

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM554424

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BPI Holdings International, Inc.		12/20/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	555 California Street, 4th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Serial Number:	88493736	RAYBESTOS THE BEST IN BRAKES	
Serial Number:	88493729	RAYBESTOS	
Serial Number:	88151048		
Serial Number:	87980300	R	
Serial Number:	87979646	BRAKEPRO	
Serial Number:	87977236	R	
Serial Number:	87976997	OPTI-CAL	
Serial Number:	87765390	BRAKEPRO	
Serial Number:	87423179	BRAKEPRO	
Serial Number:	87325987	R	
Serial Number:	87271842	RAYBESTOS	
Serial Number:	86982418	RPT RUST PREVENTION TECHNOLOGY	
Serial Number:	86982184	RPT RUST PREVENTION TECHNOLOGY	
Serial Number:	86975860	ELEMENT3	
Serial Number:	86438058	RELIANT RELIABLE STOPPING POWER	
Serial Number:	86438050	RELIANT	
Serial Number:	86073244	ELEMENT3	
Serial Number:	86073219	GREY FUSION 4.0	
Serial Number:	85851412	EHT	

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Property Type	Number	Word Mark
Serial Number:	85136753	R-300
Serial Number:	85058522	RAYBESTOS SAFETY FIRST ENGINEERING RESEA
Serial Number:	85056489	OE-MATCHED ENGINEERED TO RESTORE FACTORY
Serial Number:	85056484	CERAMIC MAXIMUM STOPPING POWER AND SAFET
Serial Number:	85056478	THE TECHNICIAN'S CHOICE SINCE 1902
Serial Number:	78867879	PROFESSIONAL GRADE
Serial Number:	78867831	ADVANCED TECHNOLOGY
Serial Number:	78867828	SERVICE GRADE
Serial Number:	78398430	FRICION READY
Serial Number:	77532696	RAYBESTOS
Serial Number:	75836481	QS
Serial Number:	75546682	THE BEST IN BRAKES
Serial Number:	74144244	AIMCO

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: 214.969.4841

Email: NYTEF@jonesday.com

Correspondent Name: Christopher A. Buxton

Address Line 1: 250 Vesey Street

Address Line 4: New York, NEW YORK 10281-1047

ATTORNEY DOCKET NUMBER:	739326-605035
NAME OF SUBMITTER:	Christopher A. Buxton
SIGNATURE:	/Christopher A. Buxton/
DATE SIGNED:	12/20/2019

Total Attachments: 7

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

600 Dulany Street
Madison East, Concourse Level
Alexandria, VA 22314

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Pledge and Security Agreement dated as of December 20, 2019 (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 a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Grantor has 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 Grantor 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,

BPI HOLDINGS INTERNATIONAL, INC.,
a Delaware corporation

By: Phillip James Cutting

Name: Phillip James Cutting

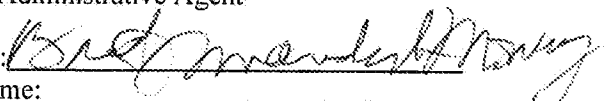
Title: Chief Financial Officer

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

TRADEMARK
REEL: 006823 FRAME: 0616

Acknowledged and Accepted:

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

By: 

Name:




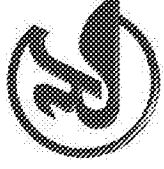
Title: **Bridgett J. Manduk Mowry**
Vice President





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

TRADEMARK
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SCHEDULE 1

Trademarks

Mark Name	Owner Name	Country	Status	App No.	File Date	Reg. No.	Reg. Date
RAYBESTOS THE BEST IN BRAKES 	BPI Holdings International, Inc.	US	PUBLISHED	88/493,736	06/28/2019		
RAYBESTOS 	BPI Holdings International, Inc.	US	PUBLISHED	88/493,729	06/28/2019		
BRAKE AND WHEEL DESIGN 	BPI Holdings International, Inc.	US	ALLOWED	88/151,048	10/11/2018		
FLYING R (DESIGN) 	BPI Holdings International, Inc.	US	REGISTERED	87/980,300	02/06/2017	5,735,419	04/23/2019
BRAKEPRO	BPI Holdings International, Inc.	US	REGISTERED	87/979,646	04/24/2017	5,705,334	03/19/2019
FLYING R (DESIGN)	BPI Holdings International, Inc.	US	REGISTERED	87/977,236	02/06/2017	5,466,443	05/08/2018

Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
							
OPTI-CAL	BPI Holdings International, Inc.	US	REGISTERED	87/976,997	07/05/2016	5,466,423	05/08/2018
BRAKEPRO & Design (black and white)	BPI Holdings International, Inc.	US	ALLOWED	87/765,390	01/22/2018		
							
BRAKEPRO	BPI Holdings International, Inc.	US	ALLOWED	87/423,179	04/24/2017		
FL YING R (DESIGN)	BPI Holdings International, Inc.	US	ALLOWED	87/325,987	02/06/2017		
							
RAYBESTOS Classic Wing Design	BPI Holdings International, Inc.	US	ALLOWED	87/271,842	12/16/2016		
							
RPT RUST PREVENTION TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	86/982,418	02/11/2016	5,247,366	07/18/2017
RPT RUST PREVENTION TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	86/982,184	12/03/2013	5,210,701	05/23/2017

Mark Name	Owner Name	Country	Status	App No.	File Date	Reg No.	Reg Date
ELEMENT3	BPI Holdings International, Inc.	US	REGISTERED	86/975,860	09/24/2013	4,676,746	01/20/2015
RELIANT RELIABLE STOPPING POWER	BPI Holdings International, Inc.	US	REGISTERED	86/438,058	10/29/2014	4,835,000	10/20/2015
RELIANT	BPI Holdings International, Inc.	US	REGISTERED	86/438,050	10/29/2014	4,755,891	06/16/2015
ELEMENT3	BPI Holdings International, Inc.	US	REGISTERED	86/073,244	09/24/2013	5,013,270	08/02/2016
GREY FUSION 4.0	BPI Holdings International, Inc.	US	REGISTERED	86/073,219	09/24/2013	5,091,476	11/29/2016
EHT	BPI Holdings International, Inc.	US	REGISTERED	85/851,412	02/15/2013	4,539,285	05/27/2014
R-300	BPI Holdings International, Inc.	US	REGISTERED	85/136,753	09/23/2010	4,017,135	08/23/2011
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
 SAFETY FIRST ENGINEERING RESEARCHED TESTED PROVEN							
OE-MATCHED ENGINEERED TO RESTORE FACTORY PERFORMANCE	BPI Holdings International, Inc.	US	REGISTERED	85/056,489	06/07/2010	3,952,852	04/26/2011
CERAMIC MAXIMUM STOPPING POWER AND SAFETY	BPI Holdings International, Inc.	US	REGISTERED	85/056,484	06/07/2010	3,956,166	05/03/2011
THE TECHNICIAN'S	BPI Holdings	US	REGISTERED	85/056,478	06/07/2010	3,956,011	05/03/2011

Mark Name	Owner Name	Country	Status	App. No.	File Date	Reg. No.	Reg. Date
CHOICE SINCE 1902	International, Inc.	US	REGISTERED	78/867,879	04/24/2006	3,289,238	09/04/2007
PROFESSIONAL GRADE	BPI Holdings International, Inc.	US	REGISTERED	78/867,831	04/24/2006	3,270,579	07/24/2007
ADVANCED TECHNOLOGY	BPI Holdings International, Inc.	US	REGISTERED	78/867,828	04/24/2006	3,299,936	09/25/2007
SERVICE GRADE	BPI Holdings International, Inc.	US	REGISTERED	78/398,430	04/08/2004	3,017,490	11/22/2005
FRICITION READY	BPI Holdings International, Inc.	US	REGISTERED	77/532,696	07/28/2008	4,019,799	08/30/2011
RAYBESTOS	BPI Holdings International, Inc.	US	REGISTERED	75/836,481	11/01/1999	2,401,955	11/07/2000
QS	BPI Holdings International, Inc.	US	REGISTERED	75/546,682	09/02/1998	2,562,738	04/23/2002
THE BEST IN BRAKES	BPI Holdings International, Inc.	US	REGISTERED	74/144,244	03/04/1991	1,670,175	12/31/1991
AIMCO	BPI Holdings International, Inc.	US	REGISTERED				

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RECORDED: 12/20/2019