

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM710965

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PREMIER DEALER SERVICES, INC.		02/28/2022	Corporation: ILLINOIS
DEALER FOR LIFE		02/28/2022	Limited Liability Company: DELAWARE
ADVANCED PROTECTION PRODUCTS INTERNATIONAL, INC.		02/28/2022	Corporation: LOUISIANA
MIDWEST AGENCY SERVICES, INC.		02/28/2022	Corporation: OHIO
RECEIVING PARTY DATA			
Name:	CIBC Bank USA		
Street Address:	120 S. LaSalle Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	banking corporation: ILLINOIS		
PROPERTY NUMBERS Total: 28			
Property Type	Number	Word Mark	
Registration Number:	6603789	PDS ADMINISTRATION COMPANY, INC.	
Registration Number:	4880358	PDS WARRANTY COMPANY, INC.	
Registration Number:	4116449	LIFETIME ENGINE PROTECTION	
Registration Number:	4130877	LIFETIME ENGINE PROTECTION	
Registration Number:	4116450	LIFETIME POWERTRAIN PROTECTION	
Registration Number:	4130876	LIFETIME POWERTRAIN PROTECTION	
Registration Number:	4162078	PREMIER DEFENSE EVR2 LEATHER & VINYL PRO	
Registration Number:	4162077	PREMIER DEFENSE EVR2 FABRIC PROTECTION	
Registration Number:	4162080	PREMIER DEFENSE FABRIC PROTECTION	
Registration Number:	4165524	PREMIER DEFENSE UNDERCOATING	
Registration Number:	4165523	PREMIER DEFENSE RUST PROOFING	
Registration Number:	4165522	PREMIER DEFENSE PAINT SEALANT	
Registration Number:	4195474	PREMIER DEFENSE LEATHER & VINYL PROTECTI	

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Property Type	Number	Word Mark
Registration Number:	5168051	PREMIER COLLECTION
Registration Number:	5368224	PREMIER PERFORMANCE
Registration Number:	5541876	PREMIER MEMBERGUARD
Registration Number:	5596762	PREMIER FIRST
Registration Number:	5638052	PREMIER DEFENSE EVR2 PAINT SEALANT
Registration Number:	2295434	PREMIER DEALER SERVICES
Registration Number:	2354943	PREMIER DEALER SERVICES
Registration Number:	6155365	PREMIER FOR LIFE
Registration Number:	5389723	PREMIER LEASE DEFENDER
Registration Number:	4596866	DRIVER'S ULTIMATE PROTECTION
Registration Number:	3166527	DEALERSHIP FOR LIFE
Registration Number:	5787855	DEALERSHIP FOR LIFE
Registration Number:	6422083	DRIVER'S ULTIMATE PROTECTION PLUS
Serial Number:	97265703	PREMIER CARCARE
Serial Number:	88769464	DRIVER'S ULTIMATE ADVANTAGE

CORRESPONDENCE DATA

Fax Number: 3124607000
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: 312-460-5000
Email: slott@seyfarth.com
Correspondent Name: Stephen D. Lott
Address Line 1: 233 S. Wacker Drive
Address Line 2: Suite 8000
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	058550-000030
NAME OF SUBMITTER:	Stephen D. Lott
SIGNATURE:	/Stephen D. Lott/
DATE SIGNED:	02/28/2022

Total Attachments: 15
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**AMENDED AND RESTATED PATENT AND TRADEMARK SECURITY
AGREEMENT**

THIS AMENDED AND RESTATED PATENT AND TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of February 28, 2022, is by PREMIER DEALER SERVICES, INC., an Illinois corporation ("PDS") , DEALER FOR LIFE, a Delaware limited liability company ("DFL"), ADVANCED PROTECTION PRODUCTS INTERNATIONAL, INC., a Louisiana corporation ("APPI"), and MIDWEST AGENCY SERVICES, INC., an Ohio corporation ("Midwest" and together with PDS, DFL, and APPI, collectively, the "Grantor"), in favor of CIBC BANK USA formerly known as The PrivateBank and Trust Company, in its capacity as administrative agent for the Lenders (in such capacity, the "Administrative Agent").

