

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM364814

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Truck-Lite Co., LLC		12/07/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	1525 West W.T. Harris Blvd.
Internal Address:	MAC D1109-019
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28262
Entity Type:	a national banking association: UNITED STATES

PROPERTY NUMBERS Total: 62

Property Type	Number	Word Mark
Registration Number:	2408947	SMART-LITE
Registration Number:	2732676	44
Registration Number:	2725011	10
Registration Number:	2729821	12
Registration Number:	2729819	15
Registration Number:	2759451	18
Registration Number:	2929935	19
Registration Number:	2729820	21
Registration Number:	2735206	22
Registration Number:	2786900	30
Registration Number:	2729818	35
Registration Number:	2725010	40
Registration Number:	2830346	45
Registration Number:	2745771	60
Registration Number:	2737581	82
Registration Number:	2725012	91
Registration Number:	2789176	50
Registration Number:	2717810	88

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2861921	TRUCK-LITE.COM
Registration Number:	2792427	SINGLE DIODE
Registration Number:	2867307	SUPER 66
Registration Number:	3187740	SUPER
Registration Number:	3121158	SUPER 40K
Registration Number:	3038979	SUPER 10
Registration Number:	3037123	SUPER 21
Registration Number:	3037121	SUPER 40
Registration Number:	3037122	SUPER 44
Registration Number:	2941263	SUPER 45
Registration Number:	2993680	SUPER 60
Registration Number:	3115083	33
Registration Number:	3146440	MINI LED
Registration Number:	3120160	SUPER STRIP LITE
Registration Number:	3244386	80
Registration Number:	3112076	84
Registration Number:	3454317	SIGNAL-STAT
Registration Number:	3454316	SIGNAL-STAT
Registration Number:	1421802	TRUCK-LITE
Registration Number:	1542407	ATL
Registration Number:	2456569	DIAMONDSHELL
Registration Number:	0543917	DO-RAY
Registration Number:	1552616	EASY SEAL
Registration Number:	2725844	FIT 'N FORGET
Registration Number:	2544265	LIFETIME LIGHTING
Registration Number:	2185931	NYK-77
Registration Number:	2784958	OMNIVOLT
Registration Number:	2517771	SEE AND BE SEEN
Registration Number:	0756334	TRUCK-LITE
Registration Number:	1688343	ULTRAFLASH
Registration Number:	2316215	ULTRAFLASH II
Registration Number:	0366340	SIGNAL-STAT
Registration Number:	3454921	
Registration Number:	3454922	
Registration Number:	3454923	
Registration Number:	3483147	
Registration Number:	3577157	81
Registration Number:	3693366	SMART-LITE

Property Type	Number	Word Mark
Registration Number:	4017009	FLEX-LITE
Registration Number:	4828578	T
Registration Number:	4828579	T
Serial Number:	77618319	
Serial Number:	86395147	TTI TRUCK-LITE TRAINING INSTITUTE
Serial Number:	86395155	TTI

CORRESPONDENCE DATA

Fax Number: 7043738822
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: (704) 373-4640
Email: bsmith@mcguirewoods.com
Correspondent Name: Betty G. Smith, Senior Paralegal
Address Line 1: McGuireWoods LLP, 201 N. Tryon Street
Address Line 2: Suite 3000
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	2029724-0793
NAME OF SUBMITTER:	Betty G. Smith
SIGNATURE:	/Betty G. Smith/
DATE SIGNED:	12/07/2015

Total Attachments: 6
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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement (this “Agreement”) dated as of December 7, 2015 by and between TRUCK-LITE CO., LLC, a Delaware limited liability company (the “Grantor”), having its chief executive office at 310 E. Elmwood Avenue, Falconer, New York 14733 and WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as Administrative Agent (the “Administrative Agent”), with offices at 1525 West W.T. Harris Blvd., Charlotte, North Carolina 28262, for the ratable benefit of the Secured Parties.

