

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM638699

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Trademark Collateral Agreement	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BB Technologies, Inc.		03/31/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Fifth Third Bank, National Association		
Street Address:	38 Fountain Square Plaza		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45263		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	1141117		
Registration Number:	1095109	BLACK BOX	
Registration Number:	1343851	BLACK BOX	
Registration Number:	1095108		
Registration Number:	2140574	BLACK BOX	
Registration Number:	2309470	BLACK BOX	
Registration Number:	2306303	BLACK BOX	
Registration Number:	2314738		
Registration Number:	2250733	BLACK BOX	
Registration Number:	2147452		
Registration Number:	2669871	CERTIFICATION PLUS	
Registration Number:	2636340	GIGABASE	
Registration Number:	2636336	GIGATRUE	
Registration Number:	2862019		
Registration Number:	2924643	BLACK BOX	
Registration Number:	2947265	BLACK BOX	
Registration Number:	3741425	SELECT SERVER	
Registration Number:	2674527	CONVERGENCECARE	
Registration Number:	5017072	SELECT SERVER	

OP \$490.00 1141117

CORRESPONDENCE DATA**Fax Number:** 8888295819*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:** 3122883549**Email:** susan.jacoby@wolterskluwer.com**Correspondent Name:** CT Corporation**Address Line 1:** 208 S. LaSalle Street**Address Line 2:** Suite 814**Address Line 4:** Chicago, ILLINOIS 60604

NAME OF SUBMITTER:	Magdalena Lazarz/
SIGNATURE:	/Magdalena Lazarz/
DATE SIGNED:	04/12/2021

Total Attachments: 7
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TRADEMARK COLLATERAL AGREEMENT

This 31st day of March, 2021, BB Technologies, Inc., a Delaware corporation (“*Debtor*”), with its principal place of business and mailing address at 1000 Park Drive, Lawrence, Pennsylvania 15055, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges as collateral security to Fifth Third Bank, National Association (“*Fifth Third*”), with its mailing address at 38 Fountain Square Plaza, Cincinnati, Ohio 45263, acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (Fifth Third acting as such administrative agent and any successors or assigns to Fifth Third acting in such capacity being hereinafter referred to as the “*Administrative Agent*”), and grants to the Administrative Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including, without limitation, any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of Debtor and its affiliates as set out in that certain Security Agreement dated as of March 31, 2021 by and among Debtor, certain affiliates of Debtor and the Administrative Agent, as the same may be amended, modified, or restated from time to time (the “*Security Agreement*”).


Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to the Administrative Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as “*Intent-To-Use Applications*”), but rather, if and so long as Debtor’s Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of the Administrative Agent on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

BB TECHNOLOGIES, INC.


By 

Name: Keith A. Pado

Title: President and Secretary

Accepted and agreed to as of the date and year last above written.

FIFTH THIRD BANK, NATIONAL ASSOCIATION, as
Administrative Agent

By 
Name Shelby Gill
Title Senior Vice President

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

TRADEMARKS

MARK	REGISTRATION NUMBER	REGISTRATION DATE
BOX DESIGN	1,141,117	11/04/1980
BLACK BOX	1,095,109	07/04/1978
BLACK BOX & BOX DESIGN	1,343,851	06/25/1985
BOX DESIGN	1,095,108	07/04/1978
BLACK BOX	2,140,574	03/03/1998
BLACK BOX	2,309,470	01/18/2000
BLACK BOX & BOX DESIGN	2,306,303	01/04/2000
BOX DESIGN	2,314,738	02/01/2000
BLACK BOX	2,250,733	06/08/1999
BOX DESIGN	2,147,452	03/31/1998
CERTIFICATION PLUS AND DESIGN	2,669,871	12/31/2002
GIGABASE	2,636,340	10/15/2002
GIGATRUE	2,636,336	10/15/2002
BOX DESIGN	2,862,019	07/13/2004
BLACK BOX & DESIGN	2,924,643	02/08/2005
BLACK BOX	2,947,265	05/10/2005

MARK	REGISTRATION NUMBER	REGISTRATION DATE
SELECT SERVER	3,741,425	01/19/2010
CONVERGENCARE	2,674,527	01/14/2003
SELECT SERVER	5,017,072	08/09/2016