

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM356356

| | | | |
|---|--|--------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Assignment of Intellectual Property Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| General Electric Capital Corporation | | 08/21/2015 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Antares Capital LP | | |
| Street Address: | 500 W. Monroe Street | | |
| Internal Address: | 17th Floor | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60661 | | |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2863063 | THERMASYS | |
| Registration Number: | 2915820 | TS | |
| Registration Number: | 2915819 | KEEPING A SHARP EYE ON QUALITY | |
| Registration Number: | 1681094 | SURGE-CUSHION | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3026365454 | | |
| <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: | 800-927-9801 x 62348 | | |
| Email: | jean.paterson@cscglobal.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: | 797327-065 | | |
| NAME OF SUBMITTER: | Jean Paterson | | |
| SIGNATURE: | /jep/ | | |
| DATE SIGNED: | 09/25/2015 | | |

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Total Attachments: 6

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ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT

This ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Assignment"), dated as of August 21, 2015, is by GENERAL ELECTRIC CAPITAL CORPORATION (individually, "GECC"), acting in its capacity as the current and resigning administrative agent (in such capacity, the "Retiring Agent") and ANTARES CAPITAL LP, a Delaware limited partnership (individually, "Antares"), acting in its capacity as the successor administrative agent (in such capacity, the "Successor Agent").

RECITALS:

WHEREAS, API Heat Transfer ThermaSys Corporation (f/k/a ThermaSys Corporation), as "Grantor", and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the "Agreements") covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: _____

Name: Scott Karlinghouse

Title: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: _____

Name: Scott Karlinghouse

Title: Duly Authorized Signatory

EXHIBIT A

Trademark Security Agreement, dated as of May 3, 2013 between Grantor and Retiring Agent, recorded with the United States Patent and Trademark Office on May 7, 2013, at Reel 005022, Frame 0024.

Patent Security Agreement, dated as of May 3, 2013 between Grantor and Retiring Agent, recorded with the United States Patent and Trademark Office on May 7, 2013, at Reel 30361, Frame 853.

Copyright Security Agreement, dated as of May 3, 2013 between Grantor and Retiring Agent, recorded with the United States Copyright Office on May 23, 2013, at Volume 9902, Document 959.

EXHIBIT B

Trademarks

| | Country/ Jurisdiction Name | Trademark Name | App. No. | App. Date | Reg. Number | Reg. Date | Current Owner |
|----|----------------------------------|---|----------|--------------|----------------|--------------|-----------------------|
| 1. | US Federal | ThermaSys | | | 2,863,063 | 7/13/04 | ThermaSys Corporation |
| 2. | US Federal | TS | | | 2,915,820 | 1/4/05 | ThermaSys Corporation |
| 3. | US Federal | KEEPING A SHARP EYE ON QUALITY <small>www.thermasys.com</small> | | | 2,915,819 | 1/4/05 | Thermasys Corporation |
| 4. | US Federal | SURGE-CUSHION | | | 1,681,094 | 3/31/92 | Thermasys Corporation |

Patents:

| Title of Patent/Utility Model | Application No. | Filing Date | Patent No. | Issue Date | Country |
|--|--------------------|-------------|------------|------------|---------------|
| Manifold assembly for a parallel flow heat exchanger | 07/750,198 | 8/27/91 | 5,125,454 | 6/30/92 | United States |
| Manifold assembly for a parallel flow heat exchanger | 07/762,563 | 9/19/91 | 5,152,339 | 10/6/92 | United States |
| Manifold for heat exchanger incorporating baffles, end caps and brackets | 08/842,041 | 4/23/97 | 5,934,366 | 8/10/99 | United States |
| Manifold for heat exchanger and baffles thereof | 08/896,767 | 7/18/97 | 6,056,047 | 5/2/00 | United States |
| Manifold for heat exchanger and baffles therefor | 09/265,569 | 3/10/99 | 6,145,589 | 11/14/00 | United States |
| Fin-tube block type heat exchanger with grooved spacer bars | 09/737,782 | 12/18/00 | 6,857,469 | 2/22/05 | United States |

