

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM432179

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gerbings, LLC		05/19/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Progeny Fund 2016, LLC		
<b>Street Address:</b>	427 North Tatnall St.		
<b>Internal Address:</b>	#42065		
<b>City:</b>	Wilmington		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19801-2230		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 17</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4261608	HYBRID HEATING SYSTEM	
<b>Registration Number:</b>	3547784	MICROWIRE	
<b>Registration Number:</b>	3503726	CORE HEAT TRANSFER SYSTEM	
<b>Registration Number:</b>	3125594	GERBING	
<b>Registration Number:</b>	3528721	HEAT GOOD, COLD BAD	
<b>Serial Number:</b>	85269798	HEAT READY	
<b>Serial Number:</b>	85320868	HEATLOCK	
<b>Serial Number:</b>	85823076	G	
<b>Serial Number:</b>	85823075	GERBING	
<b>Serial Number:</b>	85823078	G GERBING	
<b>Serial Number:</b>	86073344	THERMOVELOCITY PROTECTION	
<b>Serial Number:</b>	86003097	GANTIC	
<b>Serial Number:</b>	86015314	GERBING	
<b>Serial Number:</b>	86133424	COREHEAT1	
<b>Serial Number:</b>	86133428	COREHEAT7	
<b>Serial Number:</b>	86133431	COREHEAT12	
<b>Serial Number:</b>	86292545	GYDE SUPPLY	

OP \$440.00 4261608

**CORRESPONDENCE DATA****Fax Number:** 3367141238*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:** 3367141223**Email:** ldenton@wallbabcock.com**Correspondent Name:** Lee D Denton**Address Line 1:** 1076 West Fourth St.**Address Line 4:** Winston-Salem, NORTH CAROLINA 27101**ATTORNEY DOCKET NUMBER:** 2052-001**NAME OF SUBMITTER:** Lee D Denton**SIGNATURE:** /Lee D Denton/**DATE SIGNED:** 06/22/2017**Total Attachments: 9**

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## ASSIGNMENT OF PATENTS AND TRADEMARKS

This ASSIGNMENT OF PATENTS AND TRADEMARKS ("IP Assignment"), dated as of May 19, 2017 is executed and delivered by GERBINGS, LLC ("Assignor") to PROGENY FUND 2016, LLC ("Assignee").

### RECITALS:

WHEREAS, Assignor and Texas Capital Bank, N.A. ("Texas Capital") entered into an Intellectual Property Security Agreement, dated as of May, 2015 (the "IP Security Agreement"), pursuant to which Assignor granted to Texas Capital a security interest and collateral assignment in certain IP Collateral (as such term is defined in the Agreement); and

WHEREAS, the IP Security Agreement was recorded with the United States Patent and Trademark Office on December 14, 2015, Reel/Frame Number 037287/0198, with respect to the United States patents listed on Schedule B attached to the IP Security Agreement and on December 14, 2015, Reel/Frame Number 5688/0615, with respect to the United States trademarks listed on Schedule C attached to the IP Security Agreement; and

WHEREAS, by subsequent agreement on December 8, 2016 ("Security Interest Assignment"), Texas Capital assigned its entire right and interest in the IP Security Agreement to Assignee. The Security Interest Assignment was recorded with the United States Patent and Trademark Office on December 12, 2016, Reel/Frame Number 040885/0263 with respect to the United States Patents listed on Schedule B attached to the IP Security Agreement, and on December 12, 2016, Reel/Frame Number 5945/0959 with respect to the United States trademarks listed on Schedule C attached to the IP Security Agreement; and

WHEREAS, Assignee is in the process of foreclosing on its rights under the IP Security Agreement, and seeks to take ownership and title to the (i) Patents described on Schedule A attached hereto (the "Patents") and (ii) Trademarks described on Schedule B attached hereto (the "Trademarks");

NOW, THEREFORE, Assignor hereby assigns to Assignee, its entire right, title and interest in and to the Patents and Trademarks, as well as all goodwill associated with the Trademarks, described on Schedules A and B attached hereto. Assignor acknowledges that the Patents and Trademarks were legally foreclosed on by Assignee in compliance with applicable state laws.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor has executed and delivered this IP Assignment as of the date first set forth above.

GERBINGS, LLC

By: [Signature]  
Name: Steve Weebler  
Title: Manager

STATE OF NORTH CAROLINA  
COUNTY OF FORSYTH

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she signed the foregoing document:

Steve Weebler

[insert name of person(s) in blank]

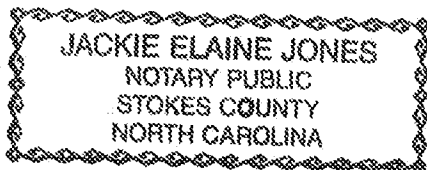
Date: 5/19/2017

[Signature]  
Notary Public

Print Name: Jackie Elaine Jones

My commission expires: 3/2/2018

[Official Seal]



SCHEDULE A:  
PATENT COLLATERAL

File #	Type	Title	Ctry	Applic.# Patent #	Filing Date Issue Date	Status/ Next Action	
1451701-12.1	Design	HEATING PAD SURFACE PATTERN	USA	D703446	6/19/2013	Issued	
1451701-12.13	Design	GLEX EXTREME GLOVE	USA	29/458,460	6/19/2013	<del>Pending</del>	Issued D754,403
1451701-12.14	Design	BASE LAYER LONG SLEEVE SHIRT	USA	29/458,578	6/20/2013	<del>Pending</del>	Issued D715,029
1451701-12.15	Design	MENS EXTREME JACKET	USA	29/458,696 / D698527	6/21/2013 2/4/2014	Issued	
1451701-12.16	Design	HAND WARMER	USA	29,458,461	6/19/2013	Pending	
1451701-12.17	Design	MENS PUFFER JACKET	USA	29/458,699 / D698,528	6/21/2013 2/4/2014	Issued	
1451701-12.18	Design	SKI SOCK	USA	29/458,465	6/19/2013	<del>Pending</del>	Issued D710,084
1451701-12.2	Design	WOMENS SOFTSHELL VEST	USA	29/458,545 / D698,523	6/21/2013 2/4/2014	Issued	
1451701-12.21	Design	SKI JACKET	USA	29/458,712	6/21/2013	<del>Pending</del>	Issued D704,924
1451701-12.22	Design	MENS EXTREME PANT	USA	29/458,591	6/20/2013	<del>Pending</del>	Issued 732,273

