

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM577460

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brookfield Principal Credit LLC, as Agent		05/13/2020	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Cardone Industries, Inc.
Street Address:	5501 Whitaker Ave.
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19124
Entity Type:	Corporation: PENNSYLVANIA
Name:	Smart Choice, LLC
Street Address:	5501 Whitaker Ave.
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19124
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	4842705	ULTRA C
Registration Number:	4864359	CARDONE ULTRA
Registration Number:	4712636	CARDONE SERVICE PLUS
Registration Number:	4886587	CARDONE ENGINEERED FOR SUSTAINABILITY
Registration Number:	4267746	MAGNA-PURE
Registration Number:	4146199	OEM ORIGINAL EQUIPMENT REMANUFACTURED
Registration Number:	4059415	3F FLUID/ FLUSH/ FILTER
Registration Number:	3900016	MAGNA-PURE
Registration Number:	3245426	CARDONE SELECT
Registration Number:	3661977	MAG-FLOW
Registration Number:	3659298	MAG-FLOW
Registration Number:	3444324	CARDONE
Registration Number:	3716185	C

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1812087	PRO TECH
Registration Number:	3683755	QUALITY. BEYOND A SHADOW OF A DOUBT.
Registration Number:	3680534	TOTAL ECLIPSE
Registration Number:	3680533	TOTAL ECLIPSE
Registration Number:	3758048	S3 SUPERIOR STEERING SOLUTIONS
Registration Number:	3758046	S3 SUPERIOR STEERING SOLUTIONS
Registration Number:	3230206	CARDONE SELECT
Registration Number:	2986974	CARDONE SELECT
Registration Number:	2928599	A1 CARDONE
Registration Number:	2860828	FRICITION CHOICE
Registration Number:	3233923	CARDONE WEBCAT
Registration Number:	2330881	REMAN.IT'S WHAT WE DO.
Registration Number:	2076817	CARDONE
Registration Number:	2080671	A1
Registration Number:	1226585	A1
Registration Number:	4748960	ASCENSION PARTS
Registration Number:	4116122	ASCENSION
Registration Number:	4176607	ASCENSION PREMIUM IMPACT PARTS
Serial Number:	88088400	FEROCE PERFORMANCE
Serial Number:	87608134	CARDONE WE BUILD IT BETTER
Serial Number:	87900280	TOTAL ECLIPSE
Serial Number:	87549401	CARDONE
Serial Number:	87550796	CARDONE
Serial Number:	87910245	FEROCE PERFORMANCE
Serial Number:	87795658	ROTOMASTER ECO TURBO SYSTEMS
Serial Number:	87795649	ROTOMASTER ECO TURBO
Serial Number:	87795643	CARDONE ECO TURBO SYSTEMS
Serial Number:	87795633	CARDONE ECO TURBO

CORRESPONDENCE DATA

Fax Number: 4045725100

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: 404-572-3493

Email: kosborne@kslaw.com

Correspondent Name: Karen Osborne, Senior Paralegal

Address Line 1: 1180 Peachtree Street, NE, Suite 1600

Address Line 2: King & Spalding LLP

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	27813.515001
NAME OF SUBMITTER:	Karen Osborne
SIGNATURE:	//Karen Osborne//
DATE SIGNED:	05/21/2020

Total Attachments: 23

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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS

This RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of May 13, 2020 (the “Release”), is made by Brookfield Principal Credit LLC, in its capacity as Administrative Agent and Collateral Agent for the benefit of the Lenders (in such capacities, together with its successors and assigns, the “Agent”), in connection with the termination of that certain Trademark Security Agreement, dated September 30, 2018 (the “Trademark Security Agreement”) by Cardone Industries, Inc. (“Cardone”), and Smart Choice, LLC (“Smart Choice”, collectively with Cardone, the “Grantors”) and that certain Copyright Security Agreement, dated September 30, 2018 (the “Copyright Security Agreement”, together with the Trademark Security Agreement, the “Security Agreements”), by Cardone, and in each case, in favor of the Agent.

