

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM821658

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Brookfield Principal Credit LLC, as Administrative Agent		06/30/2023	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: DELAWARE		
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: 23			
Property Type	Number	Word Mark	
Registration Number:	6555392	CARDONE WE BUILD IT BETTER	
Registration Number:	6540073	CARDONE	
Registration Number:	6521034	CARDONE	
Registration Number:	4267746	MAGNA-PURE	
Registration Number:	4146199	OEM ORIGINAL EQUIPMENT REMANUFACTURED	
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:	1812087	PRO TECH	
Registration Number:	3680534	TOTAL ECLIPSE	
Registration Number:	3680533	TOTAL ECLIPSE	

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Property Type	Number	Word Mark
Registration Number:	3230206	CARDONE SELECT
Registration Number:	2986974	CARDONE SELECT
Registration Number:	2928599	A1 CARDONE
Registration Number:	2860828	FRICTION CHOICE
Registration Number:	3233923	CARDONE WEBCAT
Registration Number:	2076817	CARDONE
Registration Number:	2080671	A1
Registration Number:	1226585	A1
Registration Number:	5216901	DIESEL SELECT
Registration Number:	3410307	ROTOMASTER

CORRESPONDENCE DATA

Fax Number: 2123108007

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: 2123108000

Email: juan.arias@weil.com

Correspondent Name: Kristen Shaw

Address Line 1: Weil, Gotshal & Manges LLP

Address Line 2: 767 Fifth Avenue

Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER: K. Shaw 29711.0471

NAME OF SUBMITTER: Kristen Shaw

SIGNATURE: /Kristen Shaw/

DATE SIGNED: 07/03/2023

Total Attachments: 8

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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS

This RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of June 30, 2023 (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 March 1, 2023 (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 March 1, 2023 (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 March 1, 2023 at Reel 7988/ Frame 0665, 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 March 1, 2023, at Volume 15013, Document 383, 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.

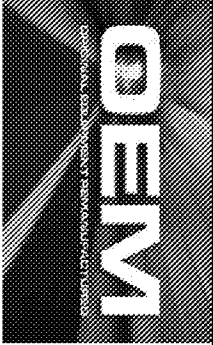

Brookfield Principal Credit LLC,
as Agent


By: 
Name: Michael Rudnick
Title: Managing Director

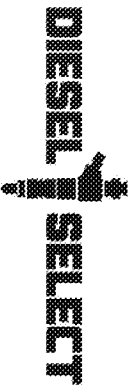
REGISTERED US TRADEMARKS

SCHEDULE I

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
1.	87608134	6555392	11-9-2021	(CARDONE WE BUILD IT BETTER) CARDONE WE BUILD IT BETTER	Cardone Industries, Inc.
2.	87549401	6540073	10-26-2021	(CARDONE) CARDONE	Cardone Industries, Inc.
3.	87550796	6521034	10-12-2021	(CARDONE) CARDONE	Cardone Industries, Inc.
4.	85613418	4267746	1-2-2013	(MAGNA-PURE) MAGNA-PURE	Cardone Industries, Inc.
5.	85429003	4146199	5-22-2012	(OEM ORIGINAL EQUIPMENT REMANUFACTURED)	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
6.	85039037	3900016	1-4-2011	 <p>OEM</p>	Cardone Industries, Inc.
7.	78566466	3245426	5-22-2007	<p>MAGNA-PURE (CARDONE SELECT)</p>	Cardone Industries, Inc.
8.	77977394	3661977	7-28-2009	<p>CARDONE <i>Select</i> (MAG-FLOW) Mag-Flow</p>	Cardone Industries, Inc.
9.	77976745	3659298	1-21-2009	<p>MAG-FLOW (CARDONE)</p>	Cardone Industries, Inc.
10.	77266377	3444324	6-10-2008	<p>CARDONE (CARDONE)</p>	Cardone Industries, Inc.
11.	74293853	1812087	12-21-1993	<p>PRO TECH (TOTAL ECLIPSE)</p>	Cardone Industries, Inc.
12.	77328975	3680534	9-8-2009	 <p>TOTAL ECLIPSE</p>	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
13.	77328962	3680533	9-8-2009	TOTAL ECLIPSE	Cardone Industries, Inc.
14.	76588903	3230206	4-17-2007	CARDONE SELECT	Cardone Industries, Inc.
15.	76574224	2986974	8-23-2005	(CARDONE SELECT) 	Cardone Industries, Inc.
16.	76572749	2928599	3-1-2005	(A1 CARDONE) 	Cardone Industries, Inc.
17.	76385394	2860828	7-6-2004	FRICTION CHOICE	Cardone Industries, Inc.
18.	76599472	3233923	4-24-2007	CARDONE WEBCAT	Cardone Industries, Inc.
19.	74724320	2076817	7-8-1997	CARDONE	Cardone Industries, Inc.
20.	74724319	2080671	7-22-1997	A1	Cardone Industries, Inc.
21.	73327283	1226585	2-8-1983	(A1) 	Cardone Industries, Inc.
22.	87149735	5216901	6-6-2017	(DIESEL SELECT)	ADP Distributors USA, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
23.	78436414	3410307	4-802008	ROTOMASTER 	ADP Distributors USA, Inc.

SCHEDULE II

REGISTERED COPYRIGHTS:

Entity	Copyright	Registration Date	Copyright/Registration Number
Cardone Industries, Inc.	BUSINESS WITH SOUL	01-07-2010	TX0007124445