

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM359323

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BPI Holdings International, Inc.		10/15/2015	CORPORATION: DELAWARE
Brake Parts Inc LLC		10/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	901 Main Street		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75202		
<b>Entity Type:</b>	NATIONAL ASSOCIATION: BANK: UNITED STATES		
<b>PROPERTY NUMBERS Total: 30</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86073244	ELEMENT3	
<b>Serial Number:</b>	74144244	AIMCO	
<b>Serial Number:</b>	73616317	BRAKE-PRO	
<b>Serial Number:</b>	78562492	BRAKEPRO	
<b>Serial Number:</b>	74702497	BRUTESTOP	
<b>Serial Number:</b>	85056484	CERAMIC MAXIMUM STOPPING POWER AND SAFET	
<b>Serial Number:</b>	74293105	CM	
<b>Serial Number:</b>	74293106	CM 18	
<b>Serial Number:</b>	85851412	EHT	
<b>Serial Number:</b>	78398430	FRICTION READY	
<b>Serial Number:</b>	86073219	GREY FUSION 4.0	
<b>Serial Number:</b>	85056489	OE-MATCHED ENGINEERED TO RESTORE FACTORY	
<b>Serial Number:</b>	75836481	QS	
<b>Serial Number:</b>	86133993	RPT RUST PREVENTION TECHNOLOGY	
<b>Serial Number:</b>	85056478	THE TECHNICIAN'S CHOICE SINCE 1902	
<b>Serial Number:</b>	74285618	INTEGRABLOK	
<b>Serial Number:</b>	86404289	RAYLIANT	
<b>Serial Number:</b>	86404274	RAYLIANT RELIABLE STOPPING POWER	
<b>TRADEMARK</b>			

CH \$765.00 86073244

Property Type	Number	Word Mark
Serial Number:	86438050	RELIANT
Serial Number:	86438058	RELIANT RELIABLE STOPPING POWER
Serial Number:	85136753	R-300
Serial Number:	85035182	ACE RAYBESTOS ADVANCED CERTIFIED EDUCATI
Serial Number:	78867831	ADVANCED TECHNOLOGY
Serial Number:	78867879	PROFESSIONAL GRADE
Serial Number:	77532696	RAYBESTOS
Serial Number:	85058522	RAYBESTOS SAFETY FIRST ENGINEERING RESEA
Serial Number:	77861360	RAYBESTOS THE CHOICE IN CHASSIS
Serial Number:	71494360	RAYBESTOS
Serial Number:	78867828	SERVICE GRADE
Serial Number:	75546682	THE BEST IN BRAKES

**CORRESPONDENCE DATA**

**Fax Number:** 2127557306

*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:** 212.326.3939

**Email:** NYTEF@JONESDAY.COM

**Correspondent Name:** Beth D. Vogel

**Address Line 1:** 222 East 41st Street

**Address Line 4:** New York, NEW YORK 10017

**ATTORNEY DOCKET NUMBER:** 739326-605025

**NAME OF SUBMITTER:** Beth D. Vogel

**SIGNATURE:** /Beth D. Vogel/

**DATE SIGNED:** 10/20/2015

**Total Attachments: 6**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office  
USPTO Madison Building  
600 Dulany Street  
Alexandria, VA 22314

Ladies and Gentlemen:


Please be advised that pursuant to the Security Agreement dated as of October 15, 2015 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantors have granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

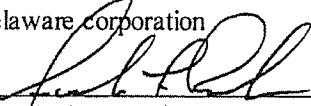
[Signature Pages Follow]

Very truly yours,                      - -

BRAKE PARTS INC LLC,  
a Delaware limited liability company

By:   
Name: Phillip James Cutting  
Title: Chief Financial Officer

BPI HOLDINGS INTERNATIONAL, INC.,  
a Delaware corporation

By:   
Name: Andrew Brooks  
Title: Global Treasurer

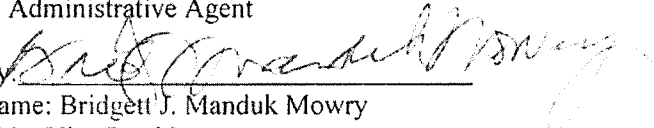
*[Signature Page to Notice of Grant of Security Interest in Trademarks]*

