

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631380

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST (INTELLECTUAL PROPERTY)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TRIANGLE CAPITAL CORPORATION, as the Retiring Agent		07/31/2018	Corporation: MARYLAND

RECEIVING PARTY DATA

Name:	BSP AGENCY, LLC, as the Successor Agent
Street Address:	9 West 57th Street
Internal Address:	Suite 4920
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 78

Property Type	Number	Word Mark
Registration Number:	2951244	NEXTECH
Registration Number:	995129	STRADELLINA
Registration Number:	5309239	
Registration Number:	5166332	BLUESMART
Registration Number:	5151873	TRAVELMORE
Registration Number:	4860489	BLUESMART
Serial Number:	86787670	BLUESMART
Registration Number:	5098366	MAGNATRAC
Registration Number:	4606771	TRAVELPRO
Registration Number:	3891474	ODYSSEY
Registration Number:	3873704	SAPPHIRE
Registration Number:	3823808	THE CHOICE OF FLIGHT CREWS AND FREQUENTTT
Registration Number:	3817492	MAXLITE
Registration Number:	3634876	ATLANTIC
Registration Number:	3509955	ROUNDTRIP
Registration Number:	3457487	ATLANTIC

OP \$1965.00 2951244

Property Type	Number	Word Mark
Registration Number:	3370228	HYDROGEN
Registration Number:	3308838	DURAGUARD
Registration Number:	3270400	GRAPHITE
Registration Number:	3202795	PHOENIX
Registration Number:	3171943	ATLANTIC ALTITUDE
Registration Number:	3149679	OZONE LT
Registration Number:	3146544	RUNWAY
Registration Number:	3136439	ATLANTIC EXPRESS
Registration Number:	3110234	INDULGENCE
Registration Number:	2926865	VIBE
Registration Number:	2893896	TPRO
Registration Number:	2871907	ATLANTIC SOLSTICE
Registration Number:	2838959	TRANS GLOBAL
Registration Number:	2829620	TRAVELPRO
Registration Number:	2809451	ANTHEM
Registration Number:	2792014	SKYPRO
Registration Number:	2776276	AIRBORNE
Registration Number:	2751448	GATE SAFE
Registration Number:	2742712	PRECEDENCE
Registration Number:	2665099	AUSTIN HOUSE
Registration Number:	2654691	FLIGHTPRO
Registration Number:	2639380	NECK SAFE
Registration Number:	2626063	AIRPRO
Registration Number:	2613904	TRAVEL ESSENTIALS
Registration Number:	2610762	DURAFRAME
Registration Number:	2562936	PILOT DESIGNED, FLIGHT CREW TESTED
Registration Number:	2546822	WAIST SAFE
Registration Number:	2514199	FIT TO FLY
Registration Number:	2480814	TRAVEL LIKE A PRO
Registration Number:	2480772	COMPUGUARD
Registration Number:	2458158	INTEGRITY
Registration Number:	2434023	ATLANTIC PREFERRED
Registration Number:	2428971	TAOS
Registration Number:	2406468	BECAUSE LIFE'S A TRIP
Registration Number:	2388423	COMPASS
Registration Number:	2381865	ATLANTIC EXPEDITIONS
Registration Number:	2375983	ATLANTIC ULTRA
Registration Number:	2298838	SYMMETRY

Property Type	Number	Word Mark
Registration Number:	2283929	WALKABOUT
Registration Number:	2203141	ETERNITY
Registration Number:	2084849	PLATINUM
Registration Number:	2059485	IMPACT
Registration Number:	2049665	4 X 4 FOUR WHEEL DRIVE
Registration Number:	2032813	THE ORIGINAL ROLLABOARD
Registration Number:	1992062	TRAVELPRO USA
Registration Number:	1919732	TRAVEL ESSENTIALS
Registration Number:	1858614	OPTIMA
Registration Number:	1706770	ROLLABOARD
Registration Number:	1658250	DURATEX
Registration Number:	1587822	TRAVELPRO
Registration Number:	1509244	VISTA
Registration Number:	1508134	RENDEZVOUS
Registration Number:	1508133	TRI-FOLD
Registration Number:	1425753	NEWPORT
Registration Number:	1202710	INFINITY
Registration Number:	1202709	CONCEPT
Registration Number:	989934	ENCORE
Registration Number:	880282	EUROPA
Registration Number:	693658	GALAXY
Registration Number:	320668	VAL-A-PAK
Serial Number:	86761067	MAGNA
Serial Number:	85866032	TRAVELPRO

