

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM722849

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MADISON CAPITAL FUNDING LLC		04/01/2022	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	APOGEM CAPITAL LLC, as Successor Agent
Street Address:	227 West Monroe Street, Suite 5400
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Serial Number:	97026990	SPIRO PRO
Serial Number:	90398362	PERTRONIX
Serial Number:	90398354	PERTRONIX
Serial Number:	90398348	THE ORIGINAL DOUG'S HEADERS S/S DOUG'S H
Serial Number:	90398339	DOUG'S HEADERS
Serial Number:	87126424	COMPU-FIRE
Serial Number:	87506940	FLAME-THROWER HP
Serial Number:	87506937	DIGITAL HP
Serial Number:	86584224	THUNDERVOLT
Serial Number:	86112060	9MM FIREPOWER
Serial Number:	85824629	VIBE-LOCK
Serial Number:	85669725	VERTEX
Serial Number:	85887095	JBA
Serial Number:	77282323	FLAME-THROWER
Serial Number:	76696947	VARAFLOW
Serial Number:	76331654	SECOND STRIKE
Serial Number:	76331652	SMITHY'S
Serial Number:	76720008	PATRIOT

CH \$815.00 97026990

Property Type	Number	Word Mark
Serial Number:	75885628	TAYLOR
Serial Number:	75877597	FULL METAL JACKET
Serial Number:	75415277	
Serial Number:	75376956	SPYKE
Serial Number:	75376955	UNLESS YOU'RE THE LEAD DOG, THE VIEW NEV
Serial Number:	75102389	FLAME-THROWER
Serial Number:	73177064	IGNITOR
Serial Number:	97024276	WRC WATERMAN RACING COMPONENTS
Serial Number:	97024274	WATERMAN
Serial Number:	88168033	TRIFEKTA
Serial Number:	86964262	LITTLE JIMMY
Serial Number:	85692328	A AEROMOTIVE
Serial Number:	76076598	A
Serial Number:	76076575	AEROMOTIVE

CORRESPONDENCE DATA

Fax Number:

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: 3127018637
Email: IPDocket@mayerbrown.com
Correspondent Name: William R. Siegel, Mayer Brown LLP
Address Line 1: P.O. BOX 2828
Address Line 4: CHICAGO, ILLINOIS 60690-2828

ATTORNEY DOCKET NUMBER:	22704260
NAME OF SUBMITTER:	William R. Siegel
SIGNATURE:	/william r siegel/
DATE SIGNED:	04/21/2022

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 April 1, 2022, is by **MADISON CAPITAL FUNDING LLC** (individually, “**MCF**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **APOGEM CAPITAL LLC** (individually, “**Apogem**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, PERTRONIX, LLC and AEROMOTIVE, LLC, (collectively, 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 and Sub-Agent Appointment Agreement by and between MCF, as the Retiring Agent, and Apogem, as the 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.

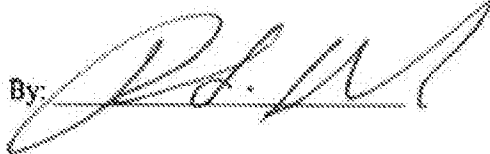
(Remainder of page left intentionally blank; signatures follow.)

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

RETIRING AGENT:

MADISON CAPITAL FUNDING LLC

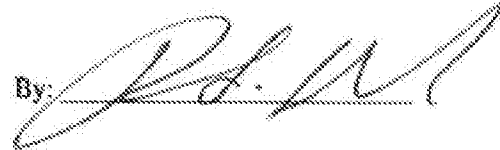
By: Apogem Capital LLC, its manager

By: 

Name: Patrick D. Koehl
Title: Director

SUCCESSOR AGENT:

APOGEM CAPITAL LLC

By: 

Name: Patrick D. Koehl
Title: Director

EXHIBIT A

Copyright Security Agreement, dated December 1, 2021, filed with the United States Copyright Office on December 2, 2021.

Trademark Security Agreement, dated December 1, 2021, recorded with the United States Patent and Trademark Office on December 2, 2021 at Reel 7515, Frame 0174

Patent Security Agreement, dated December 1, 2021, recorded with the United States Patent and Trademark Office on December 2, 2021 at Reel 058265, Frame 0249

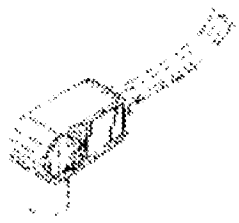
EXHIBIT B

United States Copyright Registrations

Registered owner/ Grantor	Title of Work	Registration No.	Registration Date
Aeromotive, LLC	Aeromotive : serious fuel systems.	CSN0131813	2000
Aeromotive, LLC	Aeromotive : serious fuel systems.	TX0005204339	1999
Aeromotive, LLC	Aeromotive : serious fuel systems.	CSN0131813	1999

