

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6751191

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT	
CONVEYING PARTY DATA		
	Name	Execution Date
	T-PHASE ENGINE LLC	12/18/2020
RECEIVING PARTY DATA		
Name:	POWERPHASE INTERNATIONAL, LLC	
Street Address:	8985 SE BRIDGE ROAD	
City:	HOBE SOUND	
State/Country:	FLORIDA	
Postal Code:	33455	
PROPERTY NUMBERS Total: 4		
Property Type	Number	
Application Number:	62945690	
Application Number:	62985682	
Application Number:	17117110	
Application Number:	17191450	
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>		
Email:	docketing@avant.law	
Correspondent Name:	MELISSA R. TURPEN	
Address Line 1:	12980 METCALF AVE., STE 180	
Address Line 4:	OVERLAND PARK, KANSAS 66213	
ATTORNEY DOCKET NUMBER:	11613;11614;11963;12098	
NAME OF SUBMITTER:	MELISSA R. TURPEN	
SIGNATURE:	/MELISSA R. TURPEN/	
DATE SIGNED:	06/08/2021	
Total Attachments: 4		
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ASSIGNMENT OF ASSETS

WHEREAS, T-Phase Engine, LLC, a Delaware limited liability company ("T-Phase" or "Assignor") wishes to assign to Powerphase International, LLC, a Florida limited liability company ("International" or "Assignee") all of its right, title and interest in and to all of its property and assets including, without limitation, those more particularly described in Exhibit A attached hereto (the "Assigned Assets") and International wishes to accept this assignment, and

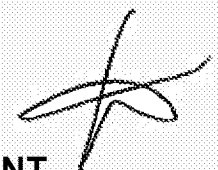
WHEREAS, GTP Investments, LLC ("Lender") made certain loans to PowerPHASE LLC, a Delaware limited liability company ("PPL") now evidenced by the Second Amended and Restated Revolving Loan Agreement dated as of September 25, 2019, as amended and the Workout Agreement dated June 3, 2020 ("WOA") (collectively the "Loan Documents") by which Lender was granted and now holds a first priority security interest lien on the Assigned Assets (the "Security Interest"),

NOW THEREFORE, in consideration of the payment of One Dollar (\$1.00) by Assignee to Assignor and other good and valuable consideration, Assignor hereby assigns and irrevocably transfers to the Assignee, its successors and assigns, all of Assignor's right, title, and interest in and to the Assigned Assets subject to the Security Interest. Assignor will take such further action, sign such other documents and provide such further assurances as Assignee reasonably may request to carry out the intents and purposes of this Assignment (collectively "Assignor Efforts"). Assignor shall not be required to undertake the Assignor Efforts if in doing so Assignor incurs a cost or incurs any liability unless Assignee consents to pay such costs (which consent may be withheld in Assignee's sole discretion), in which case Assignor shall undertake the Assignor Efforts. Assignee hereby accepts this assignment and Lender consents to this assignment, subject to the Loan Documents and the Security Interest, as evidenced by their signatures below.

This Assignment shall be binding on and inure to the benefit of the parties hereto and their successors and assigns.

This Assignment is governed by the laws of the State of Florida without application of principles of conflict of laws. This Assignment supersedes any and all other prior assignments between the parties. The parties hereby consent to the exclusive jurisdiction of the State and federal courts situate in Palm Beach County, Florida in regard to any action or proceeding arising out of or relating to this Assignment. Venue shall be in Palm Beach County, Florida for any such action or proceeding and the parties waive any right to any other venue to which they may otherwise be entitled.

SIGNATURES APPEAR ON THE FOLLOWING PAGE



Executed 18th Dec 2020

T-Phase Engine, LLC

By: [Signature]
Robert Kraft, as CEO and President

ACCEPTED

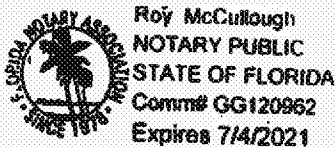
Powerphase International, LLC

By: [Signature]
Robert Kraft, as CEO and President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on this date, before me by means of ☒ physical presence or ☐ online notarization, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Robert Kraft, who signed the foregoing Assignment as the CEO and President of and on behalf of T-Phase Engine, LLC and Powerphase International, LLC, and who did represent that he had all necessary authority to do so on behalf of said entities. Robert Kraft is [] personally known to me or [X] produced Drivers License as identification.

WITNESS my hand and official seal this 18 day of Dec., 2020.



[Signature]
Notary Public

Print Name: Roy McCullough

CONSENTED

GTP INVESTMENTS, LLC, a Florida limited liability company

By: JIMCO Mgt., LLC, its Manager

By: [Signature]
Charles R. Modica, Manager

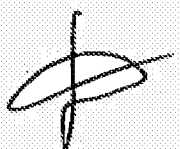
Exhibit A
Assigned Assets

T-Phase Engine, LLC Assignment of Property and Assets to Powerphase International, LLC

All of T-Phase Engine, LLC's right title and interest in and to all of the following property and rights are transferred and assigned to Powerphase International, LLC pursuant to the Assignment to which this Exhibit is attached.

All of T-Phase Engine, LLC's fixtures, goods (including all accessories thereto and goods with which goods are commingled), equipment, inventory, Intellectual Property, documents of title, instruments, executory contracts which Powerphase International, LLC elects to accept in writing, accounts, promissory notes, chattel paper, general intangibles, payment intangibles, letter-of-credit rights, software, investment property, copies of books and records, including all business files (other than legally privileged or confidential communications, billing records related to corporate counsel (not IP counsel) and Board minutes and notes), and all other tangible and intangible assets of Borrower desired by Powerphase International, LLC, whether now owned or hereafter acquired, and any and all proceeds, products, monies, claims for monies due or to become due, increases in ownership share and any other payments arising from or in connection with any and all of the foregoing.

The term Intellectual Property as used herein means all rights that T-Phase Engine, LLC now or hereafter owns or has the right to use or to license including, without limitation, all of the following: (i) the name T-Phase Engine, LLC; (ii) all assumed fictional business names and trade names; (iii) all registered and unregistered trademarks, service marks and applications for any of the foregoing; (iv) all patents, patent applications and inventions and all discoveries that may be patentable; (v) all registered and unregistered copyrights in both published works and unpublished works; (vi) all know-how, trade secrets, confidential or proprietary information, customer lists, software, technical information, data, process technology, plans, drawings and blue prints; (vii) all rights in internet web sites, internet domain names, social media and social networking accounts and (viii) all power augmentation and/or power storage products now existing or hereafter developed by T-Phase Engine, LLC and/or developed for the benefit of T-Phase Engine, LLC by Robert Kraft, and all technology, discoveries, patents and patent applications pertaining thereto. Intellectual Property specifically includes the patent applications and patents listed below on Schedule I to this Exhibit A, including any continuations, continuations-in-part, divisionals, reissues and reexaminations thereof and foreign counterparts thereto.



Schedule I

1. U.S. Prov. Application No. 62/945,690, filed 12/9/2019, titled "Combined Energy Storage Turbine And Simple Cycle Peaker Product."
2. U.S. Prov. Application No. 62/985,682, filed 3/5/2020, titled "Methods of Modifying Existing Gas Turbine Engine Design to Create a Combined Storage Engine and Simple Cycle Peaker Product."
3. U.S. Application No. 17/117,110, filed 12/9/2020, titled "Combined Energy Storage Turbine And Simple Cycle Peaker System."