CORRESPONDENCE DATA

Fax Number: 7043311159

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: 7043311000

Email: PTO_TMconfirmation@mvalaw.com,
maryelizabethzaldivar@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 100 North Tryon Street

Address Line 2: Suite 4700, ATTN: IP DEPARTMENT

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 043409.000028

NAME OF SUBMITTER: John Slaughter

SIGNATURE: /john slaughter/

DATE SIGNED: 03/11/2021

Total Attachments: 7

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**NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST
(INTELLECTUAL PROPERTY)**

This **NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST (INTELLECTUAL PROPERTY)** (this “Notice”), effective as of July 31, 2018 (the “Effective Date”), is entered into among Triangle Capital Corporation, a Maryland corporation (“Triangle”), as administrative agent under the Loan Agreement (as defined below) (in such capacity, the “Retiring Agent” pursuant to the Resignation and Agency Substitution Agreement (defined below)), and BSP Agency, LLC, a Delaware limited liability company, as the successor to Triangle (in such capacity, the “Successor Agent” pursuant to the Resignation and Agency Substitution Agreement (defined below)).

WHEREAS, pursuant to the Second Lien Credit Agreement, dated as of May 20, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “Loan Agreement”) by and among Travelpro Group Holdings, Inc., each Borrower, the lenders party thereto, and the Retiring Agent, the Loan Documents, and the intellectual property security agreements identified on Schedule A attached hereto (“IP Security Agreements”), the Borrowers granted to the Retiring Agent a security interest in certain collateral;

WHEREAS, the IP Security Agreements were recorded with the United States Patent and Trademark Office, United States Copyright Office, and Canadian Intellectual Property Office as identified on Schedule A attached hereto; and

WHEREAS, pursuant to the Resignation and Agency Substitution Agreement dated as of July 31, 2018, by and between the Retiring Agent and the Successor Agent (the “Agency Resignation Agreement”) the Retiring Agent resigned as, and Successor Agent was appointed and accepted appointment as Administrative Agent under the Loan Agreement and the other Loan Documents, including in and to the IP Security Agreements.

NOW, THEREFORE, the parties agree as follows:

1. Defined Terms. Capitalized terms used herein without definition shall have the meanings attributed to such terms in the Agency Resignation Agreement, Loan Agreement, or other Loan Documents, as applicable.


2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Agency Resignation Agreement, the Retiring Agent has ceased to be the Agent under the Loan Documents and is succeeded to and replaced by the Successor Agent as Administrative Agent under the Loan Agreement and the other Loan Documents, and the Retiring Agent assigned to the Successor Agent all of the rights, powers, privileges and duties of the Retiring Agent under the Loan Agreement and the other Loan Documents, including all liens pertaining to or arising from the Loan Documents, including in and to the Collateral set forth in the IP Security Agreements and identified on Schedule A attached hereto. Nothing herein shall be deemed to terminate, interrupt, or impair the continuity of the security interest in and to the Collateral granted to the Retiring Agent, including the IP Security Agreements and the Collateral identified on Schedule A attached hereto, which security interest is now succeeded by and transferred to the Successor Agent.

3. Incorporation. All terms set forth in the Agency Resignation Agreement are hereby incorporated herein by reference with the same force and effect as though fully set forth herein. To the extent that the terms set forth herein are inconsistent with the terms of the Agency Resignation Agreement, the terms set forth in Agency Resignation Agreement shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Notice to be executed and delivered by their respective duly authorized officers as of the date first above written.

RETIRING AGENT:

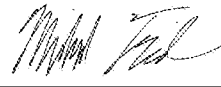
TRIANGLE CAPITAL CORPORATION,
as the Retiring Agent

By: 
Name: Thomas F. Moses
Title: Treasurer

SUCCESSOR AGENT:

BSP AGENCY, LLC,
as the Successor Agent

By: Benefit Street Partners L.L.C., its sole member

By: 
Name: Mike Frick
Title: Authorized Signatory

Schedule A

Patent Security Agreement
Granted by Travelpro BSI, Inc.
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Recorded in the USPTO on June 28, 2018 at Reel 046233 Frame 0431
And Recorded in the USPTO on June 28, 2018 at Reel 046231 Frame 0488

Issued Patents

Title	Patent No.	Issue Date
CONTAINER WHEEL	D856120	08/13/2019
CONTAINER WHEEL	D795045	08/22/2017
SUITCASE CLOSURE	D779211	02/21/2017
SUITCASE	D767893	10/04/2016

