# CH \$115.00 4354333

# TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM458823

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ZPOWER, LLC		01/18/2018	Limited Liability Company: DELAWARE

#### **RECEIVING PARTY DATA**

Name:	MIDCAP FINANCIAL TRUST, as agent
Street Address:	7255 WOODMONT AVE, SUITE 200
Internal Address:	c/o MIDCAP FINANCIAL SERVICES, LLC, as servicer
City:	BETHESDA
State/Country:	MARYLAND
Postal Code:	20814
Entity Type:	Trust: DELAWARE
Composed Of:	<ul> <li>APOLLO CAPITAL MANAGEMENT, L.P., its investment manager, DELAWARE, Limited Partnership</li> <li>APOLLO CAPITAL MANAGEMENT GP, LLC, its general partner, DELAWARE, Limited Liability Company</li> </ul>

## **PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	4354333	ZPOWER
Registration Number:	4354334	Z POWER
Registration Number:	3581260	Z POWER
Registration Number:	3462875	ZPOWER

#### CORRESPONDENCE DATA

**Fax Number:** 7036106200

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:** 7036106100

**Email:** boxip@hoganlovells.com

Correspondent Name: Valerie Brennan, Hogan Lovells US LLP
Address Line 1: 7930 Jones Branch Drive, 9th Floor
Address Line 2: Attn: Box Intellectual Property
Address Line 4: McLean, VIRGINIA 22102

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NAME OF SUBMITTER: VALERIE BRENNAN

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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of the 18th day of January, 2018 by and between MIDCAP FINANCIAL TRUST, a Delaware statutory trust ("Agent") and ZPOWER, LLC, a Delaware limited liability company ("Grantor").

## **RECITALS**

- A. The Lenders have agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Credit Extensions") in the amounts and manner set forth in that certain Credit and Security Agreement by and between Agent, the Lenders and Grantor dated as of the date hereof (as the same may be amended, modified or supplemented from time to time, the "Credit Agreement"; capitalized terms used herein are used as defined in the Credit Agreement). The Lenders are willing to make the Credit Extensions to Grantor, but only upon the condition, among others, that Grantor shall grant to Agent, for the ratable benefit of the Lenders, a security interest in certain Copyrights, Trademarks, Patents, and Mask Works (as each term is described below) to secure the obligations of Grantor under the Credit Agreement.
- B. Pursuant to the terms of the Credit Agreement, Grantor has granted to Agent, for the ratable benefit of the Lenders, a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.
- NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Credit Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

#### **AGREEMENT**

To secure its obligations under the Credit Agreement, Grantor grants and pledges to Agent, for the ratable benefit of the Lenders, a security interest in all of Grantor's right, title and interest in, to and under its intellectual property (all of which shall collectively be called the "Intellectual Property Collateral"), including, without limitation, the following:

- (a) Any and all copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held, including without limitation those set forth on <a href="Exhibit A">Exhibit A</a> attached hereto (collectively, the "Copyrights");
- (b) Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, acquired or held;
- (c) Any and all design rights that may be available to Grantor now or hereafter existing, created, acquired or held;
- (d) All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same, including without limitation the patents and patent applications set forth on <a href="Exhibit B">Exhibit B</a> attached hereto (collectively, the "Patents");

MidCap / ZPower / IP Security Agreement \\DC - 036639/000062 - 10912766

- (e) Any trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks, including without limitation those set forth on  $\underline{\text{Exhibit}}$   $\underline{\underline{C}}$  attached hereto (collectively, the "**Trademarks**");
- (f) All mask works or similar rights available for the protection of semiconductor chips, now owned or hereafter acquired, including, without limitation those set forth on Exhibit D attached hereto (collectively, the "Mask Works");
- (g) Any and all claims for damages by way of past, present and future infringements of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;
- (h) All licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works and all license fees and royalties arising from such use to the extent permitted by such license or rights;
- (i) All amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and
- (j) All proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

This security interest is granted in conjunction with the security interest granted to Agent, for the ratable benefit of the Lenders, under the Credit Agreement. The rights and remedies of Agent with respect to the security interest granted hereby are in addition to those set forth in the Credit Agreement and the other Financing Documents, and those which are now or hereafter available to Agent as a matter of law or equity. Each right, power and remedy of Agent provided for herein or in the Credit Agreement or any of the Financing Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Agent of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Credit Agreement or any of the other Financing Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Agent, of any or all other rights, powers or remedies.

[Signature page follows.]

