

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM424020

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fifth Third Bank		02/28/2017	Corporation: OHIO
RECEIVING PARTY DATA			
Name:	Heavy Duty Radiator LLC		
Street Address:	15385 Pine drive		
City:	Romulus		
State/Country:	MICHIGAN		
Postal Code:	48174		
Entity Type:	Limited Liability Company: MICHIGAN		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4411489	POWERMAX	
Registration Number:	3407802	DETROIT RADIATOR CORPORATION D·R·C	
CORRESPONDENCE DATA			
Fax Number:	2482922910		
<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:	2482922920		
Email:	tmmail@patentco.com		
Correspondent Name:	Rebecca L. Wilson		
Address Line 1:	29 West Lawrence Street		
Address Line 2:	Suite 210		
Address Line 4:	Pontiac, MICHIGAN 48342		
NAME OF SUBMITTER:	Rebecca L. Wilson		
SIGNATURE:	/Rebecca L. Wilson/		
DATE SIGNED:	04/18/2017		
Total Attachments: 3			
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CH \$65.00 4411489


BILL OF SALE AND ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Fifth Third Bank, an Ohio banking corporation ("Secured Creditor"), whose address is One Woodward, Suite 1300, Detroit, MI 48226, hereby sells, transfers, assigns, and delivers all of its right, title, and interest in and to the assets of Randall Industries, Inc., CTG Tanks, Inc., NA Radiators LLC, Taalman, Inc., and Peak Cooling Technologies, LLC (collectively, the "Debtors"), listed as Exhibit A hereto (collectively, the "Target Assets") to Heavy Duty Radiator LLC ("Buyer"), whose address is 15385 Pine Drive, Romulus, MI 48174. The Target Assets are sold by the Secured Creditor as a secured creditor of the Debtors in a Public Sale under Article 9 of the Michigan Uniform Commercial Code, MCL 440.9601-9624. The sale is conducted to enforce the Secured Creditor's rights as a secured party. The Target Assets are sold AS-IS and WHERE-IS. THERE ARE NO WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, OF MERCHANTABILITY, FITNESS, TITLE, OR OTHERWISE.

THIS BILL OF SALE AND ASSIGNMENT is executed as of the 28th day of February, 2017.


SECURED CREDITOR:

FIFTH THIRD BANK, an Ohio banking corporation,
successor by merger with Fifth Third Bank, a Michigan
banking corporation

By: 
Steve Palmer
Its: Vice President

**BUYER ACKNOWLEDGES RECEIPT
OF THE TARGET ASSETS**

HEAVY DUTY RADIATOR LLC,
a Michigan limited liability company

By: 
David Bitel
Its: Manager

Date: February 28, 2017

EXHIBIT A

Target Assets

All tangible and intangible assets owned by the Debtors, wherever located, whether now owned or hereafter acquired, together with all substitutions therefor, and all replacements and renewals thereof, and all accessions, additions, replacement parts, manuals, warranties and packaging relating thereto, including not but limited to the following tangible and intangible assets and property rights of the Debtors as described herein:

(i) All inventory, including all goods, merchandise, raw materials, supplies and other tangible personal property, all documents now and at any times covering or representing any of said property.

(ii) Except as otherwise provided above, all accounts, accounts receivable, contract receivables, contract rights, notes, drafts, acceptances, instruments, chattel paper, guaranties, choses in action, any rights to prepaid expenses and leases, deposits, refunds, return rights, and suretyship agreements relating thereto and all security for payment thereof, excluding \$75,000 which Fifth Third Bank debited from Debtors' account on February 1, 2017, and all general intangibles including the below business trade names and brand names:

Randall Industries

Detroit Radiator Corporation

DRCool

Powercool

Heavy Duty Radiator

Powermax

The website www.detroitradiatorcorp.com, the phone number 800-525-0011 and any associated and advertised phone numbers, all online resources and intellectual property.


(iii) All of the Debtors' equipment, including all furniture, furnishings, machinery, fixtures, storage shelves and other goods used in the conduct of the Debtors' business, including, but not limited to, all motor vehicles and rolling stock, together with (a) all increases, parts, fittings, accessories, equipment, special tools and accessions now or hereafter attached thereto or used in connection therewith, and any and all replacements of all or any part thereof; (b) any profits now or hereafter acquired from or through any of the foregoing, (c) any products now or hereafter acquired from or through any of the foregoing; and (d) any products now or hereafter manufactured, processed, assembled or commingled from any of the foregoing including but not limited to the following tangible and intangible assets and property rights of the Debtors as described herein.

Schedule A

Patents

Patent No. / Publication No.	Date Issued/ Publication Date	Applicant	Inventor	Assignee
US D751,472 S	March 15, 2016	Randall Industries, Inc.	John R. Pruitt	Randall Industries, Inc.
US D746,732 S	January 5, 2016	Randall Industries, Inc.	John R. Pruitt	Randall Industries, Inc.
US 9,090,159 B2	July 28, 2015	Detroit Radiator Corporation	John R. Pruitt	Randall Industries, Inc.
US 9,238,404 B2	January 19, 2016	Randall Industries, Inc.	John R. Pruitt	Randall Industries, Inc.

Trademarks

Registration No.	Date Issued	Trademark	Owner
4,411,489	October 1, 2013	POWERMAX	Randall Industries, Inc.
3,407,802	April 8, 2008		Randall Industries, Inc.