NAI- 1500579035v3

**TRADEMARK**  
**REEL: 005649 FRAME: 0252**

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By 

Name: Bridgett J. Manduk Mowry  
Title: Vice President

*[Signature Page to Notice of Grant of Security Interest in Trademarks]*

NAI-1500579035v3

**TRADEMARK**  
**REEL: 005649 FRAME: 0253**

**SCHEDULE 1****Trademarks**

Mark Name	Owner Name	Country	Status	Appln #	File Date	Reg #	Reg Date
ELEMENT3	Brake Parts Inc LLC	US	Allowed	86/073,244	09/24/2013		
AIMCO	Brake Parts Inc LLC	US	Registered	74/144,244	03/04/1991	1,670,175	12/31/1991
BRAKE-PRO	Brake Parts Inc LLC	US	Registered	73/616,317	08/25/1986	1,464,501	11/10/1987
BRAKEPRO & Design	Brake Parts Inc LLC	US	Registered	78/562,492	02/08/2005	3,161,658	10/24/2006
BRUTESTOP	Brake Parts Inc LLC	US	Registered	74/702,497	06/12/1995	1,984,124	07/02/1996
CERAMIC MAXIMUM STOPPING POWER AND SAFETY	Brake Parts Inc LLC	US	Registered	85/056,484	06/07/2010	3,956,166	05/03/2011
CM	Brake Parts Inc LLC	US	Aband Inst	74/293,105	07/10/1992	1,809,026	12/07/1993
CM 18	Brake Parts Inc LLC	US	Aband Inst	74/293,106	07/10/1992	1,807,355	9/07/1993
EHT	Brake Parts Inc LLC	US	Registered	85/851,412	02/15/2013	4,539,285	05/27/2014
FRICION READY	Brake Parts Inc LLC	US	Registered	78/398,430	04/08/2004	3,017,490	11/22/2005
GREY FUSION 4.0	Brake Parts Inc LLC	US	Allowed	86/073,219	09/24/2013		
OE-MATCHED ENGINEERED TO RESTORE FACTORY PERFORMANCE	Brake Parts Inc LLC	US	Registered	85/056,489	06/07/2010	3,952,852	04/26/2011
QS	Brake Parts Inc LLC	US	Registered	75/836,481	11/01/1999	2,401,955	11/07/2000
RPT RUST PREVENTION TECHNOLOGY	Brake Parts Inc LLC	US	Allowed	86/133,993	12/03/2013		
THE TECHNICIAN'S CHOICE SINCE	Brake Parts Inc LLC	US	Registered	85/056,478	06/07/2010	3,956,011	05/03/2011

Mark Name	Owner Name	Country	Status	Appln #	File Date	Reg #	Reg Date
1902							
INTEGRABLOK	Brake Parts Inc LLC	US	Aband Inst	74/285,618	06/17/1992	1,807,354	11/30/1993
RAYLIANT (STYLIZED)	BPI Holdings International, Inc.	US	Pending	86/404,289	09/24/2014		
RAYLIANT RELIABLE STOPPING POWER	BPI Holdings International, Inc.	US	Pending	86/404,274	09/24/2014		
RELIANT	Brake Parts Inc LLC	US	Registered	86/438,050	10/29/2014	4,755,891	06/16/2015
RELIANT RELIABLE STOPPING POWER	Brake Parts Inc LLC	US	Published	86/438,058	10/29/2014		
R-300	BPI Holdings International, Inc..	US	REGISTERED	85/136,753	09/23/2010	4,017,135	08/23/2011
ACE RAYBESTOS ADVANCED CERTIFIED EDUCATION BRAKE & CHASSIS	BPI Holdings International, Inc.	US	REGISTERED	85/035,182	05/11/2010	4,013,435	08/16/2011
ADVANCED TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	78/867,831	04/24/2006	3,270,579	07/24/2007
PROFESSIONAL GRADE	BPI Holdings International, Inc.	US	REGISTERED	78/867,879	04/24/2006	3,289,238	09/04/2007
RAYBESTOS	BPI Holdings International, Inc.	US	REGISTERED	77/532,696	07/28/2008	4,019,799	08/30/2011
RAYBESTOS SAFETY FIRST ENGINEERING RESEARCHED TESTED PROVEN & Design	BPI Holdings International, Inc.	US	REGISTERED	85/058,522	06/09/2010	4,013,577	08/16/2011
RAYBESTOS THE CHOICE IN	BPI Holdings International,	US	REGISTERED	77/861,360	10/30/2009	3,813,596	07/06/2010

Mark Name	Owner Name	Country	Status	Appln #	File Date	Reg #	Reg Date
CHASSIS & Design	Inc.						
RAYBESTOS	BPI Holdings International, Inc.	US	REGISTER ED	71/494,360	01/05/1946	422,723	08/06/1946
SERVICE GRADE	BPI Holdings International, Inc.	US	REGISTER ED	78/867,828	04/24/2006	3,299,936	09/25/2007
THE BEST IN BRAKES	BPI Holdings International, Inc.	US	REGISTER ED	75/546,682	09/02/1998	2,562,738	04/23/2002