

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM357774

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, AS RETIRING AGENT		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ANTARES CAPITAL LP, AS SUCCESSOR AGENT		
Street Address:	500 West Monroe Street		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3232667	CAB POWER	
Registration Number:	1321505	HEAT-MAGNET	
Registration Number:	2115082	PHILLIPS & TEMRO	
Registration Number:	0819039	ZERO START	
Registration Number:	0670862	ZERO-START	
Serial Number:	86440443	TEMRO	
Serial Number:	86440439	TRUFLO	
CORRESPONDENCE DATA			
Fax Number:	3129939767		
<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:	3129932647		
Email:	zeynep.gieseke@lw.com		
Correspondent Name:	Zeynep Gieseke		
Address Line 1:	330 N. Wabash Avenue, Suite 2800		
Address Line 2:	Latham & Watkins LLP		
Address Line 4:	CHICAGO, ILLINOIS 60611		
ATTORNEY DOCKET NUMBER:	025646-0000		

OP \$190.00 3232667

NAME OF SUBMITTER:	Zeynep Gieseke
SIGNATURE:	/zg/
DATE SIGNED:	10/07/2015
Total Attachments: 7 source=Assignment of IP Security Agreement (Phillips & Temro Industries Inc.)#page1.tif source=Assignment of IP Security Agreement (Phillips & Temro Industries Inc.)#page2.tif source=Assignment of IP Security Agreement (Phillips & Temro Industries Inc.)#page3.tif source=Assignment of IP Security Agreement (Phillips & Temro Industries Inc.)#page4.tif source=Assignment of IP Security Agreement (Phillips & Temro Industries Inc.)#page5.tif source=Assignment of IP Security Agreement (Phillips & Temro Industries Inc.)#page6.tif source=Assignment of IP Security Agreement (Phillips & Temro Industries Inc.)#page7.tif	

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 Collateral Agent**”).

RECITALS:

WHEREAS, PHILLIPS & TEMRO INDUSTRIES INC., 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, successor 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.

- Remainder of Page Intentionally Left Blank; Signature Page Follows –

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: STEVEN FLOWERS

Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: 

Name: DAVID BRACKETT

Title: Duly Authorized Signatory

EXHIBIT A

Trademark Security Agreement dated as of March 12, 2015 and filed with the United States Patent and Trademark Office on March 12, 2015 at Reel 5476, Frame 0804.

Patent Security Agreement dated as of March 12, 2015 and filed with the United States Patent and Trademark Office on March 12, 2015 at Reel 035152, Frame 0284.

EXHIBIT B

Trademark Registrations

1. REGISTERED TRADEMARKS

Registration Number	Country	Mark	Issue Date	Renewal Date
TMA562263	Canada	CAB POWER	22-May-2002	22-May-2017
TMA467889	Canada	HEAT-MAGNET	19-Dec-1996	19-Dec-2026
TMA490997	Canada	PHILLIPS & TEMRO	12-Nov-1997	5-Mar-2028
TMA183967	Canada	TEMRO	23-Jun-1972	23-Jun-2017
294708	Canada	TEMRO & Design	31-Aug-1984	31-Aug-2014
TMA470278	Canada	VIBRA	30-Jan-1997	30-Jan-2027
TMA234805	Canada	ZERO START & Design	3-Aug-1979	3-Aug-2024
4859354	China	PHILLIPS & TEMRO	7-Aug-2008	6-Aug-2018
5070333	China	PHILLIPS & TEMRO	7-Dec-2008	6-Dec-2018
4859351	China	ZERO START	28-Apr-2009	27-Apr-2019
4859349	China	ZERO START	28-Apr-2009	27-Apr-2019
5070332	China	ZERO START	7-Dec-2008	6-Dec-2018
417550	EC	PHILLIPS & TEMRO	22-Nov-2000	9-Dec-2016
658567	EC	TEMRO	3-Feb-2000	20-Oct-2017
201832	Norway	PHILLIPS & TEMRO	9-Mar-2000	9-Mar-2020
3232667	US	CAB POWER	24-Apr-2007	24-Apr-2017
1321505	US	HEAT-MAGNET	19-Feb-1985	19-Feb-2015
2115082	US	PHILLIPS & TEMRO	25-Nov-1997	25-Nov-2017
0819039	US	ZERO START	22-Nov-1966	22-Nov-2016
0670862	US	ZERO-START	8-Dec-1958	9-Dec-2018

2. TRADEMARK APPLICATIONS

Application Number	Country	Mark	Filing Date
86/440,443	US	TEMRO	30-Oct-2014
86/440,439	US	TRUFLO	30-Oct-2014

3. IP LICENSES

None.

