

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5304166

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
CONVEYING PARTY DATA	
Name	Execution Date
ANTARES CAPITAL LP, AS ADMINISTRATIVE AGENT	12/31/2018
RECEIVING PARTY DATA	
Name:	API HEAT TRANSFER THERMASYS CORPORATION
Street Address:	2777 WALDEN AVENUE
City:	CHEEKTOWAGA
State/Country:	NEW YORK
Postal Code:	14225
PROPERTY NUMBERS Total: 6	
Property Type	Number
Patent Number:	5125454
Patent Number:	5152339
Patent Number:	5934366
Patent Number:	6056047
Patent Number:	6145589
Patent Number:	6857469
CORRESPONDENCE DATA	
Fax Number:	(312)993-9767
<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:	312-993-2622
Email:	gayle.grocke@lw.com
Correspondent Name:	LATHAM & WATKINS LLP
Address Line 1:	330 N. WABASH AVENUE
Address Line 2:	SUITE 2800
Address Line 4:	CHICAGO, ILLINOIS 60611
ATTORNEY DOCKET NUMBER:	057354-0032
NAME OF SUBMITTER:	GAYLE D. GROCKE
SIGNATURE:	/gdg/
DATE SIGNED:	12/31/2018

Total Attachments: 6

source=API - Release of Security Interest In Intellectual Property (executed)#page1.tif

source=API - Release of Security Interest In Intellectual Property (executed)#page2.tif

source=API - Release of Security Interest In Intellectual Property (executed)#page3.tif

source=API - Release of Security Interest In Intellectual Property (executed)#page4.tif

source=API - Release of Security Interest In Intellectual Property (executed)#page5.tif

source=API - Release of Security Interest In Intellectual Property (executed)#page6.tif

**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY RIGHTS**

THIS RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY RIGHTS (this "Release"), dated as of December 31, 2018, is made by Antares Capital LP, as successor administrative agent (in such capacity, "Administrative Agent"), in favor of API Heat Transfer Inc. and API Heat Transfer ThermaSys Corporation (formerly known as ThermaSys Corporation) (collectively, the "Grantors"), as follows:

WITNESSETH:

WHEREAS, reference is made to the Credit Agreement dated as of May 3, 2013 (as amended, restated, supplemented or otherwise modified to date, the "Credit Agreement"), by and among the Grantors, the other "Loan Parties" party thereto, the lenders from time to time party thereto and the Administrative Agent;

WHEREAS, pursuant to the Credit Agreement, a lien on and security interest in (the "Security Interest") certain collateral, including the IP Collateral (as hereinafter defined), was granted by Grantors to the Administrative Agent; and for the purpose of recording such Security Interest with respect to the IP Collateral with the United States Patent and Trademark Office and the United States Copyright Office, the Grantors entered into those agreements described on Annex I attached hereto (collectively, the "IP Security Agreements"), in favor of the Administrative Agent; and

WHEREAS, Administrative Agent now desires to terminate and release the entirety of its Security Interest in the IP Collateral described on Annex I hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Release, the Administrative Agent hereby agrees as follows:

1. Definitions. The term "IP Collateral," as used herein, shall mean all of the Grantors' right, title and interest in, to and under the Copyrights, Trademarks, and Patents listed on Annex I hereto. Capitalized terms not defined herein have the meanings set forth in the Credit Agreement or the IP Security Agreements, as applicable.

2. Release of Security Interest. Administrative Agent, acting at the direction of the Required Lenders, without recourse, representation or warranty and at the Grantors' sole cost and expense, hereby terminates, cancels, releases, relinquishes and discharges, in its entirety, for the benefit of Grantors, and their successors and assigns, its lien on and security interest in and to the IP Collateral, and any and all right, title and interest of the Administrative Agent in, to and under the IP Collateral shall hereby terminate, cease and become void.

3. Delivery by Facsimile. Delivery of an executed signature page to this Release by facsimile or electronic (including .pdf file) transmission shall be as effective as delivery of a manually signed counterpart of this Release.

4. Further Assurances. From time to time after the date hereof, upon Grantors' reasonable request, or upon the reasonable request of Grantors' successors, assigns or other legal representatives, Administrative Agent agrees to provide Grantors or their successors, assigns or other legal representatives with any information and additional authorization and documentation necessary to more fully and effectively effect the release of Administrative Agent's security interest in the IP Collateral (without recourse, representation or warranty and at Grantors' sole cost and expense).

