

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM843387

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|---|--|-------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Connected Holdings, LLC | | 01/01/2017 | Limited Liability Company: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Pileus, LLC | | |
| Street Address: | 4740 VON KARMAN AVE STE 120 | | |
| City: | Newport Beach | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92660 | | |
| Entity Type: | Limited Liability Company: TENNESSEE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5299759 | CDS CONNECTED DEALER SERVICES | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8655234478 | | |
| <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: | 8655464305 | | |
| Email: | mrockett@luedeka.com | | |
| Correspondent Name: | Mark P. Crockett | | |
| Address Line 1: | PO Box 1871 | | |
| Address Line 4: | Knoxville, TENNESSEE 37901 | | |
| NAME OF SUBMITTER: | Mark P. Crockett | | |
| SIGNATURE: | /MarkPCrockett/ | | |
| DATE SIGNED: | 10/03/2023 | | |
| Total Attachments: 16 | | | |
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SPIN-OFF AGREEMENT

This SPIN-OFF AGREEMENT (this "Agreement") is executed by and between [REDACTED]

[REDACTED], PILEUS, LLC ("Pileus"), and CONNECTED HOLDINGS, LLC ("Connected"), and is effective as of January 1, 2017. The Connected Members and the Pileus Members are sometimes collectively referred to herein as the "Members," and the Members, Pileus and Connected may be individually referred to herein as a "party" and collectively as the "parties."

WITNESSETH:

NOW, THEREFORE, in consideration of the mutual promises contained in this Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby agree as follows:

1. Pileus, LLC Transaction. The Members agree to cause Connected to take the following actions:

(a) Form Pileus as a wholly-owned subsidiary of Connected;

(b) contribute, assign, and transfer to Pileus all of the assets and liabilities which are listed in Exhibit A, attached hereto and incorporated herein by this reference (the "Pileus Assets");

[REDACTED]

EC M
EC WAT BB

TRADEMARK

[REDACTED]

1239843

BB EC
WCC EC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1239843

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BB EC MW
WCC EC

TRADEMARK
REEL: 008215 FRAME: 0696

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

WCC BB EC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

*BB EC MW
WCC*

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

BB EC MW
ZC WCC

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

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IN WITNESS WHEREOF the parties have caused this Agreement to be executed effective on the date set forth above, and the undersigned, being all of the members of Connected and Pileus, by their execution hereof (which execution may be by original, photocopy, facsimile or electronic signature upon an original, facsimile, photo or electronic copy hereof and which may be in two or more counterparts, all of which together, in any combination, shall constitute an original, which original may be proved by any copy of this consent together with signature pages signed by all members) (i) consent to taking the actions described above without a meeting and approve of taking the actions described herein as of the date first above written, waive any notice requirement under the Tennessee Revised Limited Liability Company Act or the operating agreements of Pileus and Connected, and (iii) desire that this Agreement also serve as a written consent authorizing Pileus and Connected to take the actions contemplated in this Agreement.



CONNECTED HOLDINGS, LLC

By: 
Print Name: ERIC S. COLLINS
Title: PRESIDENT

PILEUS, LLC

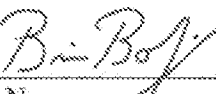
By: 
Print Name: Brian Boling
Title: CEO

Exhibit A
FILEUS ASSETS

Assets

Subject to the terms of the Transaction Documents, all assets in the ownership, possession, control of, or available for use by Connected, whether tangible or intangible, of any nature whatsoever, and which are reasonably necessary for the operation of the following existing or prospective businesses of Connected:

[REDACTED]
[REDACTED]
[REDACTED] (collectively, the "Fileus Business"), including but not limited to:

[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

| [REDACTED] | [REDACTED] | [REDACTED] |
|------------|------------|------------|
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |

Handwritten initials:
Z.C.
E.E.
W.C.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