WITNESETH

WHEREAS, pursuant to the Trademark Security Agreement, which was recorded with the U.S. Patent and Trademark Office on October 9, 2018 at Reel 6452/ Frame 0064, the Grantors granted the Agent a security interest in the Trademark Collateral (as defined in the Security Agreement) including, without limitation, the Trademark Collateral listed in Schedule I hereto;

WHEREAS, pursuant to the Copyright Security Agreement, which was recorded with the U.S. Copyright Office on November 1, 2018, at Volume 9958, Document 064 Cardone granted the Agent a security interest in the Copyright Collateral (as defined in the Security Agreement) including, without limitation, the Copyright Collateral listed in Schedule II hereto;

WHEREAS, the Agent acknowledges full payment, complete performance and satisfaction of all obligations secured by each Security Agreement;

WHEREAS, the Grantors have requested that the Agent release its security interests in the Trademark Collateral in connection with the termination of the Trademark Security Agreements and its security interests in the Copyright Collateral in connection with the termination of the Copyright Security Agreement (collectively, the “Released Collateral”).

NOW, THEREFORE, in consideration of the foregoing, the Agent hereby, on behalf of itself and the Lenders, terminates the Security Agreements and releases, without representation, warranty or recourse, all of its and their security interests in the Released Collateral, including without limitation the Trademark Collateral listed on Schedule I attached hereto and Copyright Collateral listed on Schedule II, each incorporated herein by reference, and re-assigns to Grantors any right, title and interest it or they may have in, to and under the Trademark Collateral and Copyright Collateral.

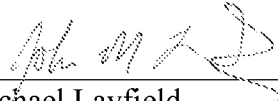
The Agent agrees to, at its request, provide the Grantors with any information and additional authorization reasonably necessary to effect the release of its security interests in the Released Collateral, in each case, without representation or warranty by the Agent and at the sole expense of the Grantor.

This Release shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[Signature Page Follows.]

IN WITNESS WHEREOF, the Agent has executed this Release as of the date first set forth above.

Brookfield Principal Credit LLC,
as Agent


By: 
Name: Michael Layfield
Title: Vice President

SCHEDULE 1 TO


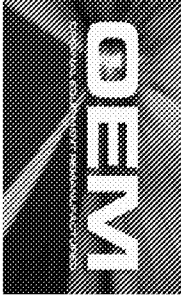
TRADEMARK SECURITY AGREEMENT

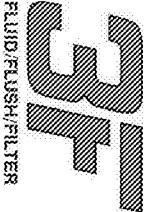

A. UNITED STATES


1. REGISTERED TRADEMARKS


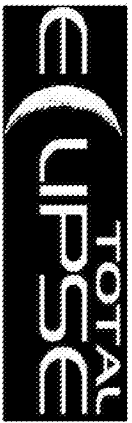
	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
1.	86438135	4842705	10-29-2014 / 10-27-2015	(ULTRA C) ULTRA 	Cardone Industries, Inc.
2.	86438118	4864359	10-29-2014 / 12-01-2015	CARDONE ULTRA	Cardone Industries, Inc.
3.	86415695	4712636	10-06-2014 / 03-31-2015	(CARDONE SERVICE PLUS)	Cardone Industries, Inc.

[Signature Page to Release of IP Security Agreements]

U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
86348549	4886587	07-25-2014 / 01-12-2016	 <p>CARDONE ENGINEERED FOR SUSTAINABILITY</p>	Cardone Industries, Inc.
85613418	4267746	05-01-2012 / 01-01-2013	 <p>(MAGNA-PURE)</p>	Cardone Industries, Inc.
85429003	4146199	09-22-2011 / 05-22-2012	 <p>(OEM ORIGINAL EQUIPMENT REMANUFACTURED)</p>	Cardone Industries, Inc.


