

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM693190

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900652455

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
402 Ventures, LLC		10/07/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	First National Bank of Omaha, as Administrative Agent
Street Address:	1620 Dodge Street, Stop 1066
Internal Address:	Attn: Kirsten R. Soneson
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68197
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	5956119	
Registration Number:	3080038	AUCTION FLEX
Registration Number:	4924371	HIBID
Registration Number:	5956118	AUCTION FLEX 360
Registration Number:	6193371	GAVEL BUDDY

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: 4026336870
Email: ccadwallader@mcgrathnorth.com
Correspondent Name: Clint D. Cadwallader
Address Line 1: 1601 Dodge St, Suite 3700
Address Line 2: First National Tower
Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Clint D. Cadwallader
SIGNATURE:	/Clint D. Cadwallader/

DATE SIGNED:	12/08/2021
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Total Attachments: 9

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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of October 7, 2021, is executed by EACH OF THE PERSONS LISTED ON THE SIGNATURE PAGES HERETO AS GRANTORS (each a “Grantor” and collectively, the “Grantors”), in favor of FIRST NATIONAL BANK OF OMAHA, a national banking association, as administrative agent for the Lenders (in such capacity, the “Administrative Agent”). Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Credit Agreement (as defined below).

A. Pursuant to that certain Credit Agreement dated as of even date herewith (as amended, supplemented, modified or restated from time to time, the “Credit Agreement”) by and among Sandhills Global, Inc., a Nebraska corporation (“Sandhills”), and 402 Ventures, LLC, a Delaware limited liability company (“402 Ventures”) (Sandhills and 402 Ventures are hereinafter referred to individually and collectively as the “Borrower”), the Guarantors party thereto, the Lenders party thereto and the Administrative Agent, in its capacity as the Administrative Agent, Swingline Loan Lender and Issuing Lender, the Secured Parties have agreed to provide to the Borrower certain credit facilities.

B. It is a condition precedent to the Secured Parties’ obligations to make and maintain such extensions of credit that the Grantors shall have executed and delivered this Agreement to the Administrative Agent.

C. The Grantors have adopted, used and are using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the “Trademarks”).

D. The Grantors and the Administrative Agent have entered into a Security Agreement, dated as of even date herewith (as amended, supplemented, modified or restated from time to time, the “Security Agreement”).

E. Pursuant to the Security Agreement, the Grantors have granted to the Administrative Agent for the benefit of the Secured Parties a security interest in all right, title and interest of the Grantors in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the “Collateral”), to secure the prompt payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantors do hereby further pledge and grant to the Administrative Agent for the benefit of the Secured Parties a security interest in and to all of the right, title, and interest of Grantors in, to, and under the following Collateral:

(a) the Trademarks, together with the goodwill connected with the use of and symbolized thereby, and all extensions and renewals thereof, excluding only United States intent-to-use trademark applications to the extent that, and solely during the period in which,

the grant, attachment, or enforcement of a security interest therein would, under applicable federal law, impair the registrability of such applications or the validity or enforceability of registrations issuing from such applications;

(b) all rights of any kind whatsoever of Grantors accruing under any of the foregoing provided by applicable law of any jurisdiction, by international treaties and conventions, and otherwise throughout the world;

(c) any and all royalties, fees, income, payments, and other proceeds now or hereafter due or payable with respect to any and all of the foregoing; and

(d) any and all claims and causes of action, with respect to any of the foregoing, whether occurring before, on, or after the date hereof, including all rights to and claims for damages, restitution, and injunctive and other legal and equitable relief for past, present, and future infringement, dilution, misappropriation, violation, misuse, breach, or default, with the right, but no obligation, to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby 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.

Grantors authorizes the Commissioner for Trademarks and any other government officials to record and register this Grant of Security Interest upon request by the Administrative Agent.

The Administrative Agent's address is:

First National Bank of Omaha
1620 Dodge Street, Stop 1066
Omaha, Nebraska 68197
Attention: Kirsten R. Soneson
E-Mail: ksoneson@fnni.com
Facsimile No.: (402) 938-5226

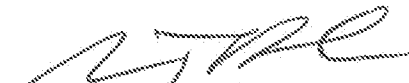
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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first written above.

GRANTORS:

SANDHILLS GLOBAL, INC.

