

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM728353

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		
Internal Address:	suite 5400		
City:	chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3265528	TRACTOR TOUGH	
Registration Number:	1769969	LEMASTER ADAPTER	
Registration Number:	5255587	THE HOTTEST NAME IN HEAT TRANSFER	
Registration Number:	5586791	THERMAL DELTA Z FIN	
Registration Number:	5520176	THERMAL SQUARE BUMP FIN	
Registration Number:	5908821	CHAMP	
Serial Number:	88027006	THERMAL PRISM	
CORRESPONDENCE DATA			
Fax Number:			
<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:	3125778513		
Email:	gabriela.garcia@katten.com		
Correspondent Name:	Gabriela Garcia c/o Katten Muchin		
Address Line 1:	525 W. Monroe Street		
Address Line 4:	Chicago, ILLINOIS 60661		
NAME OF SUBMITTER:	Gabriela Garcia		
SIGNATURE:	/Gabriela Garcia/		

CH \$190.00 3265528

DATE SIGNED:	05/17/2022
---------------------	------------

Total Attachments: 5
source=152751078_1#page1.tif
source=152751078_1#page2.tif
source=152751078_1#page3.tif
source=152751078_1#page4.tif
source=152751078_1#page5.tif

**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENTS**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS** (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, TSM Champ, LLC (“**TSM**”), Thermal Solutions Manufacturing, Inc., (“**Thermal Solutions**”), R & D Enterprises, Inc. (“**R&D**”; together with TSM and Thermal Solutions, the “**Grantors**”, each individually a “**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.

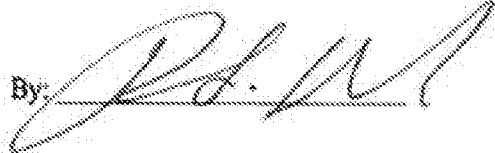
(Remainder of page left intentionally blank; signatures follow.)

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

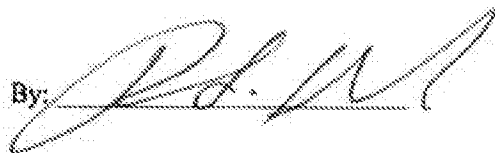
By: Apogem Capital LLC, its manager

By: 

Name: Patrick D. Koehl
Title: Director

SUCCESSOR AGENT:

APOGEM CAPITAL LLC

By: 

Name: Patrick D. Koehl
Title: Director

EXHIBIT A

Patent Security Agreement, by Thermal Solutions Manufacturing, Inc., as Grantor, dated as of March 1, 2019 and filed with the United States Patent and Trademark Office on March 1, 2019 at Reel 048476, Frame 0844.

Patent Security Agreement, by R&D Enterprises, Inc., as Grantor, dated as of March 1, 2019 and filed with the United States Patent and Trademark Office on March 1, 2019 at Reel 048476, Frame 0894.

Trademark Security Agreement, by Thermal Solutions Manufacturing, Inc., as Grantor, dated as of March 1, 2019 and filed with the United States Patent and Trademark Office on March 1, 2019 at Reel 6578, Frame 0147.

Trademark Security Agreement, by TSM Champ, LLC, as Grantor, dated as of January 17, 2020 and filed with the United States Patent and Trademark Office on January 17, 2020 at Reel 6840, Frame 0768.

Patent Security Agreement, by TSM Champ, LLC, as Grantor, dated as of January 17, 2020 and filed with the United States Patent and Trademark Office on January 17, 2020 at Reel 051546, Frame 0706.

EXHIBIT B

Patents

Patent	Ownership Information	Registration Number	Registration Date	Jurisdiction
Heat exchanger package	Thermal Solutions Manufacturing, Inc.	6951240	10/04/2005	USPTO
Plastic heat exchanger	R&D Enterprises, Inc.	6899169	05/31/2005	USPTO
Shell-and-tube heat exchanger with seal for isolating shell from tube fluid	TSM Champ, LLC	10082337	9/25/18	USPTO

Trademark Registrations

Trademark	Ownership Information	Registration Number	Registration Date	Jurisdiction
TRACTOR TOUGH	Thermal Solutions Manufacturing, Inc.	3265528	07/17/2007	USPTO
LEMASTER ADAPTER	Thermal Solutions Manufacturing, Inc.	1769969	05/11/1993	USPTO
THE HOTTEST NAME IN HEAT TRANSFER	Thermal Solutions Manufacturing, Inc.	5255587	08/01/2017	USPTO
THERMAL DELTA Z FIN	Thermal Solutions Manufacturing, Inc.	5586791	10/16/2018	USPTO
THERMAL SQUARE BUMP FIN	Thermal Solutions Manufacturing,	5520176	07/17/2018	USPTO

	Inc.			
CHAMP	TSM Champ, LLC	5908821	11/12/19	USPTO

Trademark Applications

Trademark	Ownership Information	Application Number	Application Date	Jurisdiction
THERMAL PRISM	Thermal Solutions Manufacturing, Inc.	88027006	7/5/18	USPTO