

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM690358

| | | | |
|---|---|--|----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Trans-System, Inc. | | 11/24/2021 | Corporation: INDIANA |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A. | | |
| Street Address: | 121 SW Morrison Street, Suite 1700 | | |
| City: | Portland | | |
| State/Country: | OREGON | | |
| Postal Code: | 97204 | | |
| Entity Type: | National Banking Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5120936 | LOADVISTA | |
| Registration Number: | 5478776 | DTS DRIVER TRAINING & SOLUTIONS | |
| Registration Number: | 5478772 | SYSTEM TRANSPORT | |
| Registration Number: | 5478774 | JAMES J. WILLIAMS BULK SERVICE TRANSPORT | |
| Registration Number: | 5473200 | TWT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 7044448847 | | |
| <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: | 213-457-9853 | | |
| Email: | ksaltrick@mcguirewoods.com | | |
| Correspondent Name: | McGuireWoods LLP | | |
| Address Line 1: | 355 S. Grand Avenue, Suite 4200 | | |
| Address Line 2: | Attention: J. Aufderhar, Esq. | | |
| Address Line 4: | Los Angeles, CALIFORNIA 90071 | | |
| NAME OF SUBMITTER: | Justin Aufderhar | | |
| SIGNATURE: | /s/ Justin Aufderhar | | |
| DATE SIGNED: | 11/24/2021 | | |
| Total Attachments: 7 | | | |

OP \$140.00 5120936

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

November 24, 2021

TRANS-SYSTEM, INC., an Indiana corporation ("Parent"), **SYSTEM TRANSPORT, INC.**, a Washington utility corporation ("System Transport"), **T-W TRANSPORT, INC.**, a Washington utility corporation ("TW"), **BULK SERVICE TRANSPORT, INC.**, an Indiana corporation ("Bulk Service"), **SYSTEM TWT TRANSPORTATION, LLC**, a Washington limited liability company ("System TWT"), **TSI EQUIPMENT LEASING, L.L.C.**, a Washington limited liability company ("TSI"), and **DRIVER TRAINING & SOLUTIONS, L.L.C.**, a Washington limited liability company ("Driver"; together with Parent, System Transport, TW, Bulk Service, System TWT, and TSI, each a "Debtor" and collectively "Debtor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., a national banking association ("Lender"), whose address is 121 SW Morrison Street, Suite 1700, Portland, Oregon 97204, a security interest in and to all of Debtor's right, title and interest in and to (i) the trademarks and trademark applications which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), (ii) a security interest in and to all of Debtor's right, title and interest in and to the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"), and (iii) a security interest in and to all of Debtor's right, title and interest in and to the copyrights and copyright applications which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor ("Copyrights"), together with the goodwill and assets of the business, as set forth in the Loan Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Loan, Guaranty and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among, Debtor, as obligors, the other obligors from time to time party thereto, and Lender, as security for the Obligations as set forth in the Loan Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Loan Agreement or otherwise. Capitalized terms that are undefined herein have the meanings ascribed thereto in the Loan Agreement.


The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.13 and 12.14 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office and the United States Copyright Office.

[Remainder of page intentionally left blank; signature pages follow.]


IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:


TRANS-SYSTEM, INC.,
an Indiana corporation

By: 
Name: Dennis Williams
Title: President


SYSTEM TRANSPORT, INC.,
a Washington utility corporation

By: 
Name: Dennis Williams
Title: President

T-W TRANSPORT, INC.,
a Washington utility corporation

By: 
Name: Dennis Williams
Title: President

BULK SERVICE TRANSPORT, INC.,
an Indiana corporation

By: 
Name: Dennis Williams
Title: President

SYSTEM TWT TRANSPORTATION, LLC,
a Washington limited liability company

By: TRANS-SYSTEM, INC., an Indiana corporation
Its: sole Member and Manger

By: 
Name: Dennis Williams
Title: President


TSI EQUIPMENT LEASING, L.L.C.,
a Washington limited liability company

By: TRANS-SYSTEM, INC., an Indiana
corporation

Its: sole Member Signed by:

By: 
Name: Dennis Williams
Title: President

DRIVER TRAINING & SOLUTIONS, L.L.C.,
a Washington limited liability company

By: 
Name: Dennis Williams
Title: President

LENDER:

BANK OF AMERICA, N.A.,

By: 

Name: Brett German

Title: Senior Vice President

MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(TRANS-SYSTEM)
SIGNATURE PAGE

TRADEMARK

REEL: 007506 FRAME: 0013

EXHIBIT A

TRADEMARKS

Trademark Registrations

| <u>Country/State</u> | <u>Debtor</u> | <u>Mark</u> | <u>Reg. No.</u> |
|----------------------|--------------------|---|-----------------|
| United States | Trans-System, Inc. | LOADVISTA | 5120936 |
| United States | Trans-System, Inc. | DTS DRIVER TRAINING & SOLUTIONS | 5478776 |
| United States | Trans-System, Inc. | SYSTEM TRANSPORT | 5478772 |
| United States | Trans-System, Inc. | JAMES J. WILLIAMS BULK SERVICE TRANSPORT | 5478774 |
| United States | Trans-System, Inc. | TWT | 5473200 |

Trademark Applications

| <u>Country/State</u> | <u>Debtor</u> | <u>Mark</u> | <u>Application No.</u> |
|----------------------|--------------------|-------------|------------------------|
| California | Trans-System, Inc. | LOADVISTA | 1781902 |

EXHIBIT B

PATENTS

Patent Registrations

| <u>Country</u> | <u>Debtor</u> | <u>Patent Numbers</u> |
|----------------|---------------|-----------------------|
| None | | |

Patent Applications

| <u>Country</u> | <u>Debtor</u> | <u>Patent Application No.</u> | <u>Publication No.</u> |
|----------------|---------------|-------------------------------|------------------------|
| None | | | |

EXHIBIT C

Copyrights

Copyright Registrations

| <u>Country</u> | <u>Debtor</u> | <u>Title</u> | <u>Registration Number</u> |
|----------------|---------------|--------------|----------------------------|
| None | | | |

Copyright Applications

| <u>Debtor</u> | <u>Copyright Application Number</u> | <u>Filing Date</u> |
|---------------|-------------------------------------|--------------------|
| None | | |