1451701-12.23	Design	JACKET LINER	USA	D703416	6/21/2013	Issued	
1451701-12.3	Design	ULTRA LIGHT GLOVE	USA	29/458,457	6/19/2013	<del>Pending</del>	Issued 715,497
1451701-12.4	Design	WOMENS SOFTSHELL JACKET	USA	29/458,661 / D698,525	6/21/2013 / 2/4/2014	Issued	
1451701-12.5	Design	WOMENS PUFFER JACKET	USA	29/458,671 / D698,526	6/21/2013 / 2/4/2014	Issued	
1451701-12.6	Design	MENS SOFTSHELL JACKET	USA	29/458,586 / D698,524	6/20/2013 / 2/4/2014	Issued	
1451701-12.7	Design	PANT LINER	USA	29/458,676	6/21/2013	<del>Pending</del>	Issued 731,752
1451701-12.8	Design	MENS SOFTSHELL VEST	USA	29/458,585 / D698,522	6/20/2013 / 2/4/2014	Issued	
1451701-12.9	Design	WOMENS PUFFER VEST	USA	29/458,690	6/21/2013	<del>Issue Fee Paid</del>	Issued 703,922
1451701-11.1	Non-Provisional	TEXTILE BASED HEATING APPARATUS AND METHOD	USA	12/050,083	3/17/2008	Pending	
1451701-17.1	Prov	RESISTIVE HEATING DEVICE	USA	61/882,319	9/25/2013	<del>Pending</del>	Expired
1451701-18.1	Prov	RESISTIVE HEATING DEVICE HAVING AN INTEGRATED SENSOR	USA	61/885,246	10/1/2013	<del>Pending</del>	Expired

1451701-10	Prov	ELECTRICALLY-POWERED THERMA-REGULATED APPAREL CONTROLLER, SYSTEM, AND RELATED METHODS	USA	61/885,166	10/1/2013	<del>Issued</del>	Expired
1451701-19.1	Prov	SILICONE IMPREGNATED HEATING ELEMENT FOR A HEATED GARMETN AND RELATED METHOD	USA	61/882,247	9/25/2013	<del>Issued</del>	Expired
	Prov	HEATED GLOVE AND METHOD OF MANUFACTUREING	USA			<del>Issued???</del>	

This was not on the list: 29/458,715 Jacket Liner - Issued 703,416 on April 29, 2014

SCHEDULE B:

TRADEMARK COLLATERAL

Registered Trademarks:

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark/ Trademark Application relates to following Trademark	Registration No./ Serial No.	Date Registered/ Date of Application	Country of Registration
Gerbings, LLC	Owner	HYBRID HEATING SYSTEM	Registration No. 4261608	12/18/12	United States
Gerbings, LLC	Owner	MICROWIRE	Registration No. 3547784	12/16/08	United States
Gerbings, LLC	Owner	CORE HEAT TRANSFER SYSTEM	Registration No. 3503726	9/23/08	United States DEAD
Gerbings, LLC	Owner	GERBING	Registration No. 3125594	08/08/06	United States



Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark/ Trademark Application relates to following Trademark	Registration No./ Serial No.	Date Registered/ Date of Application	Country of Registration
Gerbings, LLC	Owner	HEAT GOOD, COLD BAD	Registration No. 3528721	11/04/08	United States: CANCELLED
Gerbings, LLC	Owner	HEAT READY	Serial No. 85269798	03/17/11	United States: DEAD
Gerbings, LLC	Owner	HEATLOCK	Serial No. 85320868	05/13/11	United States: DEAD
Gerbings, LLC	Owner	G (stylized)	Serial No. 85823076	01/14/13	United States: ISSUED
Gerbings, LLC	Owner	GERBING (stylized)	Serial No. 85823075	01/14/13	United States: ISSUED
Gerbings, LLC	Owner	G GERBING (stylized)	Serial No. 85823078	01/14/13	United States: ISSUED
Gerbings, LLC	Owner	THERMOVELO CITY PROTECTION	Serial No. 86073344	09/24/12	United States: DEAD

4,832,218

4,832,217

4,837,127

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark/ Trademark Application relates to following Trademark	Registration No./ Serial No.	Date Registered/ Date of Application	Country of Registration
Gerbings, LLC	Owner	GANTIC	Serial No. 86003097	07/05/13	United States DEAD
Gerbings, LLC	Owner	GERBING	Serial No. 86015314	07/19/13	United States
Gerbings, LLC	Owner	COREHEAT1	Serial No. 86133424	12/03/13	United States DEAD
Gerbings, LLC	Owner	COREHEAT7	Serial No. 86133428	12/03/13	United States DEAD
Gerbings, LLC	Owner	COREHEAT12	Serial No. 86133431	12/03/13	United States DEAD

Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	Registered Trademark/ Trademark Application relates to following Trademark	Registration No./ Serial No.	Date Registered/ Date of Application	Country of Registration
Gerbing's, LLC	Owner	GYDE SUPPLY	Serial No. 86292545	05/27/14	United States