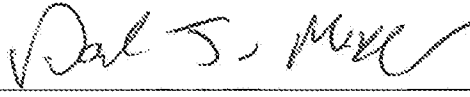
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Section 12 of the Credit Agreement is hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

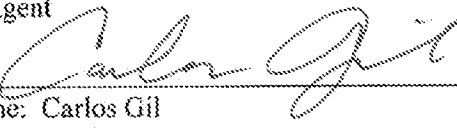
TITAN MACHINERY INC.,
a Delaware corporation

By: 

Name: David J. Meyer

Title: Chairman of the Board and CEO

BANK OF AMERICA, N.A.,
as Agent

By:  _____

Name: Carlos Gil

Title: Senior Vice President

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Resigning Agent

By: Laura Wheeland
Name: Laura Wheeland
Title: Vice President

EXHIBIT A
TRADEMARKS

Country	Owner	Trademark	Status in Trademark Office	Registration No./Serial No.	Registration Date/Filing Date
United States	Titan Machinery Inc.	VALUE PRO PARTS	Live	Registration No.: N/A Serial No.: 88244181	Registration Date: N/A Filing Date: December 28, 2018
United States	Titan Machinery Inc.	POWER & PRECISION TO GROW	Live	Registration No.: 5693388 Serial No.: 87829724	Registration Date: March 5, 2019 Filing Date: March 12, 2018
United States	Titan Machinery Inc.	TITAN ADVANTAGE WARRANTY	Live	Registration No.: 4411534 Serial No.: 85389129	Registration Date: October 1, 2013 Filing Date: August 4, 2011
Bulgaria	Titan Machinery Inc.	Titan Machinery Engine Oil	Application Opposed	N/A	Application Date: August 16, 2019 Application No.: 2019156047N
Bulgaria	Titan Machinery Inc.	Titan Machinery Hydraulic Oil	Application Opposed	N/A	Application Date: August 16, 2019 Application No. 201915648N
Bulgaria	Titan Machinery Inc.	Titan Machinery Transmission Oil	Application Opposed	N/A	Application Date: August 16, 2019 Application No. 2019156049N
European Union	Titan Machinery Inc.	VALUE PRO PARTS	LIVE	Registration No.: 18074273	Registration Date: 11/13/19 Filing Date: 05/29/2019
European Union	Titan Machinery Inc.	TITAN EUROPE	LIVE	Registration No.: 010143618 Serial No.: 010143618	Registration Date: 12/22/11
European Union	Titan Machinery Inc.	TITAN MACHINERY	LIVE	Registration No.: 010143675 Serial No.: 010143675	Registration Date: 12/22/2011
SERBIA	Titan Machinery Inc.	VALUE PRO PARTS	LIVE	Registration No.: 77649	Application No.: Z-835/2019 Filing Date: 6/5/19 Registration Date: 9/16/19

EXHIBIT A TO MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

<u>Country</u>	<u>Owner</u>	<u>Trademark</u>	<u>Status In Trademark Office</u>	<u>Registration No. / Serial No.</u>	<u>Registration Date / Filing Date</u>
SERBIA	Titan Machinery Inc.	TITAN MACHINERY	LIVE	Serial No.: Z15772012 Registration No.: 65978	Registration Date: 4/26/2013
UKRAINE	Titan Machinery Inc.	TITAN MACHINERY	LIVE	Serial No.: M201221805 Registration No.: 170146	Registration Date: 12/14/2012
UKRAINE	Titan Machinery Inc.	VALUE PRO PARTS	N/A	N/A	Filing Date: 6/21/19 Application No.: 88244181

EXHIBIT A TO MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

EXHIBIT B

PATENTS

NONE

EXHIBIT B TO MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY