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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM555082

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ADC Solutions Auto, LLC		12/16/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	333 S. Hope Street, 19th Floor,
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	4463841	BALANCE
Registration Number:	4463842	CLEARLY SAFER DRIVING
Registration Number:	4463840	DISTINCT
Registration Number:	3359046	DURABLADE
Registration Number:	4927976	GAP TRAP
Registration Number:	5109201	MOODLIGHT
Registration Number:	4564815	TINY TRAVELER
Registration Number:	2955238	TOURING ITEMS TYPES
Registration Number:	3603493	YADA
Serial Number:	88369918	BLIZZARD BOX
Serial Number:	88256628	DRIVE TEC
Serial Number:	88254205	NTRL
Serial Number:	88369791	TERRA PRO

CORRESPONDENCE DATA

Fax Number: 7044448847

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: 213-457-9854

Email: ksaltrick@mcguirewoods.com

TRADEMARK

900528782 REEL: 006826 FRAME: 0989

Correspondent Name: McGuireWoods LLP

Address Line 1: 355 S. Grand Avenue, Suite 4200

Address Line 2: Attention: Yoojin Lee, Esq.

Address Line 4: Los Angeles, CALIFORNIA 90071

NAME OF SUBMITTER:	Yoojin Lee	
SIGNATURE:	/s/ Yoojin Lee	
DATE SIGNED:	12/27/2019	

Total Attachments: 5

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MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

December 16, 2019

ADC SOLUTIONS USA, LLC, a Delaware limited liability company ("Parent"), ADC SOLUTIONS AUTO, LLC, a Delaware limited liability company ("ADC Solutions Auto") and WINPLUS NORTH AMERICA, INC., a California corporation ("Winplus North America"; together with Parent and ADC Solutions Auto, each, a "Debtor" and collectively, the "Debtors"), hereby acknowledges that it has granted to BANK OF AMERICA, N.A., a national banking association ("Lender"), whose address is 333 S. Hope Street, 19th Floor, Los Angeles, California 90071, a security interest in and to all of Debtors' right, title and interest in and to the patents and patent registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by each Debtor (the "Patents"), 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 (a) Loan and Security Agreement dated as of December 16, 2019 (as amended, restated, amended or restated, supplemented or otherwise modified from time to time, the "Loan Agreement") and (b) Security Agreement dated as of December 16, 2019 (as amended, restated, amended or restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and among, inter alia, Debtors and Lender, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement, the Security Agreement and 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, the Security Agreement or otherwise.

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 12.12, 12.13 and 12.14 of the Loan Agreement are hereby incorporated by reference. Each Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

 124541748_1

TRADEMARK
REEL: 006826 FRAME: 0991

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.

DEBTORS:

ADC SOLUTIONS USA, LLC,

a Delaware limited liability company

Name: Steve Lehman

Title: Authorized Signatory

ADC SOLUTIONS AUTO LLC,

a Delaware limited liability company

Name: Steve Lehman

Title: Authorized Signatory

WINPLUS NORTH AMERICA, INC.,

a California corporation

Name: Steve Lehman

Title: Authorized Signatory

TRADEMARK REEL: 006826 FRAME: 0992 BANK OF AMERICA, NA., as Lender

By: Name: Phuong Nguyen

Title: Senior Vice President

EXHIBIT A TRADEMARKS

Trademark	Owner	Status in Trademark Office	Federal Registration No.	Registration Date
BALANCE	ADC Solutions Auto, LLC	Registered	4,463,841	Jan 7, 2014
BLIZZARD BOX	ADC Solutions Auto, LLC	Published	App. Number 88/369,918	Apr 3, 2019
CLEARLY SAFER DRIVING	ADC Solutions Auto, LLC	Registered	4,463,842	Jan 7, 2014
DISTINCT	ADC Solutions Auto, LLC	Registered	4.,463,840	Jan 7, 2014
DRIVE TEC	ADC Solutions Auto, LLC	Pending	App. Number 88/256,628	Jan 10, 2019
DURABLADE	ADC Solutions Auto, LLC	Registered	3,359,046	Dec 25, 2007
GAP TRAP	ADC Solutions Auto, LLC	Registered	4,927,976	Mar 29, 2016
MOODLIGHT	ADC Solutions Auto, LLC	Registered	5,109,201	Dec 27, 2016
NTRL	ADC Solutions Auto, LLC	Pending	88/254,205	Jan 8, 2019
TERRA PRO	ADC Solutions Auto, LLC	Published	88/369,791	Apr 03, 2019
TINY TRAVELER	ADC Solutions Auto, LLC	Registered	4,564,815	Jul 08, 2014
TYPE S TOURING ITEMS AND DESIGN	ADC Solutions Auto, LLC	Registered	2,955,238	May 24, 2005
YADA	ADC Solutions Auto, LLC	Registered	3,603,493	Apr 7, 2009
ARCTIC FLOW	ADC Solutions USA, LLC	Published	88/086,221	Aug 21, 2018
EMPOWERING YOUR EVERYDAY ADVENTURES	ADC Solutions USA, LLC	Published	88/016,378	Jun 26, 2018
LIGHT UP WITH MATTERS MOST	ADC Solutions USA, LLC	Published	88/016,384	Jun 26, 2018

Trademark	Оwпег	Status in Trademark Office	Federal Registration No.	Registration Date
DRI-LOCK	Winplus North America, Inc.	Pending	88/603,572	Sept 4, 2019
PROVISION	Winplus North America, Inc.	Published	88/016,397	Jun 26, 2018
WINPLUS	Winplus North America, Inc.	Registered	2,978,583	July 26, 2005
WINPLUS	Winplus North America, Inc.	Pending	88/111,541	Sept 11, 2018

Exhibit A

RECORDED: 12/27/2019