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IN WITNESS WHEREOF, the parties have cau to be duly executed by its officers thereunto duly author	ised this Intellectual Property Security Agreement ized as of the first date written above.
	GRANTOR:
	ZPOWER, LLC
	Name: ROSS E. BAFBER

Address of Grantor:

ZPower, LLC 4765 Calle Quetzal Camarillo, California 93012 Attn: Dr. Ross Dueber

Email: Ross.Dueber@zpowerbattery.com

#### AGENT:

#### MIDCAP FINANCIAL TRUST

By: Apollo Capital Management, L.P., its investment manager

By: Apollo Capital Management GP, LLC, its general partner

By: ///////
Name: Maurice Amsellem

Title: Authorized Signatory

Address of Agent: MidCap Financial Trust c/o MidCap Financial Services, LLC, as servicer 7255 Woodmont Ave, Suite 200 Bethesda, MD 20814

Attn: Account Manager for ZPower transaction

Fax: 301-941-1450

Email: notices@midcapfinancial.com

# EXHIBIT A

# Copyrights

DescriptionRegistration/Registration/ApplicationApplicationApplicationNumberDate

None.

# EXHIBIT B

Patents

DescriptionRegistration/Registration/ApplicationApplicationApplicationNumberDate

[See attached].

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ublication Numbe		Title	Expiration Date		Time to Expiration (Years)	Category	Notes
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719223	Issued	Electrode separator	3/27/2029	12/20/2017	11.3	Separator	
272119	Issued	Electrode separator	3/27/2029	12/20/2017	11.3	Separator	
272119	Issued	Electrode separator	3/27/2029	12/20/2017	11.3	Separator	
272 <b>11</b> 9 272 <b>11</b> 9	Issued	Electrode separator Electrode separator	3/27/2029 3/27/2029	12/20/2017 12/20/2017	11.3 11.3	Separator Separator	
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215078	Issued	Electrode separator	3/27/2029	12/20/2017	11.3	Separator	
591220	Issued	Electrode separator	3/27/2029	12/20/2017	11.3	Separator	
210090676	hobbased	Floor rades and electrodiserated cells employing the same	3/27/0929	33/20/8/82	22.5	Convicts	Monators under formitation for natioals
539855	Published	Electrode separator	3/27/2029	12/20/2017	11.3	Separator	
0010026535	Prescrived	Cidentidae seastater	4/22/2045	12/20/2012	330-2	Separation	advanced as oversed securitar franchistor.
38058	Issued (2004)	Improved cathode	12/10/2029	12/20/2017	12.0	Cathode	and a community of the
12522333	Published	Bothery instrugement for optimizing bettery and senate life. Separator for the electrode	3/0/3/35 3/17/2030	12/0/2017	12.2	Leganp Separator	their changing for landay popilisations
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010229828	Issued	Improved cathode	3/26/2030	12/20/2017	12.3	Cathode	The property of the same adversariation and the same adver
757062	Published	A cathode comprising doped silver powder and uses of same	3/26/2030	12/20/2017	12.3	Cathode	
11563	Published	Improved cathode	3/26/2030	12/20/2017	12.3	Cathode	
750045	125/490	reading and methody first	5/32/2085	C4/20/2016/	35.1	heeping still	Sed Alta distriction
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09867	Issued	Novel electrodes and rechargeable batteries	11/3/2030	12/20/2017	12.9	Eathode Eathode	
06675 197 <b>1</b> 38	Issued Issued	New electrode and a rechargeable battery  Novel electrodes and rechargeable batteries	11/3/2030 11/3/2030	12/20/2017	12.9 12.9	Cathode Cathode	
197138 197138	Issued	Novel electrodes and rechargeable batteries  Novel electrodes and rechargeable batteries	11/3/2030 11/3/2030	12/20/2017	12.9	Cathode	
497 <b>1</b> 38	Issued	Novel electrodes and rechargeable batteries	11/3/2030	12/20/2017	12.9	Cathode	
197138	Issued	Novel electrodes and rechargeable batteries	11/3/2030	12/20/2017	12.9	Cathode	
497138	Issued	Novel electrodes and rechargeable batteries	11/3/2030	12/20/2017	12.9	Cathode	
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79888	respect	Security and bearing concepting rate	6/04/2001	12/0/2017	10.5	Oranging	Grange designations
536702 950909	Issued	Method and apparatus for recharging a battery	7/14/2031	12/20/2017	13.6	Charging	
50909 594006	Issued Published	Method and apparatus for re-charging the battery  Method and apparatus for re-charging a battery	7/15/2031 7/15/2031	12/20/2017	13.6 13.6	Charging Charging	
311007	Published	Electrode separator	9/15/2031	12/20/2017	13.7	Separator	
517084	Published	Electrode separator	9/16/2031	12/20/2017	13.7	Separator	
717350	Published	Electrode separator	9/16/2031	12/20/2017	13.7	Separator	