RECITALS

A. The Grantor intends that this Agreement shall amend and restate that certain Patent and Trademark Security Agreement dated as of November 18, 2020 made by each grantor thereunder in favor of the Administrative Agent.

The Grantor and certain of its affiliates have entered into that certain Second Amended and Restated Credit Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") with various financial institutions and the Administrative Agent, pursuant to which such financial institutions have agreed to make loans to, and issue or participate in letters of credit for the account of, Grantor and certain of its affiliates.

B. The Grantor and certain of its affiliates have entered into that certain Amended and Restated Guaranty and Collateral Agreement dated as of November 18, 2020 (as amended, restated, supplemented or otherwise modified from time to time, the "Guaranty and Collateral Agreement") with the Administrative Agent pursuant to which certain obligations owed to the Lenders are secured.

C. As a condition to the closing of the transactions referenced in the Credit Agreement, the Grantor is required to enter into this Agreement in favor of the Administrative Agent.

D. Pursuant to the terms of the Guaranty and Collateral Agreement, Grantor has granted to the Administrative Agent, for the benefit of the Lenders, a security interest in substantially all the assets of the Grantor, including all right, title and interest of the Grantor in, to and under all now owned and hereafter acquired Patents, Patent Licenses, Trademarks, and Trademark Licenses (except to the extent constituting Excluded Assets), and all products and proceeds thereof, to secure the payment of all amounts owing by the Grantor under the Credit Agreement and the Guaranty and Collateral Agreement.

In consideration of the mutual agreements set forth herein and in the Credit Agreement, the Grantor does hereby grant to the Administrative Agent, for the benefit of the Lenders, a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired:

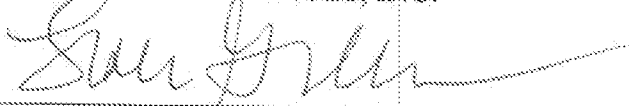
- (1) each trademark and trademark application, including, without limitation, each trademark and trademark application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
- (2) each trademark license, including, without limitation, each trademark license listed on Schedule 1 annexed hereto, together with all goodwill associated therewith;
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future infringement of any trademark, including, without limitation, any trademark referred to in Schedule 1 annexed hereto, any trademark issued pursuant to a trademark application referred to in Schedule 1 and any trademark licensed under any trademark license listed on Schedule 1 annexed hereto (items 1 through 3 being herein collectively referred to as the “Trademark Collateral”);
- (4) each patent and patent application, including, without limitation, each patent and patent application referred to in Schedule 2 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
- (5) each patent license, including, without limitation, each patent license listed on Schedule 2 annexed hereto, together with all goodwill associated therewith; and
- (6) all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future infringement of any patent, including, without limitation, any patent referred to in Schedule 2 annexed hereto, any patent issued pursuant to a patent application referred to in Schedule 2 and any patent licensed under any patent license listed on Schedule 2 annexed hereto (items 4 through 6 being herein collectively referred to as the “Patent Collateral”).

This security interest is granted in conjunction with the security interests granted to the Administrative Agent pursuant to the Guaranty and Collateral Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral and the Patent Collateral made and granted hereby are more fully set forth in the Credit Agreement and Guaranty and Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. Capitalized terms used herein but not defined herein shall have the respective meaning ascribed thereto in the Guaranty and Collateral Agreement.


[signature page follows]

The Grantor has caused this Amended and Restated Patent and Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first set forth above.

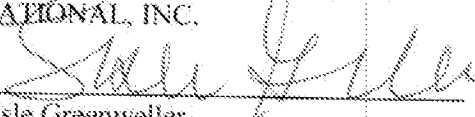
PREMIER DEALER SERVICES, INC.

By: 
Name: Lisle Greenweller
Title: President


DEALER FOR LIFE, LLC

By: 
Name: Lisle Greenweller
Title: Chief Operating Officer

ADVANCED PROTECTION PRODUCTS
INTERNATIONAL, INC.


