

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM332260

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
APT IP Holdings, LLC		02/07/2014	LIMITED LIABILITY COMPANY: WYOMING
RECEIVING PARTY DATA			
Name:	Mazuma Credit Union		
Street Address:	9300 Troost		
City:	Kansas City		
State/Country:	MISSOURI		
Postal Code:	64131		
Entity Type:	Credit Union: MISSOURI		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Serial Number:	77613138	MOTOVOX	
Serial Number:	77982138	MOTOVOX	
Serial Number:	85125223	AMERICAN PERFORMANCE TECHNOLOGIES	
Serial Number:	85125249	APT	
Serial Number:	85125258		
Serial Number:	85125262	SMARTCARB	
Serial Number:	85190038	MOTOVOX	
Serial Number:	85257479	BETTER BY DESIGN	
Serial Number:	85317203	AMW	
Serial Number:	85317208	AMERICAN MOTOR WORKS	
Serial Number:	85317213	POWERAMW	
Serial Number:	85324693	APT	
Serial Number:	85398274	AMW	
Serial Number:	85975408	BETTER BY DESIGN	
Serial Number:	85976500	AMERICAN MOTOR WORKS	
Serial Number:	85976885	BETTER BY DESIGN	
Serial Number:	85978342	MOTOVOX	
Serial Number:	85978374		
Serial Number:	86232140	MOTOPED	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86400676	MOTOPED

CORRESPONDENCE DATA

Fax Number: 8162857799

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: 816-285-7800

Email: bnichols@campbell-lawfirm.com

Correspondent Name: Bruce Campbell Law Firm LLP

Address Line 1: 1220 Washington Street Ste. 202

Address Line 4: Kansas City, MISSOURI 64105

NAME OF SUBMITTER: BRUCE CAMPBELL

SIGNATURE: /Bruce Campbell/

DATE SIGNED: 02/16/2015

Total Attachments: 11

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- source=2014.02.07 Amendment 1 to Collateral Agreement#page2.tif
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- source=2014.02.07 Amendment 1 to Collateral Agreement#page5.tif
- source=2014.02.07 Amendment 1 to Collateral Agreement#page6.tif
- source=2014.02.07 Amendment 1 to Collateral Agreement#page7.tif
- source=2014.02.07 Amendment 1 to Collateral Agreement#page8.tif
- source=2014.02.07 Amendment 1 to Collateral Agreement#page9.tif
- source=2014.02.07 Amendment 1 to Collateral Agreement#page10.tif
- source=2014.02.07 Amendment 1 to Collateral Agreement#page11.tif

**AMENDMENT NO. 1 TO COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT**

This Amendment No. 1 to Collateral Assignment and Security Agreement, dated as of February 7, 2014 ("Amendment No. 1"), made by APT IP Holdings, LLC, a Wyoming limited liability company (the "Company"), in favor of Mazuma Credit Union (the "Holder").

WITNESSETH

WHEREAS, the Company and Holder previously entered into a Collateral Assignment and Security Agreement ("CASA") on April 8, 2013; and

WHEREAS, as a condition for Holder to agree to subordinate (the "Subordination") certain of its collateral in American Performance Technologies, LLC and APT Powersport and Utility Products, LLC (affiliates of the Company) to TCA Global Credit Master Fund, LP; and

WHEREAS, Company and Holder wish to amend the CASA consistent with the terms and conditions contained herein.

NOW, THEREFORE, in consideration of the premises and to induce the Holder to enter into the Subordination, the Company hereby agrees with Holder as follows:

1. Reaffirmation. All of the terms and conditions of the CASA are hereby reaffirmed by Company in all respects.

2. Amendment to Schedule 4. Schedule 4 of the CASA is hereby amended and restated to

include and identify additional Intellectual Property owned by the Company as of the date of this Amendment No. 1 as set forth on the Amended and Restated Schedule 4 attached hereto.

3. Incorporation of Recitals. The Recitals set forth above, including the defined terms therein, are true and correct and incorporated into this Amendment No. 1 as if restated in full.

4. Defined Terms. All initially-capitalized terms used in this Amendment No. 1 and not otherwise defined herein shall have the meaning ascribed to them as set for in the CASA, unless otherwise specifically stated in this Amendment No. 1.

5. No Other Amendments. Except as modified in this Amendment No. 1, the terms of the CASA remain binding on the parties and are in full force and effect according to their terms.

6. Incorporation of Amendment No. 1. From and after the date of this Amendment No. 1, the CASA shall be read and understood to mean the CASA as modified by this Amendment No. 1.

7. Subordination. This Amendment No. 1 is subject to the terms and conditions contained in the Subordination Agreement by and between Holder and TCA Global Credit Master Fund, L.P.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to Collateral Assignment and Security Agreement to be duly executed and delivered as of the date and year first above written.

