

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

TRANSAXLE LLC

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation- State: \_\_\_\_\_  
 Other Delaware limited liability company

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) 03/27/2013

- Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**Additional names, addresses, or citizenship attached?  Yes  
 NoName: Cole Taylor Bank

Internal

Address: \_\_\_\_\_

Street Address: 9550 West Higgins RoadCity: RosemontState: ILCountry: USAZip: 60018

- Association    Citizenship \_\_\_\_\_  
 General Partnership    Citizenship \_\_\_\_\_  
 Limited Partnership    Citizenship \_\_\_\_\_  
 Corporation    Citizenship Illinois banking corp  
 Other \_\_\_\_\_    Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s)

3,421,580

Additional sheet(s) attached?  Yes  No**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

The mark consists of the word TRANSAXLE in which a portion of the T is displayed in the design of a truck axle.

**5. Name & address of party to whom correspondence concerning document should be mailed:**Name: Renee Kelly

Internal Address: \_\_\_\_\_

Street Address: CT Lien Solutions  
4400 Easton Commons Way, SuiteCity: ColumbusState: Ohio                              Zip: 43219Phone Number: 614-280-3569Fax Number: 800-914-4240Email Address: renee.kelly@wolterskluwer.com**6. Total number of applications and registrations involved:**

1

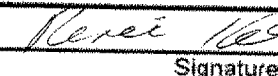
**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**  
Signature

03/27/2013

Date

Renee Kelly

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450**TRADEMARK****REEL: 004991 FRAME: 0526**

**GRANT OF SECURITY INTEREST IN TRADEMARKS**

WHEREAS, TRANSAXLE LLC, a Delaware limited liability company ("Grantor"), owns the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith, in each case set forth on Schedule A attached hereto; and

WHEREAS, COLE TAYLOR BANK, an Illinois banking corporation (the "Grantee"), desires to acquire a security interest in, and lien on, all of Grantor's right, title and interest in and to Grantor's trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Credit and Security Agreement, dated as of March 27, 2013, between the Grantor and the Grantee (as amended from time to time, the "**Credit Agreement**"), the Grantor hereby grants to the Grantee a security interest in, and a lien upon; all of Grantor's right, title and interest in and to (i) the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the "**Marks**") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Credit Agreement) of the Marks, (iii) all of the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Credit Agreement) of the Grantor and shall be effective as of the date of the Credit Agreement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Credit Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern.

*[signature page to follow]*

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest in Trademarks as of the date of the Credit Agreement.

**GRANTOR:**

TRANSAXLE LLC, a Delaware limited liability company

By:  \_\_\_\_\_

Name: David Gordon

Title: Chief Financial Officer

**GRANTEE:**

**COLE TAYLOR BANK,**  
an Illinois banking corporation

By: \_\_\_\_\_

Name: Cindy Jamroziak

Title: Senior Vice President

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest in Trademarks as of the date of the Credit Agreement.

**GRANTOR:**

TRANSAXLE LLC, a Delaware limited liability company

By: \_\_\_\_\_  
Name: David Gordon  
Title: Chief Financial Officer

**GRANTEE:**

**COLE TAYLOR BANK,**  
an Illinois banking corporation

By: Cindy Jamrozik  
Name: Cindy Jamrozik  
Title: Senior Vice President

**Schedule A - Trademarks**

<b>Country</b>	<b>Trademark</b>	<b>Registration #</b>	<b>Issue Date</b>	<b>Owner</b>
U.S.	The mark consists of the word TRANSAXLE in which a portion of the T is displayed in the design of a truck axle. Color is not claimed as a feature of the mark.	3421580	May 6, 2008	TransAxle LLC