

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM674012

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF CHANGE OF ADMINISTRATIVE AGENT AND COLLATERAL AGENT ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HPS Investment Partners, LLC		08/16/2021	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association		
Street Address:	50 South Sixth Street		
Internal Address:	Suite 1290		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5419294	DONLIN RECANO	
Registration Number:	5121723	D.F. KING	
Registration Number:	5116823	D.F. KING	
Registration Number:	5389341	D.F. KING	
Registration Number:	2658851	TAS	
Registration Number:	5588643	DONLIN RECANO	
Serial Number:	87236837	DOCULINKS	
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:	212-728-8000		
Email:	ipdept@willkie.com		
Correspondent Name:	Heather Schneider		
Address Line 1:	787 Seventh Avenue		
Address Line 4:	New York, NEW YORK 10019		
NAME OF SUBMITTER:	Heather Schneider		

CH \$190.00 5419294

SIGNATURE:	/Heather Schneider/
DATE SIGNED:	09/13/2021
Total Attachments: 7 source=AST Collateral Agent Assignment Agreement Final#page1.tif source=AST Collateral Agent Assignment Agreement Final#page2.tif source=AST Collateral Agent Assignment Agreement Final#page3.tif source=AST Collateral Agent Assignment Agreement Final#page4.tif source=AST Collateral Agent Assignment Agreement Final#page5.tif source=AST Collateral Agent Assignment Agreement Final#page6.tif source=AST Collateral Agent Assignment Agreement Final#page7.tif	

**NOTICE OF CHANGE OF ADMINISTRATIVE AGENT
AND COLLATERAL AGENT-
ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

August 16, 2021

WHEREAS, Armor Holdco, Inc. ("Holdings"), Armor Holding II LLC (the "Borrower"), and the Subsidiaries from time to time party hereto (each a "Grantor") own all right, title and interest in and to the Trademarks and Copyrights listed on Schedule A hereto (the "Intellectual Property");

WHEREAS, the Borrower, Holdings, the Lenders, HPS Investment Partners, LLC, as Administrative Agent and Collateral Agent (in such capacity, the "Existing Agent") and each other party named therein have entered into the Second Lien Credit Agreement, dated as of July 2, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified prior to July 27, 2021, the "Existing Credit Agreement"), pursuant to which the Lenders have agreed to extend credit to the Borrower subject to the terms and conditions therein;

WHEREAS, the Borrower, Holdings, Intermediate Holdings, the Existing Agent, the Successor Agent (as defined below) and each other party named therein have entered into that certain Successor Agent Agreement by and among the Borrower, Holdings, the other company entities party thereto, the Second Lien Parties (as defined therein), the Existing Agent and Wilmington Trust, National Association, dated as of July 27, 2021 (the "Successor Agent Agreement") (the Existing Credit Agreement, as amended and restated by the Successor Agent Agreement, the "Credit Agreement");

WHEREAS, in connection with the Credit Agreement, (a) the Grantors and the Existing Agent have entered into the Second Lien Trademark Security Agreement, dated as of July 2, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"), and (b) Grantors and the Existing Agent have entered into the Second Lien Copyright Security Agreement, dated as of July 2, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Copyright Security Agreement") (collectively, the "Intellectual Property Security Agreements")

WHEREAS, pursuant to the Intellectual Property Security Agreements, the Grantors have granted to the Existing Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to certain intellectual property of the Grantors, including the Trademark Collateral and Copyright Collateral under the Intellectual Property Security Agreements, and such security interest was recorded in the United States Patent and Trademark Office and the United States Copyright Office; and

WHEREAS, pursuant to the Successor Agent Agreement the Existing Agent ceases to be the Administrative Agent and Collateral Agent and is replaced by Wilmington Trust, National Association, as successor Administrative Agent and successor Collateral Agent (in such capacity, the "Successor Agent") under the Credit Agreement, the Intellectual Property Security Agreements and other loan documents;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree and confirm that:

1. All capitalized terms not defined herein have the definition given to them in the Credit Agreement and Intellectual Property Security Agreements.
2. HPS Investment Partners, LLC has ceased to be the Administrative Agent and Collateral Agent under the Credit Agreement and the Intellectual Property Security Agreements and other Loan Documents;
3. Wilmington Trust, National Association is now the Administrative Agent and Collateral Agent under the Credit Agreement, the Intellectual Property Security Agreements and other Loan Documents; and
4. Nothing herein shall be deemed to terminate or impair the continuity of the security interest in the Trademark Collateral and Copyright Collateral originally granted to the Existing Agent, which security interest is now succeeded by and transferred to Wilmington Trust, National Association in its capacity as the Successor Agent.