APT IP HOLDINGS, LLC

By: _____

Its: _____

MAZUMA CREDIT UNION

By: _____

Its: _____

READ AND APPROVED BY ALL MEMBERS
OF APT IP HOLDINGS, LLC

Trey A. Covey

William C. Dyess

APT IP HOLDINGS, LLC

By: _____

Its: _____

MAZUMA CREDIT UNION

By: _____

Its: *VP Bus Partnerships*

**READ AND APPROVED BY ALL MEMBERS
OF APT IP HOLDINGS, LLC**

Troy A. Covey

William C. Dyess

AMENDED AND RESTATED SCHEDULE 4
(as of January 16, 2015)

Intellectual Property
PATENTS

USPTO Application No.	USPTO Patent No.	Patent
09/156,121	5,908,013	Two-cycle engine; Inventor William C Dyess; Application filed September 17, 1998, issued June 1, 1999; Assigned to APT IP Holdings, LLC February 18, 2009
09/787,769	6,505,821	Carburetor; Inventor William H. Edmonston; Application filed March 22, 2001, issued January 14, 2003; Assigned from Kwangsun Edmonston to APT IP Holdings, LLC on December 10, 2007
12/378,556	7,753,157	Motorcycle with Pedals; Inventor Cameron Woods; Application filed February 17, 2009, granted July 13, 2010; Assigned from Woods to APT IP Holdings on September 12, 2014, recorded September 29, 2014.
12/913,629	20120001113	Carburetor and Methods Therefor; Inventor William C Dyess and Aaron Hudlemeyer; Application filed July 2, 2010, filed October 27, 2010, published January 5, 2012; Assigned from Dyess/Hudlemeyer to American Performance Technologies on February 2, 2011; Pending - Response to Non- Final Office Action due 3/6/2014
13/807,999	20130206107	Carburetor and Methods Therefor; Inventor William C Dyess and Aaron Hudlemeyer; Application filed June 6, 2011 published August 15, 2013, Assigned from Dyess/Hudlemeyer to APT IP Holdings LLC on February 4, 2013; Assigned from Dyess/Hudlemeyer/American Performance to APT IP 01/30/14, 02/03/14, & 03/19/14 13/807,999 filed on 02/08/2013 is a Pending National Stage Entry that claims the benefit of PCT/US11/39254
PCT / US 11/039254	WIPO # WO 2012/003066	(International Patent Application) P003.WO -PCT Improved Carburetor and Methods Therefor (Nat Phase); Inventor/Applicant Corey Dyess/Aaron Hudlemeyer; Applicant American Performance Technologies, LLC; Application filed June 6, 2011; Assigned to American Performance Technologies February 2, 2011; WIP Publication No. WO 2012/003066 on January 5, 2012

AMENDED AND RESTATED SCHEDULE 4
 (as of January 16, 2015)



Intellectual Property
PATENTS

USPTO Application No.	USPTO Patent No.	Patent
29/419,705	D705127	P010-DES Go-Kart, Pending - Issue fee due 3/26/2014. The number may be assigned to an application that is not yet available for public inspection.
29/419,707	D705128	P011-DES Go-Kart, Application May 1, 2012; Pending - Issue fee due 3/27/2014. The number may be assigned to an application that is not yet available for public inspection.
61/361,117		Improved Carburetor; Inventor Corey Dyess; Application filed July 2, 2010; Provisional term expired July 3, 2011
29/389,391	D653,590	Mini-Bike Frame; Inventor Wayne Patterson, Johnny Liao; Application filed April 11, 2011, issued February 7, 2012
29/389,588	D656,560	Motorized Scooter; Inventors: Wayne Patterson, Johnny Liao; Application filed April 13, 2011, issued March 27, 2012.
29/389,607	D682,739	Go-Kart Frame; Inventor Wayne Patterson, Johnny Liao; Application filed April 14, 2011, issued May 21, 2013; Assigned from Patterson/Liao to APT IP Holdings LLC January 7, 2013
29/419,708	D689,798	Mini-Bike; Inventor Wayne Patterson, Johnny Liao; Application filed May 1, 2012, issued September 17, 2013.
Unidentified	Unidentified	P009-PRO Scooter Hinge (Closed)

AMENDED AND RESTATED SCHEDULE 4
(as of January 16, 2015)