By: 
Name: Lisle Greenweller
Title: President

MIDWEST AGENCY SERVICES, INC.

By: 
Name: Lisle Greenweller
Title: Chief Operating Officer

Acknowledged:

CIBC BANK USA

By: 
Austin G. Love, Managing Director

SCHEDULE 1

to

AMENDED AND RESTATED PATENT AND TRADEMARK SECURITY AGREEMENT

Trademarks, Trademark Applications and Trademark Licenses

U.S. Trademark Registrations

Mark

Reg. Date

Reg. No.

Mark	Owner	Reg. No.	Reg. Date	Serial No.	Filing Date	Goods/Services	Status
PDS ADMINISTRATION COMPANY, INC.	Premier Dealer Services, Inc.	6,603,789	28-Dec-2021	90049306	13-July-2021	IC 036. US 100 101 102. G & S: Extended warranty services, namely, administration of vehicle service contracts.	Registered
PDS WARRANTY COMPANY	Premier Dealer Services, Inc.	4,880,358	05-Jan-2016	86619800	5-May-2015	IC 036. US 100 101 102. G & S: Extended warranty services, namely, vehicle service contract provision and administration, guaranteed auto asset protection, excess wear and tear protection, excess mileage protection, vehicle service contracts, dealer finance reserve protection, anti- theft protection, vehicle care appearance protection and gap insurance for automobiles.	Registered
LIFETIME ENGINE PROTECTION	Premier Dealer Services, Inc.	4,116,449	20-Mar-2012	85327010	23-May-2011	IC 035. US 100 101 102. G & S: Administration of customer loyalty program providing incentives to customers through repair and/or replacement of	Registered

							engine parts if the customer maintains their vehicle at the issuing automobile dealership.	
LIFETIME ENGINE PROTECTION	Premier Dealer Services, Inc.	4,130,877	24-Apr-2012	85330658	26-May-2011	IC 035. US 100 101 102. G & S: Administration of customer loyalty program providing incentives to customers through repair and/or replacement of engine parts if the customer maintains their vehicle at the issuing automobile dealership.	Registered	
LIFETIME POWERTRAIN PROTECTION	Premier Dealer Services, Inc.	4,116,450	20-Mar-2012	85327023	23-May-2011	IC 035. US 100 101 102. G & S: Administration of customer loyalty program providing incentives to customers through repair and/or replacement of powertrain parts if the customer maintains their vehicle at the issuing automobile dealership.	Registered	
LIFETIME POWERTRAIN PROTECTION	Premier Dealer Services, Inc.	4,130,876	24-Apr-2012	85330651	26-May-2011	IC 035. US 100 101 102. G & S: Administration of customer loyalty program providing incentives to customers through repair and/or replacement of powertrain parts if the customer maintains their vehicle at the issuing automobile dealership.	Registered	
PREMIER DEFENSE EVR2 LEATHER & VINYL PROTECTION	Premier Dealer Services, Inc.	4,162,078	19-Jun-2012	85272415	21-Mar-2011	IC 002. US 006 011 016. G & S: Protective coatings in the nature of a sealant to preserve, protect and add to the life expectancy of interior automobile surfaces.	Registered	

