

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM862871

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Amerit Fleet Holdings, LLC		12/21/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	500 First Avenue		
Internal Address:	Commercial Loan Service Center/DCC		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15219		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5693718	DEDICATED TO THE RELENTLESS PURSUIT OF U	
Registration Number:	5647544	AMERIT FLEET SOLUTIONS	
Registration Number:	5632962	AMERIT	
Registration Number:	5687606	KEEP ON ROLLING	
Registration Number:	7205731	EV READY	
Registration Number:	7205732	EV ANYWHERE	
Serial Number:	97563172	EV ADVISOR GROUP	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2155695619		
Email:	pecsenye@blankrome.com		
Correspondent Name:	Timothy Pecsénye (KH 074658-20144)		
Address Line 1:	One Logan Square, 8th Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	074658-20144		
NAME OF SUBMITTER:	Timothy D. Pecsénye		

OP \$190.00 5693718

SIGNATURE:	/Timothy D. Pecsenty/
DATE SIGNED:	12/21/2023
Total Attachments: 5 source=EXECUTED - AR Trademark Security Agreement (SM_PNC_Amerit)(133974952.1)#page1.tif source=EXECUTED - AR Trademark Security Agreement (SM_PNC_Amerit)(133974952.1)#page2.tif source=EXECUTED - AR Trademark Security Agreement (SM_PNC_Amerit)(133974952.1)#page3.tif source=EXECUTED - AR Trademark Security Agreement (SM_PNC_Amerit)(133974952.1)#page4.tif source=EXECUTED - AR Trademark Security Agreement (SM_PNC_Amerit)(133974952.1)#page5.tif	

AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

THIS AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT (this "Agreement") made as of this 21st day of December, 2023, by AMERIT FLEET HOLDINGS, LLC, a Delaware limited liability company ("Grantor"), in favor of PNC BANK, NATIONAL ASSOCIATION, in its capacity as Collateral Agent for the Lenders party to the Credit Agreement (defined below) (herein, "Grantee"):

WITNESSETH

WHEREAS, Grantor, one or more of its affiliates, Grantee and the lenders identified therein are parties to that certain Second Amended and Restated Credit Agreement dated as of December 21, 2023 (as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), providing for extensions of credit to be made to Grantor (or one or more affiliates thereof) by Grantee and Lenders; and

WHEREAS, pursuant to the terms of that certain Amended and Restated Guarantee and Collateral Agreement dated as of December 21, 2023 by and among Grantor, one or more of its affiliates and Grantee (as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), Grantor has granted to Grantee, for the benefit of Secured Parties, a lien on, security interest in, pledge on and right of set-off against any and all right, title and interest in and to any and all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Collateral Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure payment and performance of the Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Collateral Agreement. The Credit Agreement and Collateral Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Collateral Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure payment and performance of the Obligations, Grantor hereby grants to Grantee, for the benefit of Secured Parties, and hereby reaffirms its prior grant pursuant to the Collateral Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

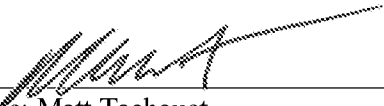
3. Governing Law. This Agreement is made under and governed by the internal laws of the State of New York without regard to conflicts of law principles (other than Sections 5-1401 and 5-1402 of the New York General Obligations Law).

4. Amendment and Restatement. This Agreement amends and restates but does not extinguish the obligations evidenced by that certain Trademark Security Agreement dated December 24, 2020 executed by Grantor in favor of Agent.

[Signature pages follow]


IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

AMERIT FLEET HOLDINGS, LLC

By: 
Name: Matt Tachouet
Title: Chief Financial Officer

Agreed and Accepted
As of the Date First Written Above

PNC BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: 
Name: PARAMESWAR SEVARAKRISHNAN
Title: SENIOR VICE PRESIDENT

Signature Page to Amended and Restated Trademark Security Agreement

TRADEMARK
REEL: 008297 FRAME: 0031

SCHEDULE 1

Trademark Applications and Registrations

Trademark	Status	Registration / Application) No.	Registration / Filing Date	Owner
DEDICATED TO THE RELENTLESS PURSUIT OF UPTIME	Registered	5693718	05-Mar-2019	Amerit Fleet Holdings LLC
AMERIT FLEET SOLUTIONS	Registered	5647544	08-Jan-2019	Amerit Fleet Holdings LLC
AMERIT	Registered	5632962	18-Dec-2018	Amerit Fleet Holdings LLC
KEEP ON ROLLING	Registered	5687606	26-Feb-2019	Amerit Fleet Holdings LLC
EV READY	Registered	7205731	31-Oct-2023	Amerit Fleet Holdings, LLC
EV ANYWHERE	Registered	7205732	31-Oct-2023	Amerit Fleet Holdings, LLC
EV ADVISOR GROUP	Pending	(97563172)	(24-Aug-2022)	Amerit Fleet Holdings, LLC