All other terms and conditions are more fully set out in the Successor Agent Agreement. Unless otherwise defined herein or the context otherwise requires, the terms used in this agreement shall have the meanings provided or provided by reference in the Successor Agent Agreement or the other loan documents.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

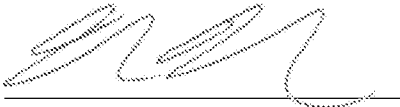
WILMINGTON TRUST, NATIONAL
ASSOCIATION, as the successor
Administrative Agent and Collateral
Agent

By: *Annmarie Warren*

Name: Annmarie Warren

Title: Banking Officer

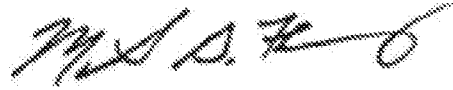
HPS Investment Partners, LLC,,
as existing Administrative Agent
and Collateral Agent

By: 

Name: Mark Rubenstein

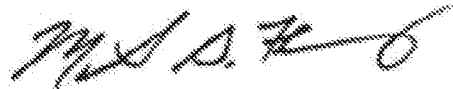
Title: Managing Director

Armor Holding II LLC,
as Borrower



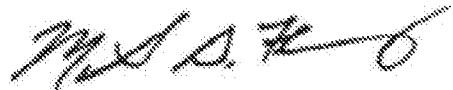
By: _____
Name: Martin G. Flanigan
Title: Authorized Signatory

Armor Holdco, Inc.,
as Holdings



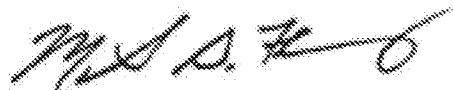
By: _____
Name: Martin G. Flanigan
Title: President and Chief Executive
Officer

D.F. King & Co., Inc.,
as Grantor



By: _____
Name: Martin G. Flanigan
Title: President

Donlin, Recano & Company, Inc.,
as Grantor



By: _____
Name: Martin G. Flanigan
Title: President

SCHEDULE A

Trademark Registrations and Applications

I. Trademarks

<u>Registered Owner</u>	<u>Mark</u>	<u>Registration Number</u>	<u>Expiration Date</u>
Donlin, Recano & Company, Inc.	DONLIN RECANO (Design)	5,419,294	03/06/2024
D.F. King & Co., Inc.	D.F. KING	5,121,723	01/17/2023
D.F. King & Co., Inc.	D.F. KING (Design)	5,116,823	01/10/2023
D.F. King & Co., Inc.	D.F. KING (Design)	5,389,341	01/30/2024
D.F. King & Co., Inc.	TAS (Design)	2,658,851	12/12/2022
Donlin, Recano & Company, Inc.	DONLIN RECANO	5,588,643	10/23/2024

II. Trademark Applications

<u>Registered Owner</u>	<u>Mark</u>	<u>Application Number</u>	<u>Date Filed</u>
Donlin, Recano & Company, Inc.	DOCULINKS (has since been abandoned)	87236837	11/15/2016
Donlin, Recano & Company, Inc.	DONLIN RECANO (has since registered as 5,588,643)	87236822	10/23/2024

III. Trademark Licenses

<u>Licensee</u>	<u>Licensor</u>	<u>Mark</u>	<u>Registration Number</u>	<u>Expiration Date</u>

Copyright Registrations and Applications

I. Copyrights

<u>Registered Owner</u>	<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>
Donlin, Recano & Company, Inc.	ACCLAIM software program	TX0003664374	09/08/1993
Donlin, Recano & Company, Inc.	A bankrupt C.	TXu000669148	01/17/1995
LINK Shareholder Services, LLC	AST Corporate Actions System	TX0008317400	07/27/2016

II. Copyright Applications

<u>Registered Owner</u>	<u>Title</u>	<u>Application Number</u>	<u>Date Filed</u>

III. Copyright Licenses

<u>Licensee</u>	<u>Licensor</u>	<u>Title</u>	<u>Registration Number</u>	<u>Expiration Date</u>