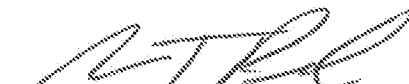
By: 
Name: Shawn T. Peed
Title: President

402 VENTURES, LLC

By: 
Name: Shawn T. Peed
Title: President

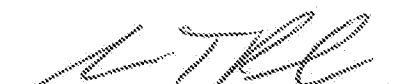
5 MAPLES, LLC

By: Sandhills Global, Inc., its sole member

By: 
Name: Shawn T. Peed
Title: President

480 CAPITAL LLC

By: Sandhills Global, Inc., its sole member

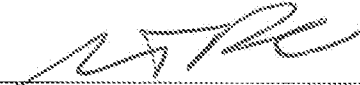
By: 
Name: Shawn T. Peed
Title: President

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YELLOW IRON LENDING, LLC

By: 480 Capital LLC, its sole member

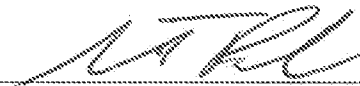
By: Sandhills Global, Inc., its sole member

By: 
Name: Shawn T. Peed
Title: President

EXPRESS TECH-FINANCING, LLC

By: 480 Capital LLC, its sole member

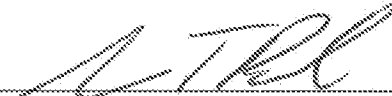
By: Sandhills Global, Inc., its sole member

By: 
Name: Shawn T. Peed
Title: President

FARM MACHINERY FUNDING, LLC

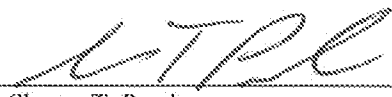
By: 480 Capital LLC, its sole member

By: Sandhills Global, Inc., its sole member

By: 
Name: Shawn T. Peed
Title: President

CURRENCYPAY, LLC

By: 402 Ventures, LLC, its sole member

By: 
Name: Shawn T. Peed
Title: President

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark Description</u>	<u>Country</u>	<u>International (Classes)</u>	<u>Filed</u>	<u>App. No.</u>	<u>Registered</u>	<u>Reg. No.</u>	<u>Record Owner</u>
AIRPLANE DESIGN	United States	16, 35, 39	11/16/2016	87238430	10/30/2018	5596312	Sandhills Global, Inc.
BidCaller	United States	35	1/27/2012	85527573	7/10/2012	4173260	Sandhills Global, Inc.
BidCaller & Design	United States	35	1/27/2012	85527574	10/9/2012	4221092	Sandhills Global, Inc.
NeedALender BOOK DESIGN	United States	35, 42	7/16/2015	86694728	10/25/2016	5066883	Sandhills Global, Inc.
FleetEvaluator FE DESIGN	United States	35	7/16/2015	86694759	9/27/2016	5050950	Sandhills Global, Inc.
First Glimpse	United States	16, 41	5/1/2006	78873257	2/13/2007	3209130	Sandhills Global, Inc.
MarketBook	United States	16, 35	6/4/2010	85055261	8/2/2011	4004848	Sandhills Global, Inc.
Market Trends MT DESIGN	United States	35, 42	7/16/2015	86694720	1/24/2017	5129842	Sandhills Global, Inc.
NEEDADRIVERNOW	United States	35, 42	10/29/2015	86803757	10/17/2017	5312020	Sandhills Global, Inc.
NEEDANINSURER	United States	35	10/29/2015	86803753	6/13/2017	5223970	Sandhills Global, Inc.
NEEDWORKTODAY	United States	35, 42	10/29/2015	86803746	6/13/2017	5223969	Sandhills Global, Inc.
RentalYard RY DESIGN	United States	16, 42	3/4/2016	86928944	10/11/2016	5059077	Sandhills Global, Inc.
RY RENTALYARD & DESIGN	United States	16, 42	7/16/2015	86694735	6/21/2016	4981523	Sandhills Global, Inc.
Sandhills Cloud	United States	42	7/18/2016	87106950	3/13/2018	5,420,994	Sandhills Global, Inc.
SNOW CLOUD	United States	09, 42	5/31/2016	87054584	7/4/2017	5238140	Sandhills Global, Inc.
Sandhills SNOW CLOUD & CRANE DESIGN	United States	38, 42	7/18/2016	87106955	9/12/2017	5283792	Sandhills Global, Inc.
SNOW CLOUD TECHNOLOGIES	United States	09, 42	5/31/2016	87054568	7/3/2018	5509049	Sandhills Global, Inc.
Snow Cloud SNOWFLAKE DESIGN	United States	09, 42	7/18/2016	87106959	9/19/2017	5292471	Sandhills Global, Inc.
NeedAHauler TRUCK DESIGN	United States	42	12/3/2015	86837774	7/12/2016	4998206	Sandhills Global, Inc.
PRE-AUCTIONTIME	United States	35	6/21/2017	87499684	1/30/2018	5390729	Sandhills Global, Inc.
FASTTRACKIRON.COM	United States	42	5/29/2015	86645182	11/1/2016	5074271	Sandhills Global, Inc.
FLEETEVALUATOR	United States	35	5/20/2015	86635669	4/19/2016	4943244	Sandhills Global, Inc.
FLEETVALUATOR.COM	United States	35	5/20/2015	86635674	4/19/2016	4943245	Sandhills Global, Inc.

