

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318621

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Supplement to Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tap Worldwide, LLC		09/30/2014	LIMITED LIABILITY COMPANY: DELAWARE
Tap Manufacturing, LLC		09/30/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Orix Corporate Capital Inc.		
Street Address:	1717 Main Street		
Internal Address:	Suite 1100		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	4321611	WHEN THERE'S NO TURNING BACK	
Serial Number:	85391192	PROCOMP MOTORSPORTS	
Serial Number:	85392195	BOLT-ON MUSCLE	
Registration Number:	4137189	BOLT ON MUSCLE	
Serial Number:	85406451	4 WHEEL PARTS	
Registration Number:	4318040	PRO RUNNER	
Registration Number:	4318041	VSRT	
Registration Number:	4269679	SMITTYBILTDEPOT	
Serial Number:	85669390	RED ROCK	
Serial Number:	85679260	GEAR TO GET YOU THERE	
Registration Number:	4321205	4WD 4WHEEL DRIVE HARDWARE	
Serial Number:	85720135	4WP	
Serial Number:	85769587	TRAIL MASTER	
Serial Number:	85770600	TRAIL MASTER SUSPENSION	
Serial Number:	85787548	BRUTE	
Registration Number:	4515674	PLACER	
Serial Number:	85787550	CORE NO. 44	
		TRADEMARK	

Property Type	Number	Word Mark
Serial Number:	85787552	HAMMER
Serial Number:	85790895	DEFENDER
Serial Number:	85790907	DEFENDER
Serial Number:	86154734	LIFE IS BETTER OFF-ROAD
Serial Number:	86210163	DV8
Serial Number:	86358213	PROCOMP

CORRESPONDENCE DATA

Fax Number: 3026365454
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: 800-927-9801 x 62348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	321082
NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	10/01/2014

Total Attachments: 4
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FIRST SUPPLEMENT TO GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

This Supplement to Grant of Security Interest in United States Trademarks (this "Supplement") is made as of the 30th day of September, 2014 by each of **TAP WORLDWIDE, LLC**, a Delaware limited liability company ("TAP Worldwide"), and **TAP MANUFACTURING, LLC**, a Delaware limited liability company ("TAP Manufacturing") (TAP Worldwide and TAP Manufacturing are hereinafter referred to, individually, as a "Grantor" and, collectively, as the "Grantors") in favor of **ORIX CORPORATE CAPITAL INC.**, as Administrative Agent and Collateral Agent for its own benefit and the benefit of the Lenders (the "Grantee").

WHEREAS, the Grantors executed and delivered a Grant of Security Interest in United States Trademarks dated July 20, 2011 and recorded with the United States Patent and Trademark Office on July 22, 2011 at Reel 004588, Frame 0919 (as amended of record from time to time, hereinafter, the "Grant") in favor of the Grantee, pursuant to which the Grantors pledged, assigned and granted a security interest in certain Marks (as defined therein); and

WHEREAS, the Grantors have developed additional Marks and desire to hereby confirm the pledge of, and the grant of a security interest in, such additional Marks in favor of the Grantee.

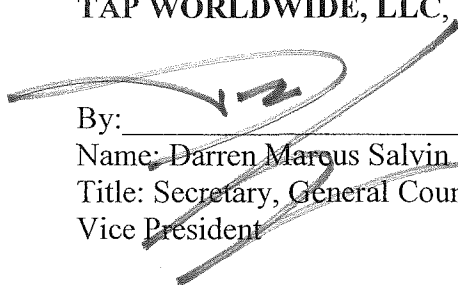
NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Schedule A. Schedule A to the Grant is hereby supplemented, but not replaced, by Schedule A-1 annexed hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantors hereby ratify, confirm and reaffirm all of the representations, warranties and covenants contained therein.
 - b. This Supplement and the Grant cover the entire understanding of the parties with respect to the matters set forth herein and supersede all prior discussions and negotiations hereon.

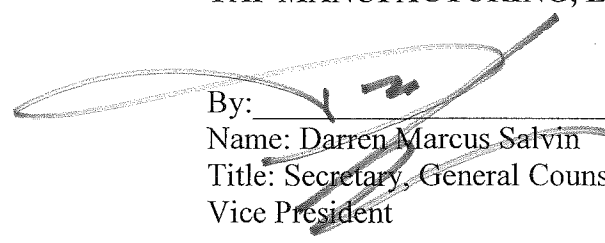
[signature pages follow]

IN WITNESS WHEREOF, the undersigned has executed this Supplement as of the date first written above.

TAP WORLDWIDE, LLC, as Grantor

By: 
Name: Darren Marcus Salvin
Title: Secretary, General Counsel and Executive
Vice President

TAP MANUFACTURING, LLC, as Grantor

By: 
Name: Darren Marcus Salvin
Title: Secretary, General Counsel and Executive
Vice President

[Signature Page to First Supplement to Grant of Security Interest in United States Trademarks]

SCHEDULE A-1

<u>Mark</u>	<u>Registration/ Serial Number</u>	<u>Registration/Filin g Date</u>	<u>Owner</u>
1. WHEN THERE'S NO TURNING BACK	4,321,611	April 16, 2013	TAP Worldwide, LLC
2. PROCOMP MOTORSPORTS	85/391192	Filing Date: August 5, 2011	TAP Worldwide, LLC
3. BOLT-ON MUSCLE	85/392195	Filing Date: August 8, 2011	TAP Worldwide, LLC
4. BOLT ON MUSCLE	4,137,189	May 1, 2012	TAP Worldwide, LLC
5. 4 WHEEL PARTS	85/406451	Filing Date: August 24, 2011	TAP Worldwide, LLC
6. PRO RUNNER	4,318,040	April 9, 2013	TAP Worldwide, LLC
7. VSRT	4,318,041	April 9, 2013	TAP Worldwide, LLC
8. SMITTYBILTDEPOT	4,269,679	January 1, 2013	TAP Worldwide, LLC
9. RED ROCK	85/669390	Filing Date: July 5, 2012	TAP Worldwide, LLC
10. GEAR TO GET YOU THERE	85/679260	Filing Date: July 17, 2012	TAP Worldwide, LLC
11. 4WD 4 WHEEL DRIVE HARDWARE	4,321,205	April 16, 2013	TAP Worldwide, LLC
12. 4WP	85/720135	Filing Date: September 4, 2012	TAP Worldwide, LLC
13. TRAIL MASTER	85/769587	Filing Date: November 1, 2012	TAP Worldwide, LLC
14. TRAIL MASTER SUSPENSION	85/770600	Filing Date: November 2, 2012	TAP Worldwide, LLC
15. BRUTE	85/787548	Filing Date: November 26, 2012	TAP Worldwide, LLC
16. PLACER	4,515,674	April 15, 2014	TAP Worldwide, LLC
17. CORE NO. 44	85/787550	Filing Date: November 26, 2012	TAP Worldwide, LLC

18. HAMMER	85/787552	Filing Date: November 26, 2012	TAP Worldwide, LLC
19. DEFENDER	85/790895	Filing Date: November 29, 2012	TAP Worldwide, LLC
20. DEFENDER	85/790907	Filing Date: November 29, 2012	TAP Worldwide, LLC
21. LIFE IS BETTER OFF-ROAD	86/154734	Filing Date: December 30, 2013	TAP Worldwide, LLC
22. DV8	86/210163	Filing Date: March 4, 2014	TAP Worldwide, LLC
23. PROCOMP	86/358213	Filing Date: August 5, 2014	TAP Worldwide, LLC