7. Governing Law. THIS RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[Signature page follows]

ANTARES CAPITAL LP, as Agent

By: Heidi Rinehart

Name: Heidi Rinehart

Title: Duly Authorized Signatory

ANNEX I

Copyright Security Agreement dated May 3, 2013, by and between Borrower and Administrative Agent recorded with the U.S. Copyright Office on May 23, 2013 at V9902 D959 P1-6.

- 001 Quality complete radiators/kits for medium duty and heavy duty trucks.
- 002 Water cooler-industrial oil coolers: EC series: bull. 2.00; Reg. TX4305936.
- 003 Brazed plate oil coolers: BPS series: bull.43.00; Reg. TX4305925.
- 004 Air cooled water cooling systems: CL series; Reg. TX4033105.
- 005 Air cooled-mobile oil coolers: DF series with TWIN-SWIRL turbulation: bulletin 36.00; Reg. TX3957872.
- 006 Refrigerated oil coolers/water coolers: RC series: bulletin 44.00; Reg. TX3957870.
- 007 Air cooled-industrial rear mount oil coolers: RM series with TWIN-SWIRL turbulation: bulletin 24.01; Reg. TX3957869.
- 008 Brazed plate heat exchangers: BP series: bulletin 42.00; Reg. TX3957868.
- 009 Water cooled in-tank oil coolers, EKT series: bull. 11.01; Reg. TX3770646.
- 010 Air cooled-mobile oil coolers: M series, MR series with bypass relief valve bull. 25.03; Reg. TX3615951.
- 011 Mobile products division oil coolers-AOC series with Twin-Swirl turbulation: bull. 21.00; Reg. TX6628810.
- 012 316 stainless steel fixed bundle heat exchangers; Reg. TX3530283.
- 013 Air cooled-mobile oil coolers: M series, MR series with bypass relief valve: bull. 25.02; Reg. TX3342515.
- 014 Air cooled-mobile oil coolers, DH series with twin swirl turbulation: bulletin [no.] 28.00; Reg. TX3297797.
- 015 "B" series heat exchangers: bull. 6.01; Reg. TX2825144.
- 016 Water cooled oil cooler: bull. 5.00; Reg. TX2732234.
- 017 Water cooled oil coolers, models AO-1 and AO-2: bull. 14.00; Reg. TX2545576.
- 018 Air cooled-economy mobile oil coolers: bull. 27.00; Reg. TX2540128.
- 019 High performance, air cooled oil coolers; Reg. TX2507548.
- 020 Combination oil cooler/aftercooler, side by side-air cooled: bull. 34.00; Reg. TX2311483.
- 021 Compressed air re-heaters: bull. 33.00; Reg. TX1931605.
- 022 Compressed air and gas aftercoolers, air cooled: bull. 32.00; Reg. TX1931604.
- 023 M B T series heat exchangers: bull. 3.00; Reg. TX1800830.
- 024 BRC series heat exchangers: bull. 8.00; Reg. TX1762633.
- 025 ASB series heat exchangers: bull. 7.00; Reg. TX1762632.
- 026 High performance air cooled oil coolers; Reg. TX1729854.
- 027 Air cooled oil coolers with air filter; Reg. TX1729863.
- 028 S A E series heat exchangers; Reg. TX1729862.
- 029 A S F series heat exchangers; Reg. TX1729861.
- 030 Air cooled-mobile oil coolers; Reg. TX1729850.

- 031 Compressed air & gas aftercoolers; Reg. TX1729859.
- 032 Air cooled-mobile oil coolers w/bypass; Reg. TX1729858.
- 033 Air cooled-mobile oil coolers; Reg. TX1729857.
- 034 Compact high performance air cooled oil coolers with hydraulic motor; Reg. TX1729856.
- 035 Rear mount, air cooled oil coolers (economy series); Reg. TX1729855.
- 036 Rear mount air cooled oil cooler; Reg. TX1729854.
- 018 Air cooled oil coolers with hydraulic motor; Reg. TX1729853.

Patent Security Agreement dated May 3, 2013 by and between API Heat Transfer ThermaSys Corporation (formerly known as ThermaSys Corporation) and Administrative Agent recorded with the U.S. Patent and Trademark Office on May 7, 2013 at Reel 030361/Frame 0853.