							namely, leather and vinyl surfaces such as seats, interior doors, and dashboards.	
PREMIER DEFENSE EV/R2 FABRIC PROTECTION	Premier Dealer Services, Inc.	4,162,077	19-Jun-2012	85272405	21-Mar-2011	IC 001. US 001 005 006 010 026 046. G & S: Fabric protectant in the nature of sealant to preserve, protect and add to the life expectancy of interior automobile surfaces, namely, fabric surfaces on seats, doors and floors.	Registered	
PREMIER DEFENSE FABRIC PROTECTION	Premier Dealer Services, Inc.	4,162,080	19-Jun-2012	85272437	21-Mar-2011	IC 001. US 001 005 006 010 026 046. G & S: Fabric protectant in the nature of sealant to preserve, protect and add to the life expectancy of interior automobile surfaces, namely, fabric surfaces on seats, doors and floors.	Registered	
PREMIER DEFENSE UNDERCOATING	Premier Dealer Services, Inc.	4,165,524	26-Jun-2012	85272480	21-Mar-2011	IC 002. US 006 011 016. G & S: automobile undercoating to protect undercarriage against rust and to reduce cabin noise.	Registered	
PREMIER DEFENSE RUST PROOFING	Premier Dealer Services, Inc.	4,165,523	26-Jun-2012	85272474	21-Mar-2011	IC 002. US 006 011 016. G & S: rust inhibiting preparations in the nature of a coating for use on vehicles.	Registered	
PREMIER DEFENSE PAINT SEALANT	Premier Dealer Services, Inc.	4,165,522	26-Jun-2012	85272464	21-Mar-2011	IC 002. US 006 011 016. G & S: Paint sealant for exterior surface of a vehicle.	Registered	
PREMIER DEFENSE LEATHER & VINYL	Premier Dealer Services, Inc.	4,195,474	21-Aug- 2012	85272444	21-Mar-2011	IC 002. US 006 011 016. G & S: Protective coatings in the nature	Registered	

PROTECTION							of a sealant to preserve, protect and add to the life expectancy of interior automobile surfaces, namely, leather and vinyl surfaces such as seats, interior doors, and dashboards.	
PREMIER COLLECTION	Premier Dealer Services, Inc.	5,168,051	21-Mar-2017	86922666	29-Feb-2016	IC 036. US 100 101 102. G & S: Extended warranty services, namely, vehicle service contracts for purchasers of vehicles to cover repair or replacement of multiple vehicle components including but not limited to windshield repair, key replacement, wheel and tire repair, the removal of dents and or dings on the vehicle, and emergency roadside assistance.	Registered	
PREMIER PERFORMANCE	Premier Dealer Services, Inc.	5,368,224	02-Jan-2018	87323848	3-Feb-2017	IC 035. US 100 101 102. G & S: Provision and administration of vehicle service contracts for new and used vehicles which cover maintenance and repair services.	Registered	
PREMIER MEMBERGUARD	Premier Dealer Services, Inc.	5,541,876	14-Aug-2018	87330182	9-Feb-2017	IC 035. US 100 101 102. G & S: Provision and administration of	Registered	

						vehicle service contracts for new and used vehicles which cover maintenance and repair services. IC 036. US 100 101 102. G & S: Providing extended warranty services, namely, motor vehicle service contracts for new and used vehicles which cover motor vehicle maintenance and repair services.	
PREMIER FIRST SERVICES	Premier Dealer Services, Inc.	5,596,762	30-Oct-2018	87528135	14-Jul-2017	IC 036. US 100 101 102. G & S: Providing extended warranty services, namely, motor vehicle service contracts for new and used vehicles which cover exterior and interior care, guaranteed asset protection (GAP) waiver addendums, theft protection, roadside assistance and vehicle maintenance.	Registered
PREMIER DEFENSE EVR2 PAINT SEALANT	Premier Dealer Services, Inc.	5,638,052	25-Dec-2018	87958120	12-Jun-2018	IC 002. US 006 011 016. G & S: Paint sealant for exterior surface of a vehicle.	Registered
PREMIER DEALER SERVICES	Premier Dealer Services, Inc.	2,295,434	30-Nov-1999	75495388	3-Jun-1998	IC 035. US 100 101 102. G & S: Management and marketing of insurance and financial products of others for auto dealers; providing prospective auto buyer leads to automobile dealers. IC 036. US 100 101 102. G & S: Providing insurance and contract	Registered