Patent Applications

Title	Appl. No.	Filing Date
ACTIVE CONTAINER	14722980 20150348347	05/27/2015
ACTIVE CONTAINER	15388413 20170103598	12/22/2016
ACTIVE CONTAINER	15389044 20170100961	12/22/2016

Patent Security Agreement
Granted by Travelpro Products, Inc.
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Recorded in the USPTO on May 31, 2016 at Reel 038748 Frame 0241
Correction Recorded in the USPTO on June 3, 2016 at Reel 038890 Frame 0717

Issued Patents

Title	Patent No.	Issue Date
HANDLE FOR LUGGAGE	9706825	07/18/2017
HANDLE FOR LUGGAGE	9351554	05/31/2016
WHEELED LUGGAGE CASE	8875855	11/04/2014
HANDLE FOR LUGGAGE	8851251	10/07/2014
TELESCOPING HANDLE	D699438	02/18/2014
HANDLE FOR LUGGAGE	D696019	12/24/2013
LAPTOP COMPUTER CARRYING CASE	7036642	05/02/2006
REMOVABLE WHEEL SYSTEM	6253891	07/03/2001
LUGGAGE CASE CONSTRUCTION	6050374	04/18/2000

Patent Application

Title	Appl. No.	Filing Date
SOFT SIDED LUGGAGE FRAME	14399210	11/06/2014

	20150114776	
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Patent Security Agreement
Granted by TP-Holiday Group Limited
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Not Recorded Against

China Patent No. CN203662182U for SOFT SIDED LUGGAGE FRAME

Trademark Security Agreement
Granted by TP-Holiday Group Limited
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Recorded in the USPTO on May 31, 2016 at Reel 5802 Frame 0991

Trademark Registrations

Mark	Reg. No.	Reg. Date
NEXTECH	2951244	05/17/2005
STRADELLINA	995129	10/08/1974

Trademark Security Agreement
Granted by Travelpro BSI, Inc.
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Recorded in the USPTO on June 28, 2018 at Reel 6366 Frame 0484
And Recorded in the USPTO on June 28, 2018 at Reel 6367 Frame 0001

Trademark Registrations

Mark	Reg. No.	Reg. Date
Design Only	5309239	10/17/2017
BLUESMART and Design	5166332	03/21/2017
TRAVELMORE	5151873	02/28/2017
BLUESMART	4860489	11/24/2015

Trademark Application

Mark	Appl. No.	Filing Date
BLUESMART	86787670	10/14/2015

Trademark Security Agreement
Granted by Travelpro Products, Inc.
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Recorded in the USPTO on June 8, 2016 at Reel 5808 Frame 0944

Trademark Registrations

Mark	Reg. No.	Reg. Date
MAGNATRAC	5098366	12/13/2016
TRAVELPRO	4606771	09/16/2014

ODYSSEY	3891474	12/14/2010
SAPPHIRE	3873704	11/09/2010
THE CHOICE OF FLIGHT CREWS AND FREQUENTTRAVELERS	3823808	07/27/2010
MAXLITE	3817492	07/13/2010
ATLANTIC	3634876	06/09/2009
ROUNDRIP	3509955	09/30/2008
ATLANTIC and Design	3457487	07/01/2008
HYDROGEN	3370228	01/15/2008
DURAGUARD	3308838	10/09/2007
GRAPHITE	3270400	07/24/2007
PHOENIX	3202795	01/23/2007
ATLANTIC ALTITUDE	3171943	11/14/2006
OZONE LT	3149679	09/26/2006
RUNWAY	3146544	09/19/2006
ATLANTIC EXPRESS	3136439	08/29/2006
INDULGENCE	3110234	06/27/2006
VIBE	2926865	02/15/2005
TPRO	2893896	10/12/2004
ATLANTIC SOLSTICE	2871907	08/10/2004
TRANS GLOBAL	2838959	05/04/2004
TRAVELPRO and Design	2829620	04/06/2004
ANTHEM	2809451	01/27/2004
SKYPRO	2792014	12/09/2003
AIRBORNE	2776276	10/21/2003
GATE SAFE	2751448	08/12/2003
PRECEDENCE	2742712	07/29/2003
AUSTIN HOUSE and Design	2665099	12/24/2002
FLIGHTPRO	2654691	11/26/2002
NECK SAFE	2639380	10/22/2002
AIRPRO	2626063	09/24/2002
TRAVEL ESSENTIALS	2613904	09/03/2002
DURAFRAME	2610762	08/20/2002
PILOT DESIGNED, FLIGHT CREW TESTED	2562936	04/23/2002
WAIST SAFE	2546822	03/12/2002
FIT TO FLY	2514199	12/04/2001
TRAVEL LIKE A PRO	2480814	08/21/2001
COMPUGUARD	2480772	08/21/2001
INTEGRITY	2458158	06/05/2001
ATLANTIC PREFERRED	2434023	03/06/2001
TAOS	2428971	02/13/2001
BECAUSE LIFE'S A TRIP	2406468	11/21/2000
COMPASS	2388423	09/19/2000
ATLANTIC EXPEDITIONS	2381865	08/29/2000
ATLANTIC ULTRA	2375983	08/08/2000
SYMMETRY	2298838	12/07/1999
WALKABOUT	2283929	10/05/1999
ETERNITY	2203141	11/10/1998
PLATINUM	2084849	07/29/1997

