

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM628702

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CONFIRMATION OF TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (R/F 4788/0355)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT		02/26/2021	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	TENNECO AUTOMOTIVE OPERATING COMPANY INC.
Street Address:	500 NORTH FIELD DR.
City:	LAKE FOREST
State/Country:	ILLINOIS
Postal Code:	60045
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	4064282	EXHAUST MATE
Registration Number:	4071468	EXHAUST-MATE
Serial Number:	85410737	MAD HOT
Registration Number:	3944164	MONROE BRAKES
Serial Number:	85311714	MONROE PROSOLUTION
Serial Number:	85311718	MONROE TOTAL SOLUTION
Serial Number:	85334131	PROSOLUTION
Registration Number:	3938112	SHOCKTOBER
Registration Number:	3919213	SOUND SOLUTION
Registration Number:	4047020	SOUNDFIT
Serial Number:	85334136	TOTAL SOLUTION
Registration Number:	3216666	TRUCK STAXX
Serial Number:	85128255	XNOX

CORRESPONDENCE DATA

Fax Number: 2124552502

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.

TRADEMARK

Phone: (212)455-2333
Email: ksolomon@stblaw.com
Correspondent Name: BOBBIE BURROWS, ESQ.
Address Line 1: SIMPSON THACHER & BARTLETT LLP
Address Line 2: 425 LEXINGTON AVENUE
Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 509265/2122

NAME OF SUBMITTER: BOBBIE BURROWS

SIGNATURE: /BB/

DATE SIGNED: 02/26/2021

Total Attachments: 4

source=IP Release - TM-4788-0355 (Executed)#page1.tif

source=IP Release - TM-4788-0355 (Executed)#page2.tif

source=IP Release - TM-4788-0355 (Executed)#page3.tif

source=IP Release - TM-4788-0355 (Executed)#page4.tif

**CONFIRMATION OF TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARK RIGHTS**

This CONFIRMATION OF TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Termination and Release"), dated as of February 26, 2021, from JPMORGAN CHASE BANK, N.A., a national banking association, as Administrative Agent (the "Administrative Agent"), to TENNECO AUTOMOTIVE OPERATING COMPANY INC., a Delaware corporation (the "Grantor").

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of March 22, 2012 (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Collateral Agreement"), Grantor pledged and granted to the Administrative Agent for the benefit of the Administrative Agent and the Lenders a continuing security interest (the "Security Interest") in all Intellectual Property, including the [Trademark] Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in United States Trademarks dated as of May 25, 2012, among the Administrative Agent and Grantor (the "Security Agreement"), Grantor, by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Administrative Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on May 25, 2012 at Reel 4788 and Frame 0355.

WHEREAS, the Administrative Agent terminated and released the entirety of its Security Interest in all collateral, including the Trademark Collateral, pursuant to the Pay-off Letter, dated as of October 1, 2018 (the "Pay-Off Letter")

WHEREAS, the Administrative Agent now desires to confirm its termination and release of the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Administrative Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of Grantor's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided or provided by reference in the Collateral Agreement and the Security Agreement. Capitalized terms used in this Termination and Release and not otherwise defined herein have the meanings provided or provided by reference in the Collateral Agreement and the Security Agreement.

2. Release of Security Interest. The Administrative Agent hereby confirms, without recourse, representation or warranty of any kind whatsoever, that the Pay-Off Letter terminated the Security Agreement and terminated, released and discharged its Security Interest in and to the Trademark Collateral, and any right, title or interest of the Administrative Agent in such Trademark Collateral thereby became null and void. Notwithstanding the foregoing, to the extent it is deemed that the Pay-Off Letter did not effect such termination, release and discharge, with this Termination and Release the Administrative Agent hereby, without recourse, representation or warranty of any kind whatsoever, terminates, releases and discharges its Security Interest in the Trademark Collateral, including, without limitation, the Trademarks referred to on Schedule A hereto.

3. Further Assurances. The Administrative Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably requested by the Grantor, at the Grantor's sole cost and expense, to more fully effectuate the release of the Security Interest contemplated hereby.

[Signature Page Follows]


IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A.

By: 
Name: Gene R. Riego de Dios
Title: Executive Director

Schedule A

Trademarks

#	Mark	Image	Application Number	Application Date	Registration Number	Registration Date
1.	EXHAUST MATE & Design		85/094,422	07/28/2010	4,064,282	11/29/2011
2.	EXHAUST- MATE		85/094,419	07/28/2010	4,071,468	12/13/2011
3.	MAD HOT		85/410,737	08/30/2011		
4.	MONROE BRAKES		85/106,942	08/13/2010	3,944,164	04/12/2011
5.	MONROE PROSOLUTION		85/311,714	05/04/2011		
6.	MONROE TOTAL SOLUTION		85/311,718	05/04/2011		
7.	PROSOLUTION		85/334,131	05/31/2011		
8.	SHOCKTOBER		85/132,384	09/17/2010	3,938,112	03/29/2011
9.	SOUND SOLUTION		85/028,597	05/03/2010	3,919,213	02/15/2011
10.	SOUNDFIT		85/227,485	01/27/2011	4,047,020	10/25/2011
11.	TOTAL SOLUTION		85/334,136	05/31/2011		
12.	TRUCK STAXX		78/832,504	03/08/2006	3,216,666	03/06/2007
13.	XNOX		85/128,255	09/13/2010		