This Agreement is executed pursuant to the terms of (a) the Credit Agreement dated as of December 7, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”) by and among TL Lighting Holdings, LLC, a Delaware limited liability company, TL Lighting MS, LLC, a Delaware limited liability company, the Grantor, the Lenders who are or may become party thereto and the Administrative Agent and (b) the Collateral Agreement dated as of December 7, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”) executed by the Credit Parties in favor of the Administrative Agent, for the ratable benefit of the Secured Parties. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Credit Agreement or the Collateral Agreement, as applicable.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Grantor’s right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

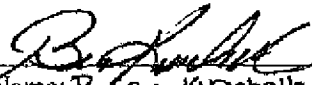
- (i) all Trademarks listed on Schedule A and all of the goodwill of the business connected with the use of, and symbolized by, each such Trademark;
- (ii) each Trademark License listed on Schedule B;
- (iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark listed on Schedule A or under any Trademark licensed under any Trademark listed on Schedule B, (b) injury to the goodwill associated with any Trademark listed on Schedule A or (c) breach or enforcement of any Trademark License listed on Schedule B; and
- (iv) all products and proceeds of the foregoing.

The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

TRUCK-LITE CO., LLC, as Grantor

By: 
Name: Brian Kappella
Title: President

Agreed and Accepted as of the
7th day of December, 2015.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Nathan R. Rantala
Name: Nathan R. Rantala
Title: Director