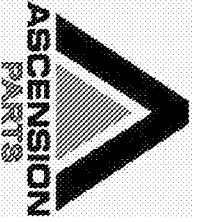
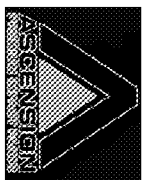
	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
7.	85281207	4059415	03-30-2011 / 11-22-2011	(3F FLUID/ FLUSH/ FILTER) 	Cardone Industries, Inc.
8.	85039037	3900016	05-14-2010 / 01-04-2011	MAGNA-PURE	Cardone Industries, Inc.
9.	78566466	3245426	02-14-2005 / 05-22-2007	(CARDONE SELECT) 	Cardone Industries, Inc.
10.	77977394	3661977	08-27-2007 / 07-28-2009	(MAG-FLOW) 	Cardone Industries, Inc.
11.	77976745	3659298	08-24-2007 / 07-21-2009	MAG-FLOW	Cardone Industries, Inc.
12.	77266377	3444324	08-28-2007 / 06-10-2008	(CARDONE)	Cardone Industries, Inc.




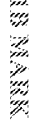

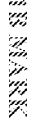
	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
14.	77460273	3716185	04-29-2008 / 11-24-2009	(C) 	Cardone Industries, Inc.
15.	74293853	1812087	07-13-1992 / 12-21-1993	PRO TECH	Cardone Industries, Inc.
16.	77328988	3683755	11-14-2007 / 09-15-2009	QUALITY. BEYOND A SHADOW OF A DOUBT.	Cardone Industries, Inc.
17.	77328975	3680534	11-14-2007 / 09-08-2009	(TOTAL ECLIPSE) 	Cardone Industries, Inc.




	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
18.	77328962	3680533	11-14-2007 / 09-08-2009	TOTAL ECLIPSE	Cardone Industries, Inc.
19.	77264921	3758048	08-27-2007 / 03-09-2010	(S3 SUPERIOR STEERING SOLUTIONS) 	Cardone Industries, Inc.
20.	77263593	3758046	08-24-2007 / 03-09-2010	S3 SUPERIOR STEERING SOLUTIONS	Cardone Industries, Inc.
21.	76588903	3230206	04-27-2004 / 04-17-2007	CARDONE SELECT	Cardone Industries, Inc.
22.	76574224	2986974	02-05-2004 / 08-23-2005	(CARDONE SELECT) 	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
23.	76572749	2928599	01-29-2004 / 03-01-2005	(A1 CARDONE) 	Cardone Industries, Inc.
24.	76385394	2860828	03-21-2002 / 07-06-2004	FRICTION CHOICE	Cardone Industries, Inc.
25.	76599472	3233923	06-28-2004 / 04-24-2007	CARDONE WEBCAT	Cardone Industries, Inc.
26.	75469515	2330881	04-17-1998 / 03-21-2000	REMAN.IT'S WHAT WE DO.	Cardone Industries, Inc.
27.	74724320	2076817	08-28-1995 / 07-08-1997	CARDONE	Cardone Industries, Inc.
28.	74724319	2080671	08-28-1995 / 07-22-1997	A1	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
29.	73327283	1226585	09-08-1981 / 02-08-1983	(A1)	Cardone Industries, Inc.
					
30.	86174321	4748960	01-24-2014 / 06-02-2015	(ASCENSION PARTS)	Smart Choice, LLC
					
31.	85235678	4116122	02-07-2011 / 03-20-2012	ASCENSION	Smart Choice, LLC
				(ASCENSION PREMIUM IMPACT PARTS)	Smart Choice, LLC
32.	85268136	4176607	03-16-2011 / 07-17-2012		Smart Choice, LLC

2. TRADEMARK APPLICATIONS

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
1.	88088400		08/22/2018	<p>(FEROCE PERFORMANCE)</p> 	<p>Cardone Industries, Inc.</p> 
2.	87608134		9-14-2017	<p>(CARDONE WE BUILD IT BETTER)</p> 	<p>Cardone Industries, Inc.</p> 

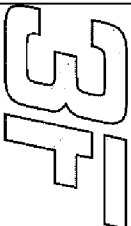
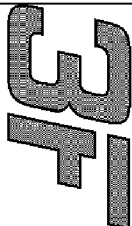