IMPACT	2059485	05/06/1997
4 X 4 FOUR WHEEL DRIVE	2049665	04/01/1997
THE ORIGINAL ROLLABOARD	2032813	01/21/1997
TRAVELPRO USA	1992062	08/06/1996
TRAVEL ESSENTIALS	1919732	09/19/1995
OPTIMA	1858614	10/18/1994
ROLLABOARD	1706770	08/11/1992
DURATEX	1658250	09/24/1991
TRAVELPRO	1587822	03/20/1990
VISTA	1509244	10/18/1988
RENDEZVOUS	1508134	10/11/1988
TRI-FOLD	1508133	10/11/1988
NEWPORT	1425753	01/20/1987
INFINITY	1202710	07/27/1982
CONCEPT	1202709	07/27/1982
ENCORE	989934	08/06/1974
EUROPA	880282	11/11/1969
GALAXY	693658	03/01/1960
VAL-A-PAK (Stylized)	320668	01/01/1935

Trademark Applications

Mark	Appl. No.	Filing Date
MAGNA	86761067	09/18/2015
TRAVELPRO	85866032	03/04/2013

Trademark Security Agreement
Granted by TP-Holiday Group Limited
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Recorded in the CIPO on September 27, 2016 at File No. 1458852

Trademark Registrations

Mark	Reg. No.	Reg. Date
AIRWAY	TMA838702	12/18/2012
TRAVELLE	TMA738103	04/15/2009
GLOBE SPORT	TMA657757	02/01/2006
GLOBAL EXPRESS	TMA650060	10/11/2005
GIRLIE GIRL	TMA625976	11/19/2004
NEXTECH	TMA578812	04/02/2003
GLOBAL TRAVELLER	TMA576805	03/03/2003
WIND POWER	TMA570165	11/04/2002
MICROLITE	TMA564633	07/12/2002
REFLECTEK and Design	TMA553137	10/31/2001
CANADIAN TRAVELLER	TMA503380	10/30/1998
IMPULS	TMA414711	07/23/1993
CONNAISSEUR	TMA405718	12/04/1992
RIVIERA	TMA383418	04/26/1991
GRAPHITE	TMA378414	01/18/1991

POLYTEX	TMA378292	01/18/1991
IMPACT	TMA304263	06/28/1985
TRAVELITE	TMA269950	06/04/1982
GLOBETROTTER	TMA195496	11/16/1973
ELEGANCE	TMA161903	03/28/1969
EMBASSY	TMA161900	03/28/1969
JETLINER	TMA125512	02/16/1962
CANADIANA	TMA117184	03/11/1960
HOLIDAY	UCA32527	05/07/1949

Trademark Security Agreement
Granted by TP-Holiday Group Limited
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Not Recorded Against

Mexico Trademark JETLINER, Reg No. 909499

Copyright Security Agreement
Granted by TP-Holiday Group Limited
In Favor of Triangle Capital Corporation, as Administrative and Collateral Agent
Recorded in the USCO on May 27, 2016 at Volume 9935 Doc. No. 135

Copyright Registrations

Title	Reg. No.	Reg. Date
Catalog Christmas.	SR0000199093	05/13/1994
Christmas lights.	VA0000478158	10/15/1991
Christmas lights / S. Conway, P. Roberts.	SR0000135220	10/11/1991
Happy New Year blues.	SR0000199095	05/13/1994
I'm spending Christmas with you.	SRu000235918	06/23/1992
Shiny paper (silver and blue)	SR0000199094	05/13/1994