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619830	Issued	Cathode	9/21/2031	12/20/2017	13.8	Cathode	
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2812180	Published	Cathode	9/21/2031	12/20/2017	13.8	Cathode	
2636089	Issued	Novel electrodes and rechargeable batteries	11/2/2031	12/20/2017	13.9	Cathode	
2636089	Published	Novel electrodes and rechargeable batteries	11/2/2031	12/20/2017	13.9	Cathode	
013545242	Published	Rechargeable battery and a new electrode	11/2/2031	12/20/2017	13.9	Cathode	
2641293	Issued	Silver/zinc rechargeable batteries	11/15/2031	12/20/2017	13.9	Electrolyte	
641293	Issued	Electrolyte for Zinc-Based Rechargeable Batteries, Method for Producing the Same and Batteries including Said Electrolyte	11/15/2031	12/20/2017	13.9	Electrolyte	
641293	Issued	Electrolyte for Zinc-Based Rechargeable Batteries, Method for Producing the Same and Batteries Including Said Electrolyte	11/15/2031	12/20/2017	13.9	Electrolyte	
841293 931366	Issued	Electrolyte for Zinc-Based Rechargeable Batteries, Method for Producing the Same and Batteries Including Said Electrolyte Satists and appropriate page 1997 and appropriate for the Same and Batteries and Batteries and Batteries and Batteries.	11/15/2031 8/10/1080	12/20/2017	13.9	Electrolyte Lapted	Coll disaging fire techniques replications
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545745	Published	Automatic reconfiguration of a hearing assistance device based on battery characteristics	3/27/2033	12/20/2017	15.3	Hearing Aid	
402300	108991	Cathodo	4/35/2006	12/00/2017	15.4	Intercoe	Enderginal documes (Nethington incressment)
700066 90 <b>1</b> 516	Issued	Cathode Cathode	9/20/4/33 9/26/2022	22/20/2022	25.6 15.8	Cathode	Silicone digyest (annage and life optie stabilization)
901516 901516	Issued	Cathode Katode	9/26/2033 9/26/2033	12/20/2017 12/20/2017	15.8 15.8	Cathode Cathode	
886154	Published	Cathode	9/26/2033	12/20/2017	15.B	Cathode	
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014205149	Published	Methods and systems for recharging a battery	1/13/2034	12/20/2017	16.1	Charging	• • •
897054	Published	Methods and systems for recharging a battery	1/13/2034	12/20/2017	16.1	Charging	
05027381	Published	Battery charger	1/13/2034	12/20/2017	16.1	Charging	
944007	Published	Methods and systems for recharging a battery	1/13/2034	12/20/2017	16.1	Charging	
0651850220 0160329534	Poolished Published	Method and sparses for reasing ingresionary Polymer coatings for metal surfaces	1/13/2004 1/13/2035	12/20/2017 12/20/2017	16.7	Chargog Cell Design	my ned thorps alorithm
941736	Published	Polymer coatings for metal surfaces Battery charger communication system	1/13/2035 3/13/2035	12/20/2017	17.1	Charging	
117229	Published	Battery charger communication system	3/13/2035	12/20/2017	17.2	Charging	
0170015355	Rehlosed	Buttery change communication system	3/12/2035	3.2/20/2007	3.7.2	Charging	Cell phone charging application for hearing aids
8-05298226	Palabbasi	Pengusativa depenaani oluga algudholi	8/28/2000	22/00/2027	17.5	Guegog	Courge skywithers for wineress courging
06463987	Published	Voltage regulator and control circuit for silver-zinc batteries in hearing instruments	6/17/2035	12/20/2017	17.5	Charging	
015277295	Published	Voltage regulator and control circuit for silver-zinc batteries in hearing instruments	6/17/2035	12/20/2017	17.5	Hearing Aid	
015277299	Published	Hearing aid battery door module	6/17/2035	12/20/2017	17.5	Hearing Aid	
950302	Published	Voltage regulator and control circuit for silver-zinc batteries in hearing instruments	6/17/2035	12/20/2017	17.5	Hearing Aid	
950303 106465026	Published Published	Hearing aid battery door module	6/17/2035	12/20/2017	17.5	Hearing Aid	
06465026 .586 <b>1</b> 8	Published Published	Hearing aid battery door module  Voltage regulator and control circuit for silver-zinc batteries in hearing instruments	6/17/2035 6/17/2035	12/20/2017 12/20/2017	17.5 17.5	Hearing Aid Hearing Aid	
158777	Published	Voltage regulator and common circuit for silver-zinc datteries in nearing instruments  Hearing aid battery door module	6/17/2035	12/20/2017	17.5	Hearing Aid	
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# EXHIBIT C

Trademarks

DescriptionRegistration/Registration/ApplicationApplicationApplicationNumberDate

[See Attached]

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ZPOWER Active Trademarks as of 12-21-2017