Schedule A to Trademark Security Agreement

TRADEMARKS

TRUCK-LITE CO., LLC

Filing Date	Serial Number	Mark	Registration Number	Country	Status	Date of Affidavit of Use/Renewal Date ¹	Confirm Filing of Affidavit of Use/Renewal
1/15/1995	74/618,257	Smart-Lite	2,408,947	USA	Registered	20 yr. renewal due 11/28/2020	10 yr. renewal pd. 12/21/10
8/22/2000	76/114,746	44	2,732,676	USA	Registered	20 yr. renewal due 7/1/2023	10 yr. renewal pd. 6/25/2013
9/16/2000	76/130,435	10	2,725,011	USA	Registered	20 yr. renewal due 6/10/2023	10 yr. renewal pd. 6/21/2013
9/16/2000	76/130,446	12	2,729,821	USA	Registered	20 yr. renewal due 6/24/2023	10 yr. renewal pd. 6/24/2013
9/16/2000	76/130,437	15	2,729,819	USA	Registered	20 yr. renewal due 6/24/2023	10 yr. renewal pd. 6/20/2013
9/16/2000	76/130,438	18	2,759,451	USA	Registered	20 yr. renewal due 9/2/2023	10 yr. renewal pd. 9/4/2013
9/16/2000	76/130,440	19	2,929,935	USA	Registered	20 yr. renewal due 9/8/2025	10 yr. renewal pd. 3/23/2015
9/16/2000	76/130,441	21	2,729,820	USA	Registered	20 yr. renewal due 6/24/2023	10 yr. renewal pd. 6/24/2013
9/16/2000	76/130,359	22	2,735,206	USA	Registered	20 yr. renewal due 7/28/2023	10 yr. renewal pd. 7/8/2013
9/16/2000	76/130,350	30	2,786,900	USA	Registered	20 yr. renewal due 11/25/2023	10 yr. renewal pd. 12/9/2013
9/16/2000	76/130,352	35	2,729,818	USA	Registered	20 yr. renewal due 6/24/2023	10 yr. renewal pd. 6/20/2013
9/16/2000	76/130,353	40	2,725,010	USA	Registered	20 yr. renewal due 6/10/2023	10 yr. renewal pd. 6/21/2013
9/16/2000	76/130,442	45	2,830,346	USA	Registered	20 yr. renewal due 4/6/2024	10 yr. renewal pd. 4/16/14
9/16/2000	76/130,447	60	2,745,771	USA	Registered	20 yr. renewal due 8/5/2023	10 yr. renewal pd. 8/26/2013
9/16/2000	76/130,443	82	2,737,581	USA	Registered	20 yr. renewal due 7/15/2023	10 yr. renewal pd. 7/10/2013
9/16/2000	76/130,448	91	2,725,012	USA	Registered	20 yr. renewal due 6/10/2023	10 yr. renewal pd. 6/21/2013
9/16/2000	76/130,434	50	2,789,176	USA	Registered	20 yr. renewal due 12/2/2023	10 yr. renewal pd. 12/9/2013
9/16/2000	76/130,449	88	2,717,810	USA	Registered	20 yr. renewal due 5/20/23	10 yr. renewal pd. 5/6/2013
10/11/2001	76/323,942	TRUCK-LITE.COM	2,861,921	USA	Registered	20 yr. renewal due 7/13/2024	10 yr. renewal pd. 7/28/2014
3/7/2002	76/379,686	SingleDiode & Design	2,792,427	USA	Registered	20 yr. renewal due 12/9/2023	10 yr. renewal pd. 12/14/2013
3/7/2002	76/379,687	Super 66 & Design (Stylized)	2,867,307	USA	Registered	20 yr. renewal due 7/27/2024	10 yr. renewal pd. 8/19/2014
7/28/2003	76/532,510	Super	3187740	USA	Registered	10 yr. renewal due 12/19/2016	8&15 affidavit pd. 1/10/2013
7/28/2003	76/532,511	Super 40K	3,121,158	USA	Registered	10 yr. renewal due 7/25/2016	8&15 affidavit pd. 2/4/2013
10/6/2003	76/549,092	Super 10	3,038,979	USA	Registered	10 yr. renewal due 1/10/2016	8&15 affidavit pd. 2/11/2012
10/6/2003	76/549,094	Super 21	3,037,123	USA	Registered	10 yr. renewal due 1/3/2016	8&15 affidavit pd. 2/11/2012
10/6/2003	76/549,090	Super 40	3,037,121	USA	Registered	10 yr. renewal due 1/3/2016	8&15 affidavit pd. 2/11/2012
10/6/2003	76/549,093	Super 44	3,037,122	USA	Registered	10 yr. renewal due 1/3/2016	8&15 affidavit pd. 2/1/2012
10/6/2003	76/555,763	Super 45	2,941,263	USA	Registered	20 yr. renewal due 4/19/2025	10 yr. renewal pd. 5/2/2015
10/6/2003	76/549,091	Super 60	2,993,680	USA	Registered	20 yr. renewal due 9/13/2025	10 yr. renewal pd. 11/3/2015
6/16/2004	78/436,202	33	3,115,083	USA	Registered	10 yr. renewal due 7/11/2016	8&15 affidavit pd. 7/3/2012
6/25/2004	78/441,632	Mini-LED Logo	3,146,440	USA	Registered	20 yr. renewal due 9/19/2026	10 yr. renewal pd. 11/3/2015
7/27/2005	78/679,256	Super Strip Lite (stylized & design)	3,120,160	USA	Registered	10 yr. renewal due 7/25/2016	8&15 affidavit pd. 8/11/12
4/27/2006	78/870725	80 (LED Interior Dome Lamp)	3,244,386	USA	Registered	10 yr. renewal due 5/22/2017	8&15 affidavit pd. 5/24/2013
7/27/2005	78/679,283	84 (Super Strip Lite)	3,112,076	USA	Registered	10 yr. renewal due 4/4/2016	8&15 affidavit pd. 4/21/2012
9/20/2006	77003238	SIGNAL-STAT & design	3454317	USA	Registered	10 yr. renewal due 6/24/2018	8&15 affidavit pd. 7/10/2014
9/20/2006	77003215	SIGNAL-STAT & design	3454316	USA	Registered	10 yr. renewal due 6/24/2018	8&15 affidavit pd. 7/10/2014
7/15/1981	73/319,097	Truck-Lite & Design	1421802	USA	Registered	30 yr. renewal due 12/23/2016	20 yr. renewal pd.

¹U.S. Trademarks are renewed every 10 years.