Intellectual Property

TRADEMARKS

Trademark Serial #	Trademark Registration #	Description:
77/613,138	-	Motovox (Trademark); Application filed November 12, 2008; Applicant – APT IP Holdings, LLC; Assigned April 15, 2009, from American Performance Technologies, LLC to APT IP Holdings, LLC; Abandoned January 14, 2013 no use statement filed. MOTOVOX
77/982,138	4,013,306	MOTOVOX (Trademark); Filed November 12, 2008; Registered August 16, 2011; Owner - APT IP Holdings, LLC MOTOVOX
85/125,223	4,127,039	American Performance Technologies (Trademark); Filed September 8, 2010; Registered April 10, 2012; Owner - APT IP Holdings, LLC AMERICAN PERFORMANCE TECHNOLOGIES
85/125,249	4,222,422	APT (Trademark); Application filed September 8, 2010; Issued October 9, 2012; Applicant - APT IP Holdings, LLC 
85/125,258	-0-	Motovox (Trademark); Application filed September 8, 2010; Applicant - APT IP Holdings, LLC; December 30, 2013; A fifth request for extension of time to file a Statement of Use has been granted) 

AMENDED AND RESTATED SCHEDULE 4
(as of January 16, 2015)

Intellectual Property

TRADEMARKS

Trademark Serial #	Trademark Registration #	Description:
85/125,262	4,230,475	SmartCarb (Trademark): Application filed September 8, 2010; Issued October 23, 2013; Applicant - APT IP Holdings, LLC SMARTCARB
85/190,038	-0-	Motovox (Trademark): Application filed December 3, 2010; Applicant - APT IP Holdings, LLC; January 17, 2014: A fifth request for extension of time to file a Statement of Use has been granted.) MOTOVOX
85/257,479	-0-	BETTER BY DESIGN (Trademark): Application filed March 3, 2011; Applicant - American Performance Technologies, LLC BETTER BY DESIGN
85/317,203	-0-	AMW (Trademark): Application filed May 10, 2011; Applicant - APT IP Holdings, LLC; April 5, 2012: Abandoned after publication because applicant filed an express abandonment. AMW
85/317,208	-0-	American Motor Works (Trademark): Application filed May 10, 2011; Applicant - APT IP Holdings, LLC; December 7, 2012: Abandoned because the applicant failed to respond or filed a late response to an Office action. AMERICAN MOTOR WORKS

AMENDED AND RESTATED SCHEDULE 4
(as of January 16, 2015)

Intellectual Property

TRADEMARKS

Trademark Serial #	Trademark Registration #	Description:
85/317,213	-0-	PowerAMW (Trademark); Application filed May 10, 2011; Applicant - APT IP Holdings, LLC; July 16, 2012: Abandoned because no Statement of Use or Extension Request timely filed after Notice of Allowance was issued.

POWERAMW

85/324,693	4,230,824	APT (Trademark); Application filed May 19, 2011; Issued October 23, 2012; Applicant - APT IP Holdings, LLC;
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APT

85/398,274		AMW (Trademark); Application filed August 15, 2011; Applicant - APT IP Holdings, LLC.; April 11, 2012: Abandoned after publication because applicant filed an express abandonment.
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85/975,408	4,332,980	BETTER BY DESIGN (Trademark); Application filed March 3, 2011; Issued May 7, 2013; Owner - American Performance Technologies, LLC
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BETTER BY DESIGN


85/976,500		American Motor Works (Trademark); Application filed May 10, 2011; Applicant/Owner - APT IP Holdings, LLC; February 18, 2013: Abandoned because no Statement of Use or Extension Request timely filed after Notice of Allowance was issued.
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AMERICAN MOTOR WORKS

AMENDED AND RESTATED SCHEDULE 4
(as of January 16, 2015)

Intellectual Property

TRADEMARKS

Trademark Serial #	Trademark Registration #	Description:
85/976,885	4,211,659	BETTER BY DESIGN (Trademark): Application filed March 3, 2011; Issued September 18, 2012; Applicant/Owner - American Performance Technologies, LLC BETTER BY DESIGN
85/978,342	4,293,525	Motovox (Trademark): Application filed December 3, 2010; Issued February 19, 2013; Applicant/Owner - APT IP Holdings, LLC MOTOVOX
85/978,374	4,296,590	Five pointed star (Motovox Trademark): Application filed September 8, 2010; Issued February 26, 2013; Registrant/Owner - APT IP Holdings, LLC 
86/232,140	4,624,666	Motoped (Trademark): Application filed March 26, 2014; Issued October 21, 2014; Registrant/Owner APT IP Holdings, LLC; Assigned to APT IP Holdings, LLC, on September 12, 2014. WIPO International Registration Number A0045210 assigned September 22, 2014. Motoped
86/400,676	--	Motoped (Trademark): Application filed September 19, 2014; Owner APT IP Holdings, LLC; WIPO International Registration Number A0045210 assigned September 22, 2014. MOTOPED

AMENDED AND RESTATED SCHEDULE 4
(as of January 16, 2015)

Intellectual Property

TRADEMARKS

Trademark Serial #	Trademark Registration #	Description:
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Unknown	Unknown	
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MOTOPED

Unknown	Unknown	
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