Patent Registrations

1. REGISTERED PATENTS

Patent Number	Country	Title	Issue Date
5595164	US	Low Profile Intake Manifold Heater	21-Jan-1997
5970962	US	PCV Heather and Method for Mfg.	26-Oct-1999
5988146	US	Modular Air Intake Heater	23-Nov-1999
5992399	US	Modular Air Intake Heater	30-Nov-1999
6031204	US	Drop-In Air Heater for an Engine with Heater Support Frame Having Prongs	29-Feb-2000
6062206	US	PCV Heather and Method for Mfg.	16-May-2000
6073615	US	Modular Air Intake Heater	13-Jun-2000
6119665	US	Modular Air Intake Heater	19-Sep-2000
6152117	US	Air Intake Heater with Integrated Power and Ground Connector	28-Nov-2000
6242712	US	Air Intake Heater with Perforated Resistance Element	5-Jun-2000
6651632	US	Air Intake Heater Retention Mechanism	25-Nov-2003
7005591	US	Thermostatic Cord	28-Feb-2006
7070417	US	Breakable Connector for Connecting a Vehicle to a Power Source	4-Jul-2006
7406957	US	Air Heater with One-Piece Housing	5-Aug-2008
7438589	US	Dual Entry Connector Having an Integrated Power Indicator Light	21-Oct-2008

Patent Number	Country	Title	Issue Date
7439851	US	Cab Receptacle with Indicator Light	21-Oct-2008
7472695	US	Controller for Air Intake Heater	6-Jan-2009
7614388	US	Flanged Heating Element with Thermal Expansion Joint	10-Nov-2009
7882825	US	Air Intake Heater with Flanged Heating Element	02-Aug-2011
7666028	US	Cab Power Connectors	23-Feb-2010
7921548	US	Method of Manufacturing a Heater Retention Spring	12-Apr-2011
8003922	US	Solid State Switch with Over-Temperature and Over-Current Protection	17-Feb-2006
8432650	US	Relay Switching Method and Hybrid Relay Switch	30-Apr-2013
2362709	Italy/UK	Solid State Switch with Over-Temperature and Over-Current Protection	17-Feb-2006
1726817	Italy	Baffled Heating Element with Thermal Expansion Joint	4-Aug-2010
1726817	Germany /Italy/UK	Baffled Heating Element with Thermal Expansion Joint	4-Aug-2010
6020040427950	Germany	Controller for Air Intake Heater	28-Jul-2003
6020060158793	Germany	Baffled Heating Element with Thermal Expansion Joint	4-Aug-2010
6020070342724	Germany	Solid State Switch with Over-Temperature and Over-Current Protection	17-Feb-2006
2362709	FR	Solid State Switch with Over-Temperature and Over-Current Protection	17-Feb-2006
2395226	Europe/UK	Controller for Air Intake Heater	17-Jul-2013
ZL2004800219916	China	Air Intake Heater System of a Vehicle	29-Dec-2010

Patent Number	Country	Title	Issue Date
ZL2006200183592	China	Heating Device for use in Internal Combustion Engine	3-Oct-2007
ZL2006201136353	China	Air Intake Heater	31-Oct-2007
ZL2006201603736	China	Heater and Intake Assembly for Internal Combusting Engine	19-Mar-2008
ZL2007200057823	China	Heating Device for use in Internal Combustion Engine	16-Apr-2008
ZL2007201389506	China	Heater	1-Oct-2008
ZL200720139530X	China	Intake Air Heating System and Circuit for Switching Power to a Resistive Load	16-Apr-2008
2234727	Canada	Battery Heating Device & Method	10-Sep-2002
2457591	Canada	Vehicle Mounted Step Assembly	19-May-2009

2. PATENT APPLICATIONS

Application Number	Country	Title	Filing Date
11/486884	US	Solid State Switch	14-Jul-2006
50010883	Europe	Modular Air Intake Heater	13-Apr-1999
101717205	Europe/FR/DE	Flanged Htg Element w/ Thermal Expansion Joint	3-Aug-2010
71024574	Europe	Solid State Switch w/ Over-Temp and Over-Current Protection	15-Feb-2007
2012101502720	China	Electric Vehicle Compact Coolant Htr	21-Nov-2012
88462486	Europe	Relay Switching Method & Hybrid Relay Switch	4-Jun-2010
2012101470166	China	Coolant Circulation Htr for an Electric Vehicle Battery	11-May-2012

3. IP LICENSES

None.