

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM690358

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Trans-System, Inc.		11/24/2021	Corporation: INDIANA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	121 SW Morrison Street, Suite 1700		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97204		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	5120936	LOADVISTA	
Registration Number:	5478776	DTS DRIVER TRAINING & SOLUTIONS	
Registration Number:	5478772	SYSTEM TRANSPORT	
Registration Number:	5478774	JAMES J. WILLIAMS BULK SERVICE TRANSPORT	
Registration Number:	5473200	TWT	
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:	213-457-9853		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Avenue, Suite 4200		
Address Line 2:	Attention: J. Aufderhar, Esq.		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
NAME OF SUBMITTER:	Justin Aufderhar		
SIGNATURE:	/s/ Justin Aufderhar		
DATE SIGNED:	11/24/2021		
Total Attachments: 7			

OP \$140.00 5120936

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

November 24, 2021

TRANS-SYSTEM, INC., an Indiana corporation ("Parent"), **SYSTEM TRANSPORT, INC.**, a Washington utility corporation ("System Transport"), **T-W TRANSPORT, INC.**, a Washington utility corporation ("TW"), **BULK SERVICE TRANSPORT, INC.**, an Indiana corporation ("Bulk Service"), **SYSTEM TWT TRANSPORTATION, LLC**, a Washington limited liability company ("System TWT"), **TSI EQUIPMENT LEASING, L.L.C.**, a Washington limited liability company ("TSI"), and **DRIVER TRAINING & SOLUTIONS, L.L.C.**, a Washington limited liability company ("Driver"; together with Parent, System Transport, TW, Bulk Service, System TWT, and TSI, each a "Debtor" and collectively "Debtor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., a national banking association ("Lender"), whose address is 121 SW Morrison Street, Suite 1700, Portland, Oregon 97204, a security interest in and to all of Debtor's right, title and interest in and to (i) the trademarks and trademark applications which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), (ii) a security interest in and to all of Debtor's right, title and interest in and to the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"), and (iii) a security interest in and to all of Debtor's right, title and interest in and to the copyrights and copyright applications which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor ("Copyrights"), 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 Loan, Guaranty and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among, Debtor, as obligors, the other obligors from time to time party thereto, and Lender, as security for the Obligations as set forth in the Loan Agreement and the 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 or otherwise. Capitalized terms that are undefined herein have the meanings ascribed thereto in the Loan Agreement.


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

[Remainder of page intentionally left blank; 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.

DEBTOR:


TRANS-SYSTEM, INC.,
an Indiana corporation

By: 
Name: Dennis Williams
Title: President


SYSTEM TRANSPORT, INC.,
a Washington utility corporation

By: 
Name: Dennis Williams
Title: President

T-W TRANSPORT, INC.,
a Washington utility corporation

By: 
Name: Dennis Williams
Title: President

BULK SERVICE TRANSPORT, INC.,
an Indiana corporation

By: 
Name: Dennis Williams
Title: President

SYSTEM TWT TRANSPORTATION, LLC,
a Washington limited liability company

By: TRANS-SYSTEM, INC., an Indiana corporation
Its: sole Member and Manger

By: 
Name: Dennis Williams
Title: President

TSI EQUIPMENT LEASING, L.L.C.,
a Washington limited liability company

By: TRANS-SYSTEM, INC., an Indiana
corporation

Its: sole Member Signed by:

By: 

Name: Dennis Williams

Title: President

DRIVER TRAINING & SOLUTIONS, L.L.C.,
a Washington limited liability company

By: 

Name: Dennis Williams

Title: President

MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(TRANS-SYSTEM)
SIGNATURE PAGE

TRADEMARK
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LENDER:

BANK OF AMERICA, N.A.,

By: 

Name: Brett German

Title: Senior Vice President

MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(TRANS-SYSTEM)
SIGNATURE PAGE

TRADEMARK

REEL: 007506 FRAME: 0013

EXHIBIT A

TRADEMARKS

Trademark Registrations

<u>Country/State</u>	<u>Debtor</u>	<u>Mark</u>	<u>Reg. No.</u>
United States	Trans-System, Inc.	LOADVISTA	5120936
United States	Trans-System, Inc.	DTS DRIVER TRAINING & SOLUTIONS	5478776
United States	Trans-System, Inc.	SYSTEM TRANSPORT	5478772
United States	Trans-System, Inc.	JAMES J. WILLIAMS BULK SERVICE TRANSPORT	5478774
United States	Trans-System, Inc.	TWT	5473200

Trademark Applications

<u>Country/State</u>	<u>Debtor</u>	<u>Mark</u>	<u>Application No.</u>
California	Trans-System, Inc.	LOADVISTA	1781902

EXHIBIT B

PATENTS

Patent Registrations

<u>Country</u>	<u>Debtor</u>	<u>Patent Numbers</u>
None		

Patent Applications

<u>Country</u>	<u>Debtor</u>	<u>Patent Application No.</u>	<u>Publication No.</u>
None			

EXHIBIT C

Copyrights

Copyright Registrations

<u>Country</u>	<u>Debtor</u>	<u>Title</u>	<u>Registration Number</u>
None			

Copyright Applications

<u>Debtor</u>	<u>Copyright Application Number</u>	<u>Filing Date</u>
None		

TRADEMARK

REEL: 007506 FRAME: 0016

RECORDED: 11/24/2021