

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM318745

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	First Supplement to Grant

## 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

<b>Name:</b>	Wells Fargo Bank, National Association
<b>Street Address:</b>	One Boston Place, 18th Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02108
<b>Entity Type:</b>	National Association: UNITED STATES

## PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	4321611	WHEN THERE'S NO TURNING BACK
Registration Number:	4137189	BOLT ON MUSCLE
Registration Number:	4318040	PRO RUNNER
Registration Number:	4318041	VSRT
Registration Number:	4269679	SMITTYBILTDEPOT
Registration Number:	4321205	4WD 4WHEEL DRIVE HARDWARE
Registration Number:	4515674	PLACER
Serial Number:	85391192	PROCOMP MOTORSPORTS
Serial Number:	85392195	BOLT-ON MUSCLE
Serial Number:	85406451	4 WHEEL PARTS
Serial Number:	85669390	RED ROCK
Serial Number:	85679260	GEAR TO GET YOU THERE
Serial Number:	85720135	4WP
Serial Number:	85769587	TRAIL MASTER
Serial Number:	85770600	TRAIL MASTER SUSPENSION
Serial Number:	85787548	BRUTE
Serial Number:	85787550	CORE NO. 44
Serial Number:	85787552	HAMMER

TRADEMARK

Property Type	Number	Word Mark
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: 8004947512

*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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Brandie Sullivan

Address Line 1: 1025 Vermont Ave. NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, D.C. 20005

<b>ATTORNEY DOCKET NUMBER:</b>	F151961
<b>NAME OF SUBMITTER:</b>	Monica C. Courtade
<b>SIGNATURE:</b>	/Monica C. Courtade/
<b>DATE SIGNED:</b>	10/02/2014

**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 **WELLS FARGO BANK, NATIONAL ASSOCIATION** (the "Grantee").

WHEREAS, the Grantors executed and delivered a Grant of Security Interest in United States Trademarks dated July 20, 2011 and recorded on July 22, 2011 at Reel 4588, Frame 0816 (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.

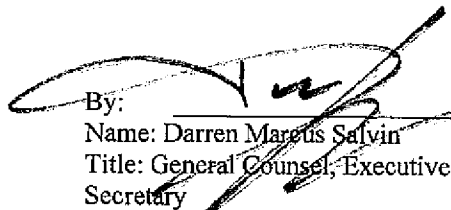
NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

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.

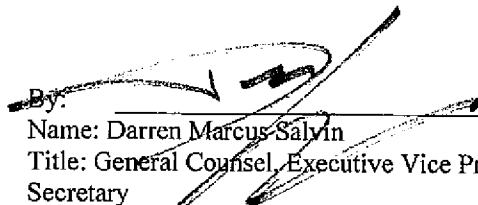
[signature pages follow]

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: General Counsel, Executive Vice President and Secretary

**TAP MANUFACTURING, LLC, as Grantor**

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

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

**TRADEMARK**  
**REEL: 005373 FRAME: 0094**

SCHEDULE A-1

<u>Mark</u>	<u>Registration/Serial Number</u>	<u>Registration/Filing 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,
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,
7. VSRT	4,318,041	April 9, 2013	TAP Worldwide,
8. SMITTYBILTDEPOT	4,269,679	January 1, 2013	TAP Worldwide,
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	4,321,205	April 16, 2013	TAP Worldwide,
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,
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