

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM555083

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ADC Solutions USA 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: 3			
Property Type	Number	Word Mark	
Serial Number:	88086221	ARCTIC FLOW	
Serial Number:	88016378	EMPOWERING YOUR EVERYDAY ADVENTURES	
Serial Number:	88016384	LIGHT UP WHAT MATTERS MOST	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<i>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.</i>			
Phone:	213-457-9854		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Ave., 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			
source=Active_124975235_1_[BABC_ADC Solutions] Executed - Memorandum and Notice of Security Interest in IP#page1.tif			

OP \$90.00 88086221

source=Active_124975235_1_[BABC_ADC Solutions] Executed - Memorandum and Notice of Security Interest in IP#page2.tif

source=Active_124975235_1_[BABC_ADC Solutions] Executed - Memorandum and Notice of Security Interest in IP#page3.tif

source=Active_124975235_1_[BABC_ADC Solutions] Executed - Memorandum and Notice of Security Interest in IP#page4.tif

source=Active_124975235_1_[BABC_ADC Solutions] Executed - Memorandum and Notice of Security Interest in IP#page5.tif

**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.

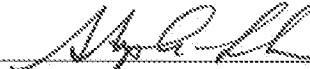
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.12, 12.13 and 12.14 of 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]

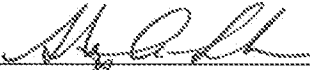
IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTORS:

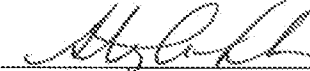
ADC SOLUTIONS USA, LLC,
a Delaware limited liability company

By: 
Name: Steve Lehman
Title: Authorized Signatory

ADC SOLUTIONS AUTO LLC,
a Delaware limited liability company

By: 
Name: Steve Lehman
Title: Authorized Signatory

WINPLUS NORTH AMERICA, INC.,
a California corporation

By: 
Name: Steve Lehman
Title: Authorized Signatory

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

Exhibit A

Trademark	Owner	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

124541748_1

RECORDED: 12/27/2019

TRADEMARK
REEL: 006827 FRAME: 0007