TRADEMARK
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						marketing and administration services to automobile dealers.	
PREMIER DEALER SERVICES	Premier Dealer Services, Inc.	2,354,943	6-Jun-2000	75639006	11-Feb-1999	IC 036. US 100 101 102. G & S: Insurance administration in the field of residual value insurance, guaranteed auto protection, excess wear and tear protection, excess mileage protection, contingent and excess liability insurance, insurance verification and tracking, collateral protection insurance, blanket collateral protection insurance, job loss protection, vehicle service contracts, dealer finance reserve protection, gap insurance and related products for automobile dealers.	Registered
PREMIER FOR LIFE	Premier Dealer Services, Inc.	6,155,365	15-Sept-2020	88762075	16-Jan-2020	IC 035. US 100 101 102. G & S: Administration of customer loyalty program providing incentives to customers through repair and/or replacement of vehicle components and parts if the customer maintains their vehicle at the issuing automobile dealership.	Registered
PREMIER LEASE DEFENDER	Premier Dealer Services, Inc.	5,389,723	30-Jan-2018	87333221	13-Feb-2017	IC 036. US 100 101 102. G & S: Extended warranty services, namely, vehicle service contracts and waiver programs for lessees of vehicles to cover repair or reimbursement for excess wear	Registered

							and use and the removal of dents and or dings on the vehicle.	
DRIVER'S ULTIMATE PROTECTION	Advanced Protection Products International, Inc.	4,596,866	02-Sep-2014	86/181,430	31-Jan-2014	IC 036. US 100 101 102. G & S: Extended warranty services, namely, motor vehicle service contracts	Registered	
DEALERSHIP FOR LIFE	Dealer for Life, LLC	3,166,527	31-Oct-2006	78593767	23-Mar-2005	IC 035. US 100 101 102. G & S: Business and marketing consulting in the field of customer retention and loyalty programs for automobile dealerships.	Registered	
DEALERSHIP FOR LIFE	Dealer for Life, LLC	5,787,855	25-Jun-2019	88224468	11-Dec-2018	IC 035. US 100 101 102. G & S: Administration of a customer loyalty program which provides incentives and discounts to customers for maintaining their vehicles at an automobile dealership or other automobile service; Business consultation in the field of customer retention and loyalty programs for automobile dealerships relating to the provision of incentives and discounts to customers to maintain their vehicles at automobile dealerships; Marketing consultation in the field of customer retention and loyalty programs for automobile dealerships relating to the provision of incentives and	Registered	

							discounts to customers to maintain their vehicles at automobile dealerships.	
DRIVER'S ULTIMATE PROTECTION PLUS	Advanced Protection Products International, Inc.	6,422,0863	7/13/2021	90242274	08-Oct-2020	IC 036. US 100 101 102. G & S: Extended warranty services, namely, service contracts	Registered	

U.S. Trademark Applications

Mark	Owner	Filing Date	Serial No.	Goods/Services			Status
Premier CarCare	Premier Dealer Services, Inc.	14-Feb-2022	97265703	IC 037. US 100 103 106. G & S: Vehicle service contract administration, guaranteed auto protection, excess wear and tear protection, excess mileage protection, vehicle service contracts, anti-theft protection, gap insurance, and related products for automobile dealers			Pending
DRIVER'S ULTIMATE ADVANTAGE	Advanced Protection Products International, Inc.	22-Jan-2020	88769464	IC 036. US 100 101 102. G & S: Extended warranty services, namely, motor vehicle service contracts			Pending

State Trademark Registrations

NONE.

Non-U.S. Trademark Registrations

NONE.

Non-U.S. Trademark Applications

NONE.

Common Law Trademarks

NONE.

Licenses – Licenses/Sublicenses Of Guarantors As Licensor On Date Hereof

PDS:

1. Chem Etch Manufacturing Supply Agreement, effective March 7, 2011, between PDS and Chem Etch Manufacturing, Inc. for the following PDS trademarks: Premier Defense Paint Sealant, Premier Defense Leather & Vinyl Protection; Premier Defense Undercoating; Premier Defense Rust Proofing; Premier Defense EVR² Paint Sealant; Premier Defense EVR² Leather & Vinyl Protection; Premier Defense EVR² Fabric Protection.