Copyrights:

| Owner | Title | Registration No. | Registration Date |
|-----------------------|--|------------------|--------------------|
| ThermaSys Corporation | Quality complete radiators/kits for medium duty and heavy duty trucks. | TXu659850 | November 10, 1994 |
| ThermaSys Corporation | Water cooler-industrial oil coolers: EC series: bull. 2.00. | TX4303936 | June 7, 1996 |
| ThermaSys Corporation | Brazed plate oil coolers: BPS series: bull. 43.00. | TX4303925 | June 7, 1996 |
| ThermaSys Corporation | Air cooled water cooling systems: CL series | TX4033105 | May 5, 1995 |
| ThermaSys Corporation | Air cooled-mobile oil coolers: DF series with TWIN-SWIRL turbulation: bulletin 36.00. | TX3957872 | December 5, 1994 |
| ThermaSys Corporation | Refrigerated oil coolers/water coolers: RC series: bulletin 44.00. | TX3957870 | December 5, 1994 |
| ThermaSys Corporation | Air cooled-industrial rear mount oil coolers: RM series with TWIN-SWIRL turbulation: bulletin 24.01. | TX3957869 | December 5, 1994 |
| ThermaSys Corporation | Brazed plate heat exchangers: BP series: bulletin 42.00 | TX3957868 | December 5, 1994 |
| ThermaSys Corporation | Water cooled in-tank oil coolers, EKT series: bull. 11.01. | TX3770646 | February 22, 1994 |
| ThermaSys Corporation | Air cooled industrial oil coolers - AOC series with Twin-Swirl turbulation - industrial: bull. 13.00 | TX3665633 | September 15, 1993 |
| ThermaSys Corporation | Air cooled - mobile oil coolers M series, MR series with bypass relief valve bull. 25.03. | TX3613951 | September 20, 1993 |
| ThermaSys Corporation | Mobile Products Division oil coolers - AOC series with Twin-Swirl turbulation: bull. 21.00. | TX6628810 | September 15, 1993 |
| ThermaSys Corporation | 316 stainless steel fixed bundle heat exchangers. | TX3530283 | February 24, 1993 |
| ThermaSys Corporation | Air cooled-mobile oil coolers: M series, MR series with bypass relief valve: bull. 25.02. | TX3342515 | March 30, 1992 |
| ThermaSys Corporation | Air cooled-mobile oil coolers, DH series with twin swirl turbulation: bulletin [no.] 28.00. | TX3297797 | April 6, 1992 |
| ThermaSys Corporation | "B" series heat exchangers: bull. 6.01. | TX2825144 | May 21, 1990 |
| ThermaSys Corporation | Water cooled oil cooler: bull. 5.00. | TX2732234 | January 17, 1990 |
| ThermaSys Corporation | Water cooled oil coolers, models AO-1 and AO-2: bull. 14.00. | TX2545576 | April 13, 1989 |
| ThermaSys Corporation | Air cooled-economy mobile oil coolers: bull. 27.00. | TX2540128 | April 13, 1989 |

| <u>Owner</u> | <u>Title</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|-----------------------|--|-------------------------|--------------------------|
| ThermaSys Corporation | High performance, air cooled oil coolers. | TX2507548 | December 23, 1988 |
| ThermaSys Corporation | Combination oil cooler/aftercooler, side by side - air cooled; bull. 34.00 | TX2311483 | May 12, 1988 |
| ThermaSys Corporation | Compressed air re-heaters; bull. 33.00. | TX1931605 | October 22, 1986 |
| ThermaSys Corporation | Compressed air and gas aftercoolers, air cooled; bull. 32.00. | TX1931604 | October 22, 1986 |
| ThermaSys Corporation | M B T series heat exchangers; bull. 3.00. | TX1800830 | April 17, 1986 |
| ThermaSys Corporation | BRC series heat exchangers; bull. 8.00. | TX1762633 | January 6, 1986 |
| ThermaSys Corporation | ASB series heat exchangers; bull. 7.00. | TX1762632 | January 6, 1986 |
| ThermaSys Corporation | High performance air cooled oil coolers. | TX1729864 | January 6, 1986 |
| ThermaSys Corporation | Air cooled oil coolers with air filter. | TX1729863 | January 6, 1986 |
| ThermaSys Corporation | S A E series heat exchangers. | TX1729862 | January 6, 1986 |
| ThermaSys Corporation | A S F series heat exchangers. | TX1729861 | January 6, 1986 |
| ThermaSys Corporation | Air cooled - mobile oil coolers. | TX1729860 | January 6, 1986 |
| ThermaSys Corporation | Compressed air & gas aftercoolers. | TX1729859 | January 6, 1986 |
| ThermaSys Corporation | Air cooled - mobile oil coolers w/bypass | TX1729858 | January 6, 1986 |
| ThermaSys Corporation | Air cooled - mobile oil coolers. | TX1729857 | January 6, 1986 |
| ThermaSys Corporation | Compact high performance air cooled oil coolers with hydraulic motor. | TX1729856 | January 6, 1986 |
| ThermaSys Corporation | Rear mount, air cooled oil coolers (economy series) | TX1729855 | January 6, 1986 |
| ThermaSys Corporation | Rear mount air cooled oil cooler. | TX1729854 | January 6, 1986 |
| ThermaSys Corporation | Air cooled oil coolers with hydraulic motor. | TX1729853 | January 6, 1986 |