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MARKET TRENDS	United States	42	6/1/2015	86647507	6/13/2017	5224782	Sandhills Global, Inc.
MARKET TRENDS	United States	35	6/1/2015	86978800	5/17/2016	4961872	Sandhills Global, Inc.
NEEDAHAULER	United States	42	8/28/2015	86740115	2/16/2016	4902010	Sandhills Global, Inc.
NEEDALENDER	United States	35, 42	5/29/2015	86645861	9/6/2016	5037530	Sandhills Global, Inc.
NEEDALENDER.COM	United States	35, 42	5/29/2015	86645854	6/28/2016	4986595	Sandhills Global, Inc.
RENTALYARD	United States	16, 42	5/19/2015	86634761	6/7/2016	4972011	Sandhills Global, Inc.
RENTALYARD.COM	United States	16, 42	5/19/2015	86634765	6/7/2016	4972012	Sandhills Global, Inc.
AuctionTime	United States	35	8/19/2009	77807889	4/6/2010	3770878	Sandhills Global, Inc.
CENTRAL TRUCK PAPER	United States	16	7/31/2007	77242921	11/25/2008	3539060	Sandhills Global, Inc.
CHARTER HUB	United States	016, 035, 039	10/21/2004	78535714	1/31/2006	3054160	Sandhills Global, Inc.
CONTROLLER	United States	16	2/18/1986	73583443	9/16/1986	1409402	Sandhills Global, Inc.
CONTROLLER	United States	035	3/3/2003	78220816	1/6/2004	2802554	Sandhills Global, Inc.
CONTROLLER.COM	United States	16	8/9/2000	76105462	9/4/2001	2485053	Sandhills Global, Inc.
CPU COMPUTER POWER USER	United States	16, 41	8/31/2001	76306963	5/20/2003	2718223	Sandhills Global, Inc.
Sandhills publishing two cranes no cloud DESIGN	United States	16, 41	3/19/2002	76392717	8/5/2003	2746421	Sandhills Global, Inc.
EXECUTIVE CONTROLLER	United States	16	2/24/1992	74250820	10/27/1992	1727586	Sandhills Global, Inc.
FAST TRACK	United States	35	3/24/1998	75455937	4/20/1999	2240724	Sandhills Global, Inc.
MACHINERY TRADER	United States	16	2/18/1986	73583177	3/31/1987	1434674	Sandhills Global, Inc.
MACHINERY TRADER AUCTION RESULTS (Design)	United States	16	6/4/2010	85055178	11/29/2011	4064204	Sandhills Global, Inc.
MACHINERY TRADER.COM	United States	16, 42	7/27/2000	76097581	9/24/2002	2623136	Sandhills Global, Inc.
Leaf logo and MarketBook underlined Design	United States	16, 35	6/4/2010	85055276	8/2/2011	4004849	Sandhills Global, Inc.
Leaf logo over MarketBook design	United States	16	6/8/2011	85341341	2/14/2012	4098539	Sandhills Global, Inc.
MID ATLANTIC TRUCK PAPER	United States	16	3/26/2002	76386919	4/8/2003	2704214	Sandhills Global, Inc.
MOUNTAIN WEST TRUCK PAPER	United States	16	7/31/2007	77242890	4/29/2008	3417452	Sandhills Global, Inc.
PC MODDER	United States	016, 041	10/21/2004	78503727	8/15/2006	3131381	Sandhills Global, Inc.