- Remains in effect until termination by either party

2. Branding & Marketing Agreement, effective July 26, 2012, between PDS and the Impact Group, Inc.

- Worldwide, non-exclusive, royalty-free limited license to use, produce, distribute and incorporate PDS' trademarks in connection with the offering for sale of PDS' products by the Impact Group
- Remains in effect until terminated by PDS
- The Impact Group sells the following PDS products (and thus has a license to use the corresponding trademark): Lifetime Engine, Lifetime Powertrain, Premier Advantage, Premier Loyalty, Premier Loyalty Plus, Premier Loyalty Tire Rewards; Premier Maintenance Plan; Primary Choice; Premier Defense; Premier Defense EVR²; Premier Guard Theft Deterrent; Premier DataDots; Premier Essential; Premier Performance; Premier Classic; Key Program (if available)

3. The following agents and dealers are a party to the PDS template service mark license agreement (which grants them a license to use PDS' trademarked names of products):

Allietta Ford	Garavel Chrysler Dodge Jeep	Miracle Chrysler Dodge
Anthony's Chrysler Dodge Jeep North	Gateway Ford Lincoln Mercury	Murphy Nissan
Asbury Dealers	Graff Chevrolet	NA
Auto Gallery Holdings	Granite Hills Chevrolet	Nemet Motors
Autowest (Alleghen)	Holdiman Motor	Outten Kia
Billy Bender Chevrolet	Honda of Cleveland	Premier Chevrolet of Buena Park
Billy Bender Chrysler Jeep & Dodge	Intrepid Automotive Enterprise, Inc.	Smith Nissan
Brien Ford	Joseph Chevrolet	Southern States BDM
Bruner Auto Group	Ken Cox Ford	Southern States Imports, Inc
Bruner Chevrolet Buick GMC Cadillac	Kerry of Florence Nissan	Sterling Acura of Austin
CD Norberg	Kerry Toyota Scion	Sunrise Toyota
Charapp Freeport Ford Inc.	Larry Fannin Chevrolet Buick GMC of Morehead	Superior Auto Group
Choice Auto Sales	Larry Fannin's Family Ford	Superior Chevrolet
Classic Suzuki of Birmingham (Classic Suzuki LLC)	Laurel Chrysler Dodge Jeep Ram	Superior Chevrolet - Decatur
Conley Insurance	Laurel Ford Lincoln	Tewart Management
Dave Smith Ford LLC.	Laurel Nissan	Titan Dealer Group
Dealer Associates	Laurel Toyota	Toyota of Bowling Green
Desert Sun Group	Laurel Valley Motors	Toyota of Cleveland
Don Tester Ford	Lexus of Dayton	Toyota of Irving
Dow Lewis Motors	Martin Group	Tri-County Toyota
Equity Program Services	Matt Castrucci Honda	University Nissan of Boone
Equity Program Services, Inc.	Matt Castrucci Mazda	Vance Auto Group
Family Nissan	Matt Castrucci Nissan	Vic Koenig Chevrolet
Fletcher Chrysler	McCluskey Chevrolet	Zimmer Chrysler Dodge Jeep Ram
Frank Fletcher Ford Lincoln	McLoughlin Chevrolet	
G.O. Crivelli Automotive	Midwest Auto Store	

- Note that each of the licensing of trademark names of products to agents and dealers marketing the products is part of PDS' normal course of business. As such, the above list is subject to change.

Licenses – Licenses/sublicenses of Midwest Agency Services, Inc as Licensee on Date Hereof:

“OptionSoft” & OptionSoft One-Step”	OptionSoft Technologies and Midwest	7/7/06	Automatic 1 year renewals every July unless either party terminates
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SCHEDULE 2
to
PATENT AND TRADEMARK SECURITY AGREEMENT

Patents, Patent Applications and Patent Licenses

U.S. Patent Registrations

NONE.

U.S. Patent Applications

NONE.

Non-U.S. Patent Registrations

NONE.

Non-U.S. Patent Applications

NONE.

Licenses – Licenses/Sublicenses Of Guarantors As Licensor and/or Licensee On Date Hereof

NONE.