

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM698800

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AAAG-Ohio, LLC		12/30/2021	Limited Liability Company: DELAWARE
Liquid Motors Inc.		12/30/2021	Corporation: DELAWARE
America's Auto Auction Virginia, Inc.		12/30/2021	Corporation: VIRGINIA
Automotive Remarketing Group, Inc.		12/30/2021	Corporation: TEXAS

RECEIVING PARTY DATA

Name:	JEFFERIES FINANCE LLC, as Second Lien Collateral Agent
Street Address:	520 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2473486	"WHERE DEALERS GO FOR ANSWERS"
Registration Number:	3114149	LIQUID MOTORS
Registration Number:	3157732	M
Registration Number:	4957341	ABC VIRGINIA
Registration Number:	5107839	AMERICA'S AUTO AUCTION INC.

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 800-494-5225

Email: ipteam@cogencyglobal.com

Correspondent Name: Stewart Walsh

Address Line 1: 1025 Connecticut Ave NW, Suite 712

Address Line 2: COGENCY GLOBAL Inc.

TRADEMARK

Address Line 4:	Washington, D.C. 20036
ATTORNEY DOCKET NUMBER:	1560029 TM 2
NAME OF SUBMITTER:	Jeffrey M. Negron
SIGNATURE:	/Jeffrey M. Negron/
DATE SIGNED:	12/30/2021
Total Attachments: 4 source=XLerate - 2L Trademark Security Agreement (w. USPTO Cover)#page3.tif source=XLerate - 2L Trademark Security Agreement (w. USPTO Cover)#page4.tif source=XLerate - 2L Trademark Security Agreement (w. USPTO Cover)#page5.tif source=XLerate - 2L Trademark Security Agreement (w. USPTO Cover)#page6.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged each of AAAG-OHIO, LLC, a Delaware limited liability company, LIQUID MOTORS INC., a Delaware corporation, AMERICA'S AUTO AUCTION VIRGINIA, INC., a Virginia corporation, and AUTOMOTIVE REMARKETING GROUP, INC., a Texas corporation (each, a "Grantor"), each with principal offices at 10333 N Meridian Street, Suite 200, Carmel, Indiana 46290, hereby grants to JEFFERIES FINANCE LLC, as Second Lien Collateral Agent, with principal offices at 520 Madison Avenue, New York, New York 10022 (the "Grantee"), a continuing security interest in (i) all of such Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (excluding, for clarity, any "intent to use" trademark application for which a statement of use has not been filed with or accepted by the USPTO) (collectively, the "Marks"), (ii) all rights and privileges arising under applicable law with respect to such Grantor's use of the Marks, (iii) all reissues, continuations, extensions and renewals of the Marks and amendments thereto, (iv) income, fees, royalties, damages and payments now and hereafter due and/or payable with respect to any of the Marks, including damages, claims and payments for past, present or future infringements of the Marks, (v) all rights corresponding to the Marks throughout the world, (vi) all the goodwill of the business with which the Marks are associated and (vii) rights to sue for past, present and future infringements or dilutions of the Marks or other injuries thereto.

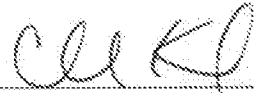
THIS GRANT is made to secure the payment or performance, as the case may be, in full of the Secured Obligations, as such term is defined in the Second Lien Pledge and Security Agreement, dated as of December 30, 2021 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "Second Lien Pledge and Security Agreement"), by and among the Grantors, the other grantors from time to time party thereto and the Grantee.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Second Lien Pledge and Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Second Lien Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Second Lien Pledge and Security Agreement, the provisions of the Second Lien Pledge and Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Grant as of the date first written above.

AAAG-OHIO, LLC

By: 
Name: Charles Kunkel
Title: Chief Financial Officer and Secretary

LIQUID MOTORS, INC.

By: 
Name: Charles Kunkel
Title: Chief Financial Officer and Secretary

AUTOMOTIVE REMARKETING GROUP, INC.

By: 
Name: Charles Kunkel
Title: Chief Financial Officer and Secretary



AMERICA'S AUTO AUCTION VIRGINIA, INC.

By: 
Name: Charles Kunkel
Title: Chief Financial Officer and Secretary

JEFFERIES FINANCE LLC, as Second Lien
Collateral Agent

By:  _____
Name: Brian Buoye
Title: Managing Director

Schedule A

Owner	Mark	Jurisdiction	Registration No.	Registration Date	Status
AAAG-Ohio, LLC	"WHERE DEALERS GO FOR ANSWERS" "Where Dealers Go For Answers"	United States of America	2473486	July 31, 2001	Registered (Renewed)
LIQUID MOTORS INC.	LIQUID MOTORS LIQUID MOTORS	United States of America	3114149	July 11, 2006	Registered (Renewed)
LIQUID MOTORS INC.	M and Design 	United States of America	3157732	October 17, 2006	Registered (Renewed)
America's Auto Auction Virginia, Inc.	ABC Virginia	United States of America	4957341	May 10, 2016	Registered (Renewed)
Automotive Remarketing Group, Inc.		United States of America	5107839	December 27, 2016	Registered (Renewed)