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PC TODAY	United States	016, 041	2/27/2004	78375526	3/8/2005	2930860	Sandhills Global, Inc.
PCTODAY.COM	United States	16, 42	8/7/2000	76103057	9/10/2002	2616655	Sandhills Global, Inc.
PEED & Design	United States	16	3/2/1987	73647394	10/13/1987	1460852	Sandhills Global, Inc.
PROCESSOR	United States	16	2/18/1986	73583178	9/23/1986	1410456	Sandhills Global, Inc.
PROCESSOR	United States	035	3/3/2003	78220819	1/13/2004	2805024	Sandhills Global, Inc.
PROCESSOR	United States	041	6/3/2004	78429140	10/25/2005	3008723	Sandhills Global, Inc.
PROCESSOR.COM	United States	16, 42	6/27/2000	76097578	3/26/2002	2552033	Sandhills Global, Inc.
SANDHILLS PUBLISHING	United States	41, 42	1/27/1997	75231689	1/26/1999	2219951	Sandhills Global, Inc.
SANDHILLS SYSTEM (Word)	United States	09	5/5/2014	86271481	2/9/2016	4897058	Sandhills Global, Inc.
SANDHILLS SYSTEM & STARBUST DESIGN	United States	09	5/5/2014	86271470	12/13/2016	5100761	Sandhills Global, Inc.
SMART COMPUTING	United States	16	12/19/1996	75215634	9/15/1998	2189877	Sandhills Global, Inc.
SMART COMPUTING	United States	041	3/3/2003	78220794	3/2/2004	2819888	Sandhills Global, Inc.
SmartPeople	United States	42	8/22/2007	77261986	4/29/2008	3418033	Sandhills Global, Inc.
SMARTPEOPLE COMPUTER SUPPORT & DESIGN	United States	42	8/22/2007	77262034	4/29/2008	3418034	Sandhills Global, Inc.
TRACTORHOUSE	United States	016, 035	1/11/2005	78545665	12/27/2005	3035759	Sandhills Global, Inc.
TRACTORHOUSE & Design	United States	16, 35	6/4/2010	85055304	8/2/2011	4004850	Sandhills Global, Inc.
TRUCK PAPER	United States	016, 035	3/3/2003	78220800	8/24/2004	2877202	Sandhills Global, Inc.
TRUCK PAPER.COM	United States	16, 42	6/27/2000	76097580	9/17/2002	2619703	Sandhills Global, Inc.
FAST TRACK IRON	United States	42	5/19/2015	86634329	5/24/2016	4962771	Sandhills Global, Inc.
MACHINERY TRADER	United States	035	3/3/2003	78220902	8/24/2004	2877204	Sandhills Global, Inc.
UPCOMINGAUCTIONS.COM (Design)	United States	35	3/28/2012	85582600	9/25/2012	4214048	Sandhills Global, Inc.
STOPWATCH DESIGN	United States	35	6/21/2017	87499670	1/30/2018	5390728	Sandhills Global, Inc.
TractorHouse Tractor Design	United States	16, 32, 35, 43	10/3/2017	87631437	7/14/2020	6,102,475	Sandhills Global, Inc.
CraneTrader	United States	09, 16, 35	2/8/2018	87789682	11/12/2019	5,910,663	Sandhills Global, Inc.
Crane logo	United States	09, 16, 35	6/21/2019	88483145			Sandhills Global, Inc.

<u>Mark Description</u>	<u>Country</u>	<u>International Class(es)</u>	<u>Filed</u>	<u>App. No.</u>	<u>Registered</u>	<u>Reg. No.</u>	<u>Record Owner</u>
ACC AIRCRAFT COST CALCULATOR & Design	United States	09, 35, 39	11/16/2017	87687240	1/29/2019	5664430	Sandhills Global, Inc.
HiBid	United States	35	5/14/2015	86629797	3/22/2016	4924371	Sandhills Global, Inc.
AUCTION FLEX	United States	09	9/17/2001	76314946	4/11/2006	3080038	Sandhills Global, Inc.
AuctionFlex 360 design	United States	09, 35, 42	9/26/2017	87623175	1/7/2020	5,956,119	Sandhills Global, Inc.
AUCTION FLEX 360	United States	09, 35, 42	9/26/2017	87623173	1/7/2020	5,956,118	Sandhills Global, Inc.
FR8STAR.COM	United States	39, 42	8/7/2017	87558530	3/20/2018	5427243	Sandhills Global, Inc.
GAVEL BUDDY	United States	09, 35, 42	2/14/2020	88798263	11/10/2020	6,193,371	Sandhills Global, Inc.
CRANETRADER.COM & Des DIV CI 16, 35	United States	16, 35	2/8/2018	87982994	5/19/2020	6059362	Sandhills Global, Inc.
ACC & Design (child app of 87687256) CI 35 & 39	United States	35, 39	11/16/2017	87983185	7/14/2020	6,098,565	Sandhills Global, Inc.
Telematics logo	United States	35, 42	7/2/2020	90032787	2/2/2021	6261067	Sandhills Global, Inc.
TelematicsPlus and design	United States	35, 42	7/2/2020	90032803	2/2/2021	6261069	Sandhills Global, Inc.
TelematicsPlus word	United States	35, 42	7/2/2020	90032816	2/2/2021	6261070	Sandhills Global, Inc.
AIRCRAFT.COM plus design	United States	35	8/13/2020	90111978	6/15/2021	6,384,609	Sandhills Global, Inc.
AIRPLANE LOGO Class 35	United States	35	8/13/2020	90112012	6/15/2021	6,384,610	Sandhills Global, Inc.
PAVINGEQUIPMENT.COM & design U.S.	United States	35	8/21/2020	90129571	2/2/2021	6262081	Sandhills Global, Inc.
PE and design U.S.	United States	35	8/21/2020	90129590	2/2/2021	6262082	Sandhills Global, Inc.
CURRENCY and design	United States	36	12/16/2018	88230950	2/16/2021	6269135	480 CAPITAL LLC
Stylized Gold Ring	United States	36	12/16/2018	88230938	2/23/2021	6278414	480 CAPITAL LLC
CURRENCYPAY	United States	36	12/14/2018	88230585	3/24/2020	6016359	CurrencyPay, LLC

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

None.