

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM656398

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Air Flow Research Heads, LLC		06/28/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Farragut SBIC Fund II, LP		
Street Address:	5301 Wisconsin Avenue NW		
Internal Address:	Suite 410		
City:	Washington		
State/Country:	D.C.		
Postal Code:	20015		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	5786774	AIR FLOW RESEARCH	
Registration Number:	5775593	AFR	
Registration Number:	5456862	AFR	
Registration Number:	5775594	ELIMINATOR	
Registration Number:	5775595	MONGOOSE	
Registration Number:	5930282	RENEGADE	
Registration Number:	5767390	JUST GO FAST!	
Registration Number:	5767389	JUST GO FAST	
Registration Number:	5691319	GET A PAIR!	
Registration Number:	5691322	GET A PAIR	
Registration Number:	5691324	GOT A PAIR?	
Registration Number:	5691325	GOT A PAIR	
Registration Number:	3650729	AFR	
Registration Number:	3650728	AIR FLOW RESEARCH	
Registration Number:	3663158	ELIMINATOR	
Registration Number:	3654023	MONGOOSE	
CORRESPONDENCE DATA			
TRADEMARK			

Fax Number: 9198216800

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: (919) 838-2034

Email: pkarmire@smithlaw.com

Correspondent Name: Perky L. Karmire / Smith Anderson Law

Address Line 1: 150 Fayetteville Street

Address Line 2: Suite 2300

Address Line 4: Raleigh, NORTH CAROLINA 27601

NAME OF SUBMITTER:	Perky L. Karmire
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SIGNATURE:	/s/ Perky L. Karmire
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DATE SIGNED:	06/28/2021
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Total Attachments: 9

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TO BE RECORDED WITH THE U.S.
PATENT AND TRADEMARK OFFICE

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this “*Agreement*”), dated as of June 28, 2021, is made by each of the entities listed on the signature pages hereof (each a “*Grantor*” and, collectively, the “*Grantors*”), in favor of **FARRAGUT SBIC FUND II, LP**, a Delaware limited partnership, as the collateral agent (in such capacity, together with its successors and assigns, the “*Agent*”) for the lenders under the Loan Agreement (as defined below).

WHEREAS, (i) prior to the consummation of the AFR Acquisition, **RACING & PERFORMANCE HOLDINGS, LLC**, a Delaware limited liability company (the “*Initial Borrower*”), and (ii) immediately upon consummation of the AFR Acquisition, **AIR FLOW RESEARCH HEADS, LLC**, a Delaware limited liability company (“*Company*”; and, together with Initial Borrower, individually and collectively, the “*Borrower*”), is a borrower under that certain Loan Agreement dated as of the date hereof among Company, the Initial Borrower upon consummation of the AFR Acquisition (the “*Parent*”), the other Guarantors party thereto, the Lenders party thereto, and the Agent (as amended, amended and restated, supplemented, or otherwise modified from time to time, the “*Loan Agreement*”); and

WHEREAS, the Borrower and Parent are party to that certain Security Agreement of even date herewith in favor of the Agent (as amended, amended and restated, supplemented, or otherwise modified from time to time, the “*Security Agreement*”).

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

SECTION 1. Defined Terms. Except as otherwise expressly defined herein, all capitalized terms used in this Agreement shall have the meanings ascribed to them in the Security Agreement and, if not defined therein, in the Loan Agreement. Any term used in the UCC and not defined in this Agreement, the Security Agreement, or the Loan Agreement shall have the meaning given to such term in the UCC.

SECTION 2. Security Interest. Subject to Section 25 of the Security Agreement, as security for the Obligations, each Grantor hereby grants to the Agent (for the benefit of the Lenders) a continuing first priority security interest in and to and a lien on all of such Grantor’s right, title, and interest, whether now existing or hereafter arising or acquired, in and to its Trademarks, including but not limited to the Trademarks listed on Exhibit A attached hereto (the “*Collateral*”). Each Grantor hereby requests that the U.S. Commissioner of Patents and Trademarks record this Agreement with respect to the U.S. Trademarks listed on Exhibit A attached hereto.

SECTION 3. Incorporation by Reference. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the Collateral are more fully set forth

in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

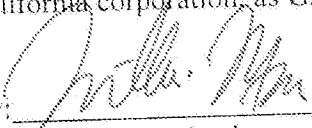
SECTION 4. **Counterparts**. This Agreement may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument.

[Remainder of page left intentionally blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered as of the date first above written.

GRANTORS:

AIR FLOW RESEARCH HEADS, LLC, a Delaware limited liability company, successor in interest to Air Flow Research Heads, Inc., a California corporation, as Grantor

By: 
Name: William Morris
Title: Manager

Accepted:

FARRAGUT SBIC FUND II, LP,
as Agent

By: Farragut Capital Partners II, LLC,
its General Partner

By: Farragut Capital Partners, Inc.,
its Manager

By: 

Name: Philip A. McNeill

Title: President

EXHIBIT A

<u>Mark</u>	<u>Status</u>	<u>Reg. No./App. No.</u>	<u>Reg. Date/App. No</u>	<u>Owner</u>	<u>Jurisdiction</u>	<u>Goods/Services</u>
AIR FLOW RESEARCH	Active	5,786,774	6/25/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles.
	Active	5,775,593	6/11/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles.
AFR	Active	5,456,862	5/1/2018	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs,

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						push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles.
ELIMINATOR	Active	5,775,594	8/4/2009	Air Flow Research Heads, Inc.	U.S.	cylinder heads for engines
MONGOOSE	Active	5,775,595	7/14/2009	Air Flow Research Heads, Inc.	U.S.	cylinder heads for engines
RENEGADE	Active	5,930,282	12/10/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles.
JUST GO FAST!	Active	5,767,390	6/4/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles.

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JUST GO FAST	Active	5,767,389	6/4/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles.
Get a Pair!	Active	5,691,319	3/5/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles
Get a Pair	Active	5,691,322	3/5/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads,

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						and intake manifolds; Metal engine gaskets for vehicles.
Got A Pair?	Active	5,691,324	3/5/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles
Got A Pair	Active	5,691,325	3/5/2019	Air Flow Research Heads, Inc.	U.S.	Gaskets for internal combustion engines; Internal combustion engine parts, namely, cam shafts, cam sprockets, cam chains, rocker arms, engine valve covers, heads, valve locks, valve spring retainers, pushrod guideplates, valve guides, cylinder head bolts, phenolic manifold intake spacers, intake and exhaust valves for introducing fuel-air mixtures into and expelling exhaust gases out of internal combustion engines, valve springs, valve seats, stud girdles, head studs, push rods, crankcase breathers, oil tank plugs and caps, cylinder heads, and intake manifolds; Metal engine gaskets for vehicles.
	Active	3,650,729	7/7/2009	Air Flow Research Heads, Inc.	U.S.	cylinder heads for engines
AIR FLOW RESEARCH	Active	3,650,728	7/7/2009	Air Flow Research Heads, Inc.	U.S.	cylinder heads used for engines, mechanical lifter controls used for cylinder heads and engine parts, namely, valve covers

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Eliminator	Active	3,663,158	8/4/2009	Air Flow Research Heads, Inc.	U.S.	cylinder heads for engines
Mongoose	Active	3,654,023	7/14/2009	Air Flow Research Heads, Inc.	U.S.	cylinder heads for engines