1	Patent #:	<u>5125454</u>	Issue Dt:	06/30/1992	Application #:	07750196	Filing Dt:	06/27/1991
	Title:	MANIFOLD ASSEMBLY FOR A PARALLEL FLOW HEAT EXCHANGER						
2	Patent #:	<u>5182233</u>	Issue Dt:	10/06/1992	Application #:	07782563	Filing Dt:	08/19/1991
	Title:	MANIFOLD ASSEMBLY FOR A PARALLEL FLOW HEAT EXCHANGER						
3	Patent #:	<u>5834356</u>	Issue Dt:	08/10/1999	Application #:	08642041	Filing Dt:	04/23/1997
	Title:	MANIFOLD FOR HEAT EXCHANGER INCORPORATING BAFFLES, END CAPS, AND BRACKETS						
4	Patent #:	<u>6055047</u>	Issue Dt:	05/02/2000	Application #:	08896767	Filing Dt:	07/18/1997
	Title:	MANIFOLD FOR HEAT EXCHANGER AND BAFFLES THEREOF						
5	Patent #:	<u>6145589</u>	Issue Dt:	11/14/2000	Application #:	09285569	Filing Dt:	03/10/1999
	Title:	MANIFOLD FOR HEAT EXCHANGER AND BAFFLES THEREFOR						
6	Patent #:	<u>6657489</u>	Issue Dt:	02/12/2005	Application #:	09737782	Filing Dt:	12/18/2000
	Publication #:	<u>US20040094291</u>	Pub Dt:	05/10/2004				
	Title:	FIN-TUBE BLOCK TYPE HEAT EXCHANGER WITH GROOVED SPACER BARS						

Trademark Security Agreement dated May 3, 2013 by and between API Heat Transfer ThermaSys Corporation (formerly known as ThermaSys Corporation) and Administrative Agent recorded with the U.S. Patent and Trademark Office on May 7, 2013 at Reel 5022/Frame 0024.

Property Type	Number	Word Mark
Registration Number:	2863063	THERMASYS
Registration Number:	2915820	TS
Registration Number:	2915819	KEEPING A SHARP EYE ON QUALITY
Registration Number:	1681094	SURGE-CUSHION

Patent Security Agreement dated May 3, 2013 by and between API Heat Transfer Inc. and Administrative Agent recorded with the U.S. Patent and Trademark Office on May 7, 2013 at Reel 030361/Frame 0758.

1	Patent #: <u>5845505</u> Title: PRECOOLER/CHILLER/REHEATER HEAT EXCHANGER FOR AIR DRYERS	Issue Dt: 12/08/1998	Application #: 08866806	Filing Dt: 05/30/1997
2	Patent #: <u>6085528</u> Title: PRECOOLER/CHILLER/REHEATER HEAT EXCHANGER FOR AIR DRYERS	Issue Dt: 07/11/2000	Application #: 09086899	Filing Dt: 05/29/1998
3	Patent #: <u>7121192</u> Publication #: <u>US20050284157</u> Title: PRECOOLER/CHILLER/REHEATER HEAT EXCHANGER SYSTEM FOR PROVIDING WARM DRIED AIR	Issue Dt: 10/17/2006 Pub Dt: 12/29/2005	Application #: 10879224	Filing Dt: 06/29/2004
4	Patent #: <u>8453692</u> Publication #: <u>US20080257532</u> Title: Compressed Air Aftercooler With Integral Moisture Separator	Issue Dt: 09/27/2016 Pub Dt: 10/23/2008	Application #: 11722042	Filing Dt: 03/11/2008
5	Patent #: <u>8476609</u> Publication #: <u>US20110100594</u> Title: WATER SEPARATOR AND SYSTEM	Issue Dt: 10/25/2016 Pub Dt: 05/05/2011	Application #: 13001904	Filing Dt: 12/29/2010

Trademark Security Agreement dated May 3, 2013 by and between API Heat Transfer Inc. and Administrative Agent recorded with the U.S. Patent and Trademark Office on May 7, 2013 at Reel 5022/Frame 0017.

Property Type	Number	Word Mark
Registration Number:	3470671	AIRTECH
Registration Number:	3470672	AIR TECH
Registration Number:	3487261	API HEAT TRANSFER
Registration Number:	3487262	API HEAT TRANSFER
Registration Number:	932242	BASCO
Registration Number:	3401143	BASCO
Registration Number:	3986465	FINSEP
Registration Number:	2762061	PCR
Registration Number:	3448120	SCHMIDT
Registration Number:	3448121	SCHMIDT
Registration Number:	1919561	TC
Registration Number:	1033773	WHITLOCK
Serial Number:	85166890	PERFORMANCE IS EVERYTHING