United States Trademark Registrations and Trademark Applications

Registered owner/ Grantor	Trademark	Application No.	Registration No.
Pertronix, LLC	SPIRO PRO	97026990	
Pertronix, LLC	PERTRONIX	90398362	6509773
Pertronix, LLC	PERTRONIX	90398354	6509771
Pertronix, LLC	THE ORIGINAL DOUG'S HEADERS S/S DOUG'S HEADERS	90398348	
Pertronix, LLC	DOUG'S HEADERS	90398339	
Pertronix, LLC	COMPU-FIRE	87126424	5165442
Pertronix, LLC	FLAME-THROWER HP	87506940	5587350
Pertronix, LLC	DIGITAL HP	87506937	5482903
Pertronix, LLC	THUNDERVOLT	86584224	5020152
Pertronix, LLC	9MM FIREPOWER	86112060	4770517
Pertronix, LLC	VIBE-LOCK	85824629	4490407
Pertronix, LLC	VERTEX	85669725	4374831
Pertronix, LLC	JBA	85887095	4425496
Pertronix, LLC	FLAME-THROWER	77282323	3452719
Pertronix, LLC	VARAFLOW	76696947	3789025
Pertronix, LLC	SECOND STRIKE	76331654	2748332
Pertronix, LLC	SMITHY'S	76331652	2597985
Pertronix, LLC	PATRIOT	76720008	5382802
Pertronix, LLC	TAYLOR	75885628	2440598
Pertronix, LLC	FULL METAL JACKET	75877597	2489137
Pertronix, LLC	Connector Boot	75415277	2295115

			
	Logo		
Pertronix, LLC	SPYKE	75376956	2273526
Pertronix, LLC	UNLESS YOU'RE THE LEAD DOG, THE VIEW NEVER CHANGES!	75376955	2289816
Pertronix, LLC	FLAME-THROWER	75102389	2107938
Pertronix, LLC	IGNITOR	73177064	1160631
Aeromotive, LLC	WRC WATERMAN RACING COMPONENTS	97024276	
Aeromotive, LLC	WATERMAN	97024274	
Aeromotive, LLC	TRIFEKTA	88168033	6003544
Aeromotive, LLC	LITTLE JIMMY	86964262	5154304
Aeromotive, LLC	A AEROMOTIVE	85692328	4427540
Aeromotive, LLC	A	76076598	2590574
Aeromotive, LLC	AEROMOTIVE	76076575	2751659

United States Patents and Patent Applications

Registered owner/ Grantor	Patent Title	Application No.	Patent No.
Pertronix, LLC	LOBE SENSOR ARRANGEMENT FOR AN IGNITION SYSTEM	09176149	6050242
Pertronix, LLC	IGNITION ARRANGEMENT	09783521	6752134
Pertronix, LLC	Second strike ignition system	09932075	6609507
Pertronix, LLC	APPARATUS FOR IDENTIFICATION AND SIMULATION OF VEHICLE WHEEL AND TIRE DIMENSIONS	11937974	7610685
Aeromotive LLC	Internally mounted/externally accessible fuel supply unit for a fuel sump	12426376	8240332
Aeromotive LLC	Apparatus and method for modifying a fuel tank to accept an in-tank fuel pump	13795718	8783287
Aeromotive LLC	Apparatus and method for modifying a fuel tank to accept an in-tank fuel pump	14302543	9255556
Aeromotive LLC	Compressible baffle for a fuel tank	14831005	9567954

Exhibit B - Assignment of Intellectual Property Security Agreement (PerTronix)

**TRADEMARK
REEL: 007698 FRAME: 0702**

Aeromotive LLC	Apparatus and method for modifying a fuel tank to accept an in-tank fuel pump	16379345	10995711
Aeromotive LLC	Apparatus and method for modifying a fuel tank to accept an in-tank fuel pump	16790011	10975814
Aeromotive LLC	Fluid sump with internally mounted pump and filter housing	29296142	D608796
Aeromotive LLC	Vacuum regulator	29335488	D622288
Aeromotive LLC	Stackable fluid regulator	29353626	D628274
Aeromotive LLC	Fuel pump	29354125	D637209
Aeromotive LLC	Fuel pump	29363495	D637210
Aeromotive LLC	Fuel pressure regulator	29522683	D763409
Aeromotive LLC	Fuel pressure regulator	29570689	D800257

Exhibit B - Assignment of Intellectual Property Security Agreement (PerTronix)