

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM352264

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		08/21/2015	CORPORATION:

RECEIVING PARTY DATA

Name:	Antares Capital LP
Street Address:	500 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661
Entity Type:	CORPORATION ILLINOIS limited partnership - Delaware

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2454747	B
Registration Number:	1708001	BIKINI
Registration Number:	2003063	SUNPORT
Registration Number:	2381548	PAVEMENT ENDS
Registration Number:	2036708	SUPERTOP
Registration Number:	3643463	ROUGH RIDER
Registration Number:	2922372	SUNRIDER
Registration Number:	3166123	B BESTOP
Registration Number:	880794	BESTOP
Registration Number:	3799847	POWERBOARD
Registration Number:	4012715	TREKSTEP
Registration Number:	1656753	INSTATRUNK
Serial Number:	85597704	BESTOP
Serial Number:	86427959	TREKTOP

OP \$365.00 2454747

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.

Email:	ssexton@kslaw.com
Correspondent Name:	King & Spalding
Address Line 1:	1180 Peachtree Street NE
Address Line 4:	Atlanta, GEORGIA 30309
ATTORNEY DOCKET NUMBER:	09636.015105
NAME OF SUBMITTER:	Sally Sexton
SIGNATURE:	/sallysexton/
DATE SIGNED:	08/21/2015
Total Attachments: 7	
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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**Assignment**”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, Bestop, Inc. (f/k/a BT Operating Company, Inc.), as “Grantor”, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: M Mehta
Name: MEENAL MEHTA
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: M Mehta
Name: MEENAL MEHTA
Its: Duly Authorized Signatory

EXHIBIT A

Patent Security Agreement dated as of July 30, 2015 and filed with the United States Patent and Trademark Office on July 30, 2015 at Reel 32616, Frame 914.

Trademark Security Agreement dated as of July 30, 2015 and filed with the United States Patent and Trademark Office on July 30, 2015 at Reel 5588, Frame 278.

EXHIBIT B

Patent Registrations

REGISTERED PATENTS AND PATENT APPLICATIONS

<u>Status</u>	<u>File Date</u>	<u>Serial #</u>	<u>Issue Date</u>	<u>Patent #</u>	<u>Title</u>	<u>Grantor</u>
ISSUED	10/20/1995	546410	3/10/1998	5725273	Vehicle Roof Assembly With Removable And Storable Cockpit Cover	BT Operating Company, Inc. ²
ISSUED	10/20/1995	546500	11/18/1997	5687895	Interlocking Arrangement Of Storage Boxes For A Sport Utility Vehicle	BT Operating Company, Inc. ²
ISSUED	10/22/1997	08/955959	9/7/1999	5947546	Apparatus For Attaching A Soft Top To A Motor Vehicle	BT Operating Company, Inc. ²
ISSUED	10/22/1997	08/955653	6/13/2000	6073989	Removable Door Frame For A Motor Vehicle	BT Operating Company, Inc. ²
ISSUED	10/22/1997	08/956199	3/14/2000	6036256	Window Assembly For A Motor Vehicle	BT Operating Company, Inc. ²
ISSUED	10/22/1997	08/955667	10/2/2001	6295713	Method For Attaching A Soft Top To A Motor Vehicle Body	BT Operating Company, Inc. ²
ISSUED	1/28/2004	10/766615	12/7/2004	6827391	Sport Utility Soft Top With Removable Panels	BT Operating Company, Inc. ²
ISSUED	11/1/1999	29/113238	8/13/2002	D461436 S	Wheel Flare For A Sport Utility Vehicle	BT Operating Company, Inc. ²
ISSUED	10/26/2001	10/032854	9/28/2004	6796466	Spare Tire Carrier For A Vehicle (Reinforcing Support For The Spare Tire Of A Sport Utility Vehicle)	BT Operating Company, Inc. ²
ISSUED	10/24/2001	29/153876	1/28/2003	D469421	Dual Speaker Box (Sound Bar)	BT Operating Company, Inc. ²

Status	File Date	Serial #	Issue Date	Patent #	Title	Grantor
ISSUED	10/29/2002	10/282427	2/10/2004	6688668	Retainer System For Vehicle Soft Tops And Tonneau Covers	BT Operating Company, Inc. ²
ISSUED	10/26/2001	29/152789	5/6/2003	D 474145 S	Half Top With A Pivoting Sunroof	BT Operating Company, Inc. ²
ISSUED	10/25/2002	29/169753	11/11/2003	D481987	Removable Hardtop For A Sport Utility Vehicle	BT Operating Company, Inc. ²
ISSUED	10/31/2003	29/193035	3/1/2005	D502440	Overhead Console For Asport Utility Vehicle	BT Operating Company, Inc. ²
ISSUED	3/19/2004	10/804716	4/18/2006	7029052	Convertible Soft Top For A Sport Utility Or Similar Vehicle	BT Operating Company, Inc. ²
ISSUED	10/28/2004	29/216236	2/20/2007	D537031	Convertible Soft Top For A Sport Utility Or Similar Vehicle	BT Operating Company, Inc. ²
ISSUED	2/14/1997	08/801813	5/23/2000	6065794	Security Enclosure Foropen Deck Vehicles	BT Operating Company, Inc. ²
ISSUED	10/27/2008	12/259109	01/01/2013	8342550	Adjustable step arrangement for a vehicle	BT Operating Company, Inc.
ISSUED	12/2/2008	12/326407	3/22/2011	7909394	Foldable/Stowable Roof System	BT Operating Company, Inc. ²
ISSUED	11/14/2008	12/291891	1/11/2011	7866730	Thermoformed Twinsheet Molded Vehicle Door System	BT Operating Company, Inc. ²
ISSUED	10/17/2008	12/288240	10/26/2010	7819460	Serviceable Fabric Assembly For Convertible Of A Motor Vehicle	BT Operating Company, Inc. ²
ISSUED	6/22/2009	12/456729	5/29/2012	8186740	Cable Tonneau System	BT Operating Company, Inc. ²
ISSUED	10/29/2009	12/589850	8/9/2011	7992919	Lift Assist System	BT Operating Company, Inc. ²
ISSUED	2/11/2011	12/931807	8/6/2013	8500188	Planar Zippering cornering Design	BT Operating Company, Inc. ²
ISSUED	7/28/2010	12/804730	4/3/2012	8146981	Cable Roll Up Tonneau	BT Operating Company, Inc. ²
ISSUED	10/22/2010	12/925479	1/21/2014	8631543	Zipper Pre Gather Device	BT Operating Company, Inc. ²