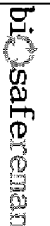
U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
87900280		4-30-2018	(TOTAL ECLIPSE) 	Cardone Industries, Inc. !!! NAAAA
87549401		8-1-2017	(CARDONE) 	Cardone Industries, Inc. !!! NAAAA
87550796		8-1-2017	(CARDONE) 	Cardone Industries, Inc. !!! NAAAA
87910245		5-7-2018	FEROCE PERFORMANCE	Cardone Industries, Inc. !!! NAAAA
87795658		2-13-2018	ROTO MASTER ECO TURBO SYSTEMS	Cardone Industries, Inc. !!! NAAAA


U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
8.	87795649	2-13-2018	ROTONMASTER ECO TURBO	Cardone Industries, Inc. !!! !!!!!!
9.	87795643	2-13-2018	CARDONE ECO TURBO SYSTEMS	Cardone Industries, Inc. !!! !!!!!!
10.	87795633	2-13-2018	CARDONE ECO TURBO	Cardone Industries, Inc. !!! !!!!!!



B. CANADA


1. REGISTERED TRADEMARKS

No.	Trademark	Status	Owner of Record
1.	3F FLUID/FLUSH/FILTER	Registered App 1527835 App 13-MAY-2011 Reg TMA841896 Reg 31-JAN-2013	Cardone Industries, Inc.



No.	Trademark	Status	Owner of Record
2.	3F FLUID/FLUSH/FILTER & DESIGN  FLUID/FLUSH/FILTER	Registered App 1527837 App 13-MAY-2011 Reg TMA849650 Reg 29-APR-2013	Cardone Industries, Inc.
3.	3F FLUID/FLUSH/FILTER & DESIGN  FLUID/FLUSH/FILTER	Registered App 1513283 App 31-JAN-2011 Reg TMA838759 Reg 19-DEC-2012	Cardone Industries, Inc.
4.	A1 CARDONE & Design 	Registered App 1257938 App 17-MAY-2005 Reg TMA689775 Reg 14-JUN-2007	Cardone Industries, Inc.
5.	BIOSAFEREMAN	Registered App 1419316 App 24-NOV-2008 Reg TMA792302 Reg 08-MAR-2011	Cardone Industries, Inc.
6.	BIOSAFEREMAN & DESIGN 	Registered App 1419313 App 24-NOV-2008 Reg TMA792171 Reg 04-MAR-2011	Cardone Industries, Inc.


7.	<p>C & DESIGN</p> 	<p>Registered App 1405639 App 31-JUL-2008 Reg TMA769084 Reg 08-JUN-2010</p>	<p>Cardone Industries, Inc.</p>
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No.	Trademark	Status	Owner of Record
8.	C TEC & DESIGN 	Registered App 1405638 App 31-JUL-2008 Reg TMA803798 Reg 05-AUG-2011	Cardone Industries, Inc.
9.	CARDONE	Registered App 1257941 App 17-MAY-2005 Reg TMA689397 Reg 08-JUN-2007	Cardone Industries, Inc.
10.	CARDONE & DESIGN 	Registered App 1384780 App 25-FEB-2008 Reg TMA743116 Reg 08-JUL-2009	Cardone Industries, Inc.
11.	CARDONE SERVICE PLUS	Registered App 1721780 App 31-MAR-2015 Reg TMA937470 Reg 11-MAY-2016	Cardone Industries, Inc.

No.	Trademark	Status	Owner of Record
12.	CARDONE SERVICE PLUS & DESIGN <i>CARDONE</i> — PLUS	Registered App 1721781 App 31-MAR-2015 Reg TMA966969 Reg 29-MAR-2017	Cardone Industries, Inc.
13.	CARDONE ULTRA	Registered App 1717853 App 04-MAR-2015 Reg TMA939892 Reg 06-JUN-2016	Cardone Industries, Inc.
14.	ECLIPSE	Registered App 1372373 App 16-NOV-2007 Reg TMA810895 Reg 02-NOV-2011	Cardone Industries, Inc.
15.	ECLIPSE & DESIGN 	Registered App 1372376 App 16-NOV-2007 Reg TMA810898 Reg 02-NOV-2011	Cardone Industries, Inc.
16.	MAG-FLOW	Registered App 1361577 App 29-AUG-2007 Reg TMA803692 Reg 05-AUG-2011	Cardone Industries, Inc.
17.	MAG-FLOW DESIGN Mag-Flow	Registered App 1361578 App 29-AUG-2007	Cardone Industries, Inc.