Filing Date	Serial Number	Mark	Registration Number	Country	Status	Date of Affidavit of Use/Renewal Date ¹	Confirm Filing of Affidavit of Use/Renewal
		(Stylized)					10/10/2006
11/4/1988	73/761,937	ATL	1,542,407	USA	Registered	30 yr. renewal due 6/6/2019	20 yr. renewal pd. 6/11/2019
3/11/1997	75/255,523	Diamond Shell	2,456,569	USA	Registered	20 yr. renewal due 6/5/2021	10 yr. renewal pd. 7/19/2011
5/20/1948	71/557,441	Do-Ray	0,543,917	USA	Registered	50 yr. renewal due 6/19/2021	40 yr. renewal pd. 7/31/2011
6/14/1988	73/734,191	Easy Seal & Design	1,552,616	USA	Registered	30 yr. renewal due 8/22/2019	20 yr. renewal pd. 8/29/2009
2/28/2001	78/050,646	Fit'n Forget	2,725,844	USA	Registered	20 yr. renewal due 6/10/2023	10 yr. renewal pd. 6/21/2013
6/19/2000	76/073,201	Lifetime Lighting	2,544,265	USA	Registered	20 yr. renewal due 3/5/2022	10 yr. renewal pd. 2/29/2012
8/13/1997	75/340,181	NYK-77	2,185,931	USA	Registered	20 yr. renewal due 9/1/2018	10 yr. renewal pd. 2/3/2009
3/8/2001	78/052,079	Omnivolt	2,784,958	USA	Registered	20 yr. renewal due 11/18/2023	10 yr. renewal pd. 12/9/2013
4/8/1998	75/464,320	See and Be Seen	2517771	USA	Registered	20 yr. renewal due 12/11/2021	10 yr. renewal pd. 1/12/2012
1/26/1960	72/089,711	Truck-Lite & Design (Circles)	0,756,334	USA	Registered	60 yr. renewal due 9/10/2023	50 yr. renewal pd. 9/3/2013
9/10/1990	74/095,457	Ultraflash	1,688,343	USA	Registered	30 yr. renewal due 5/19/2022	20 yr. renewal pd. 5/18/2012
11/30/1998	75/596,808	Ultraflash II	2316215	USA	Registered	20 yr. renewal due 2/8/2020	10 yr. renewal pd. 2/8/2010
4/28/1938	71/405,826	Signal-Stat	0,366,340	USA	Registered	40 yr. renewal due 4/11/2019	30 yr. renewal pd. 4/6/2009
5/2/2007	77171115	Tractor Trailer Swoosh design	3454921	USA	Registered	10 yr. renewal due 6/24/2018	8&15 affidavit pd. 7/10/2014
5/2/2007	77171121	Tractor Trailer Swoosh design	3454922	USA	Registered	10 yr. renewal due 6/24/2018	8&15 affidavit pd. 7/10/2014
5/2/2007	77171124	Tractor Trailer Swoosh design	3454923	USA	Registered	10 yr. renewal due 6/24/2018	8&15 affidavit pd. 7/10/2014
5/2/2007	77171113	Model 44 (pentastar pattern)	3483147	USA	Registered	10 yr. renewal due 8/12/2018	8&15 affidavit pd. 6/14/2014
7/17/2007	77231414	"81" - (a.k.a. LED Work Lamp)	3577157	USA	Registered	10 yr. renewal due 2/17/2019	8&15 affidavit pd. 2/27/2015
1/8/2008	77366617	Smart Lite	3693366	USA	Registered	10 yr. renewal due 10/6/2019	8&15 affidavit pd. 10/27/2015
11/20/2008	77618319	Penta Star Pattern	PENDING APP	USA	Pending	Pending	Pending
7/20/2010	85088548	FLEX-LITE (Stylized)	4017009	USA	Registered	8&15 affidavit due. 8/23/2017	8&15 affidavit due. 8/23/2017
9/10/2014	86/391,426	Circle T	4828578	USA	Pending	8&15 affidavit due 10/6/2021	8&15 affidavit due 10/6/2021
9/10/2014	86/391,433	Circle T	4828579	USA	Pending	8&15 affidavit due 10/6/2021	8&15 affidavit due 10/6/2021
9/15/2014	86/395,147	TTi Composite	PENDING APP	USA	Pending	Pending	Pending
9/15/2014	86/395,155	TTi Design	PENDING APP	USA	Pending	Pending	Pending

Schedule B to Trademark Security Agreement

TRADEMARK LICENSES

1. Consent To Register Agreement between Truck-Lite Co., LLC and Yamaha Corporation of America regarding use of SMARTLIGHTS mark owned by Yamaha (S/N 76/523,304).
2. Consent To Register Agreement between Truck-Lite Co., LLC and Interlectric Corporation regarding the mark TRUE LITE (S/N 76/172,601).
3. Consent To Register Agreement between Truck-Lite Co., LLC and Alexander Mouzas regarding the Smart-Lite mark (S/N 74/618,257).