<u>Status</u>	<u>File Date</u>	<u>Serial #</u>	<u>Issue Date</u>	<u>Patent #</u>	<u>Title</u>	<u>Grantor</u>
ISSUED	10/21/2011	13/317562	9/16/2014	8833782	Independent Running Board Actuation	BT Operating Company, Inc. ²
ISSUED	4/26/2013	13/881911	9/30/2014	8845005	Openable Roof For A Vehicle Previously: Captive Track Motion	BT Operating Company, Inc. ²
PENDING/PUB	10/14/2013	14/053266	Not applicable	Not applicable	Sliding / Folding Soft Top Assembly For Suv	BT Operating Company, Inc. ²
ISSUED	10/24/1996	08/738994	11/2/1999	5975618	Vehicle Tonneau Cover Clamp	BT Operating Company, Inc. ²
PENDING/PUB	11/14/2013	14/079881	3/15/2015	8973970	Composite Soft Top Assembly For Suv Both 2 And 4 Door	BT Operating Company, Inc. ²
PENDING/PUB	3/21/2014	14/222156	Not applicable	Not applicable	Zipper Less Removable Windows For A Folding Suv Soft Top	BT Operating Company, Inc. ²
PENDING/PUB	4/2/2014	14/243359	Not applicable	Not applicable	Soft Freedom Panel Replacement Top	BT Operating Company, Inc. ²
PENDING	5/23/2014	Not applicable	Not applicable	Not applicable	Integrated Rod Attachment Bikini	BT Operating Company, Inc. ²
PENDING PROV.	7/29/2014	62/030414	Not applicable	Not applicable	Universal Powerboard Linkage Mounting Bar	BT Operating Company, Inc. ²
PENDING PROV.	9/3/2014	62/045197	Not applicable	Not applicable	Deployable Tailgate Storage Bag For Suv	BT Operating Company, Inc. ²
PENDING PROV.	3/27/2015	62/139,100	Not applicable	Not applicable	Universal Powerboard Linkage	BT Operating Company, Inc. ²
PENDING PROV.	4/15/2015	62/147,856	Not applicable	Not applicable	Cable Tonneau Cover	BT Operating Company, Inc. ²

Trademark Registrations

REGISTERED TRADEMARKS AND APPLICATIONS

<u>Mark</u>	<u>Application No.</u>	<u>File Date</u>	<u>Reg. Date</u>	<u>Reg. No.</u>	<u>Status</u>	<u>Grantor</u>
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<u>Mark</u>	<u>Application No.</u>	<u>File Date</u>	<u>Reg. Date</u>	<u>Reg. No.</u>	<u>Status</u>	<u>Grantor</u>
B DESIGN	75/832,991	10/28/1999	5/29/2001	2,454,747	Registered	BT Operating Company, Inc. 2
BIKINI	74/166,438	5/14/1991	8/18/1992	1,708,001	Registered	BT Operating Company, Inc. 2
SUNPORT	75/003,868	10/10/1995	9/24/1996	2,003,063	Registered	BT Operating Company, Inc. 2
PAVEMENT ENDS	75/832,990	10/28/1999	8/29/2000	2,381,548	Registered	BT Operating Company, Inc. 2
SUPERTOP	75/003,861	10/10/1995	2/11/1997	2,036,708	Registered	BT Operating Company, Inc. 2
ROUGH RIDER	77/627,850	12/5/2008	6/23/2009	3,643,463	Registered	BT Operating Company, Inc. 2
BESTOP	85/597,704	4/13/2012	Not applicable	Not applicable	Pending	BT Operating Company, Inc. 2
SUN RIDER Design	76/570,540	12/4/2003	2/1/2005	2,922,372	Registered	BT Operating Company, Inc. 2
BESTOP & B Design	78/449,698	7/13/2004	10/31/2006	3,166,123	Registered	BT Operating Company, Inc. 2
BESTOP Design	72/309,020	10/7/1968	11/18/1969	880,794	Registered	BT Operating Company, Inc. 2
POWERBOARD	76/688,883	4/23/2008	6/8/2010	3,799,847	Registered	BT Operating Company, Inc. 2
TREKSTEP	76/703,290	6/8/2010	8/16/2011	4,012,715	Registered	BT Operating Company, Inc. 2
INSTATRUNK	74/062,117	5/24/1990	9/10/1991	1,656,753	Registered	BT Operating Company, Inc. 2
TREKTOP	86/427,959	10/20/2014	Not applicable	Not applicable	Pending	BT Operating Company, Inc. 2

Assignment of Intellectual Property Security Agreement