	Reg TMA803693 Reg 05-AUG-2011	

No.	Trademark	Status	Owner of Record
18.	QUALITY. BEYOND A SHADOW OF A DOUBT.	Registered App 1372375 App 16-NOV-2007 Reg TMA810897 Reg 02-NOV-2011	Cardone Industries, Inc.
19.	S3 SUPERIOR STEERING SOLUTIONS	Registered App 1361580 App 29-AUG-2007 Reg TMA803694 Reg 05-AUG-2011	Cardone Industries, Inc.
20.	 S3 SUPERIOR STEERING SOLUTIONS & DESIGN	Registered App 1361582 App 29-AUG-2007 Reg TMA803695 Reg 05-AUG-2011	Cardone Industries, Inc.
21.	TOTAL ECLIPSE	Registered App 1372374 App 16-NOV-2007 Reg TMA810896 Reg 02-NOV-2011	Cardone Industries, Inc.
22.	TOTAL ECLIPSE & DESIGN 	Registered App 1372377 App 16-NOV-2007 Reg TMA810899 Reg 02-NOV-2011	Cardone Industries, Inc.

No.	Trademark	Status	Owner of Record
23.	ULTRA & C DESIGN 	Registered App 1717854 App 04-MAR-2015 Reg TMA973862 Reg 19-JUN-2017	Cardone Industries, Inc.

2. TRADEMARK APPLICATIONS

No.	Trademark	Status	Owner of Record
1.	CARDONE Design CARDONE	Allowed (Pending) App 1852357 App 14-AUG-2017	Cardone Industries, Inc.
2.	CARDONE Design CARDONE	Allowed (Pending) App 1852358 App 14-AUG-2017	Cardone Industries, Inc.
3.	CARDONE ECO TURBO	Formalized (Pending) App 1883173 App 14-FEB-2018	Cardone Industries, Inc.
4.	CARDONE ECO TURBO SYSTEMS	Formalized (Pending) App 1883178 App 14-FEB-2018	Cardone Industries, Inc.
5.	CARDONE WE BUILD IT BETTER & Design CARDONE WE BUILD IT BETTER	Formalized (Pending) App 1861805 App 10-OCT-2017	Cardone Industries, Inc.
6.	CARDONE.COM	Allowed (Pending) App 1814825	Cardone Industries, Inc.

No.	Trademark	Status	Owner of Record
7.	FEROCE PERFORMANCE	App 19-DEC-2016 Formalized (Pending) App 1897958 App 08-MAY-2018	Cardone Industries, Inc.
8.	FEROCE PERFORMANCE & Design 	Formalized (Pending) App 1916410 App 23-AUG-2018	Cardone Industries, Inc.
9.	TOTAL ECLIPSE & Design 	Formalized (Pending) App 1896746 App 01-MAY-2018	Cardone Industries, Inc.
10.	ASCENSION	Formalized (Pending) App 1869516 App 23-NOV-2017	Smart Choice, LLC
11.	ASCENSION PARTS & Design 	Formalized (Pending) App 1869517 App 23-NOV-2017	Smart Choice, LLC
12.	ASCENSION PREMIUM IMPACT PARTS & Design 	Formalized (Pending) App 1869518 App 23-NOV-2017	Smart Choice, LLC

Schedule II

Registered Copyrights:

Entity	Copyright	Registration Date	Copyright/Registration Number
Cardone Industries, Inc.	BUSINESS WITH SOUL	01-07-2010	TX00007124445

TRADEMARK

REEL: 006943 FRAME: 0705

RECORDED: 05/21/2020