Mark ZPOWER	AUSTRALIA	Owner Name ZPower, LLC	REGISTERED	Reference # 223310-333748	Application # A1197086	9/4/2007	Registration # F	Registration Date 5/29/2008	Goods and Services 009 - Batteries
ZPOWER	BRAZIL	ZPower, LLC	REGISTERED	223310-334993	829351116	9/4/2007	829351116	8/21/2012	009 - batteries
ZPOWER	CANADA	ZPower, LLC	REGISTERED	223310-333723	1495470	9/10/2010	TMA871821	2/20/2014	*- Batteries for use in hearing aids
ZPOWER & Design	CHINA	ZPower, LLC	REGISTERED	223310-333744	7979062	1/8/2010	7979062	6/14/2014	009 - Cameras (photography)
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ZPOWER	CHINA	ZPower, LLC	REGISTERED	223310-363003	15803611a	11/27/2014	15803611a	2/21/2016	009 - Photocopiers [photographic, electrostatic, thermic]; materials for electricity mains [wires, cables]; counters; apparatus to check stamping mal; false coin detectors; mechanisms for coin-operated apparatus; dictating machines; hemline markers; voting machines; electronic tags for goods; ernie; weighing apparatus and instruments; video arecorders; cameras [photography]; measuring apparatus; optical goods; semi-conductors; integrated circuits; video screens; optical fibers [fibres] [light conducting filaments]; lightning arresters; electrolysers; fire extinguishing apparatus; radiological apparatus for industrial purposes; protection devices for personal use against accidents; eyeglasses; films, exposed; egg-candlers; dog whistles; decorative magnets; electrified fences; remote control car arresters [portable]; socks, electrically heated.
ZPOWER	CHINA	ZPower, LLC	REGISTERED	223310-366635	15803611b	11/27/2014	15803611b	3/21/2017	09 - Batteries, electric; battery chargers
ZPOWER	DENMARK	ZPower, LLC	REGISTERED	223310-333725	VA 000689 2011	3/7/2011	VR 000930 2011	4/8/2011	009 - Batteries, batteries for hearing aids
ZPOWER & Design	DENMARK	ZPower, LLC	REGISTERED	223310-333726	VA 000691 2011	3/7/2011	VR 000931 2011	4/8/2011	009 - Batteries, batteries for hearing aids
ZPOWER & Design	EUROPEAN UNION (EUTM & RCD)	ZPower, LLC	REGISTERED	223310-333740	009392234	9/21/2010	009392234	3/14/2013	9 - Batteries for mobile electronics, medical devices and hearing aids. 40 - Custom and contract manufacturing and assembly services for others in the field of batteries; charging, re-charging and regenerating batteries; recycling of batteries; advisory, consultancy and information services relating to all the aforesaid services. 42 - Research, design, development, testing, upgrading, engineering, performance testing, fault diagnosis and product improvement services, all relating to batteries and their casings, terminals and charging; technological consulting services; technical co-operation advisory services to manufacturers of mobile phones and other portable electronic equipment; maintenance and updating of technical support websites and website portals; advisory, consultancy and information services relating to all the aforesaid services.

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009 - Batteries; all included in class 9

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223310-333719	223310-333715	223310-333714	223310-333712	223310-333739	223310-333738	223310-333737	223310-335466	223310-366636	223310-333736		735	
76/673,710	77/248,360	85/131,566	85/131,520	2465828	2574454	2574452	096042751	637132014	52571/2011			Application #
3/7/2007	8/6/2007	9/16/2010	9/16/2010	9/3/2007	3/8/2011	3/8/2011	9/6/2007	11/20/2014	3/3/2011		2011	
3,462,875	3,581,260	4,354,334	4,354,333	2465828	2574454	2574452	01318033	669606	613027			tion#
7/8/2008	2/24/2009	6/18/2013	6/18/2013	5/30/2008	6/10/2011	6/10/2011	7/16/2008	2/13/2015	3/11/2011			Registration Date
009 - Batteries	009 - Batteries	009 - Batteries for use in hearing aids	009 - Batteries for use in hearing aids	009 - Batteries; battery casings and battery terminals; battery charging circuits; parts, fittings and component sub-assemblies for the aforesaid goods.	009 - Batteries; battery casings and battery terminals; battery charging circuits; parts, fittings and component sub-assemblies for the aforesaid goods.	009 - Batteries for use in hearing aids	009 - Batteries	009 - Batteries; batteries for hearing aids for the deaf; rechargeable batteries; battery chargers; chargers for batteries for hearing aids for the deaf; chargers for rechargeable batteries	009 - Batteries; batteries for hearing aids for the deaf		009 - Batteries; batteries for hearing aids for the deaf	Goods and Services

TRADEMARK REEL: 006254 FRAME: 0017 ZPOWER Active Trademarks as of 12-21-2017

# EXHIBIT D

Mask Works

DescriptionRegistration/Registration/ApplicationApplicationApplicationNumberDate

None.

\\DC - 036639/000062 - 10912766

**RECORDED: 01/22/2018**