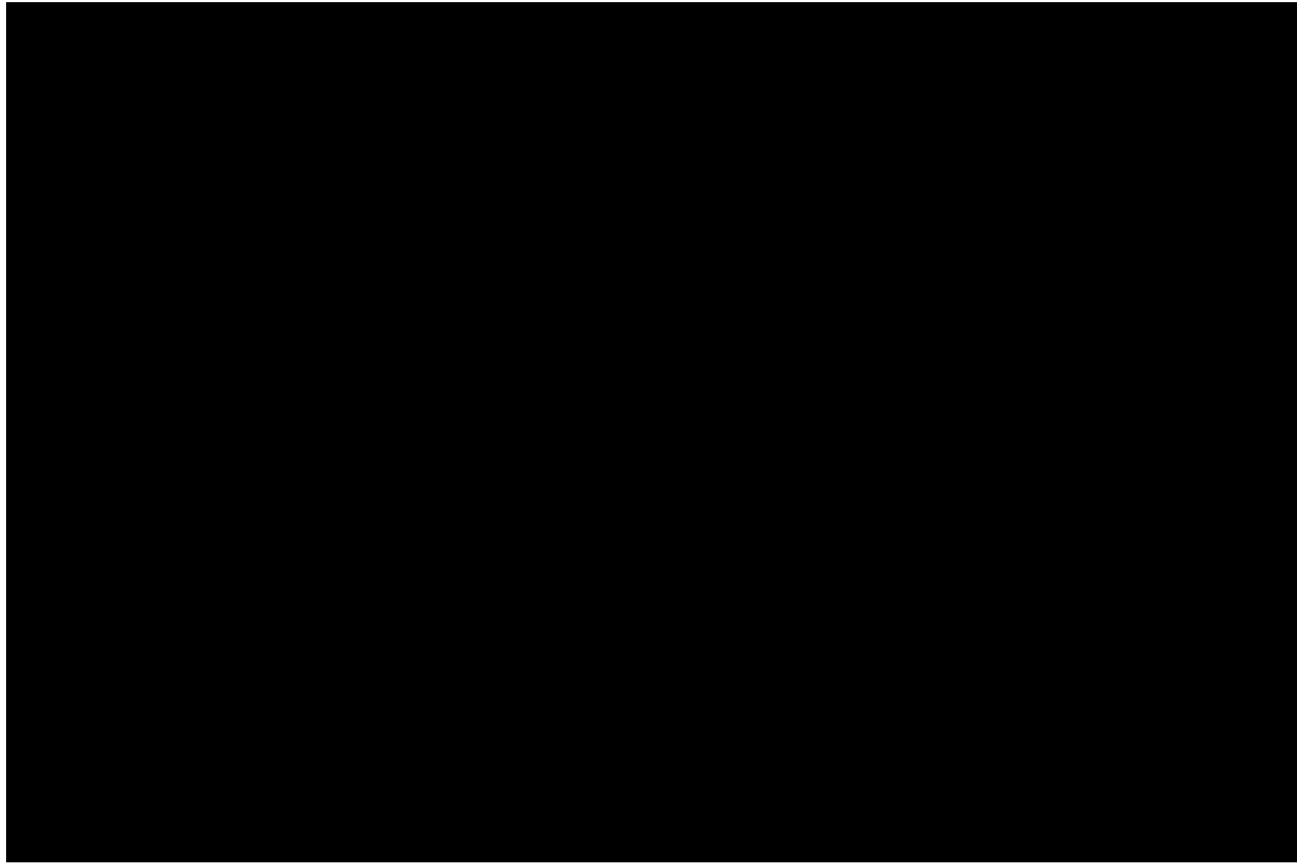
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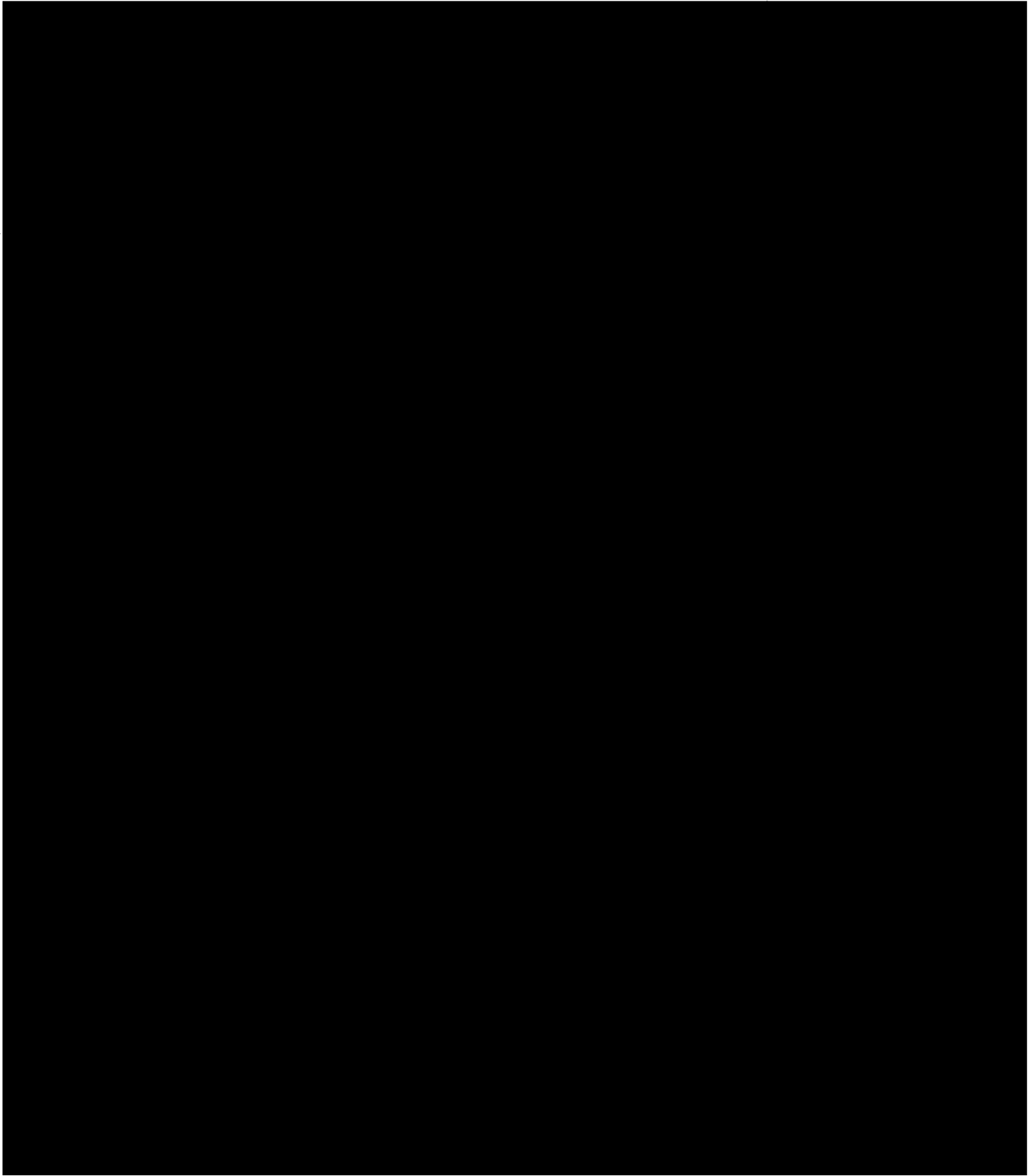
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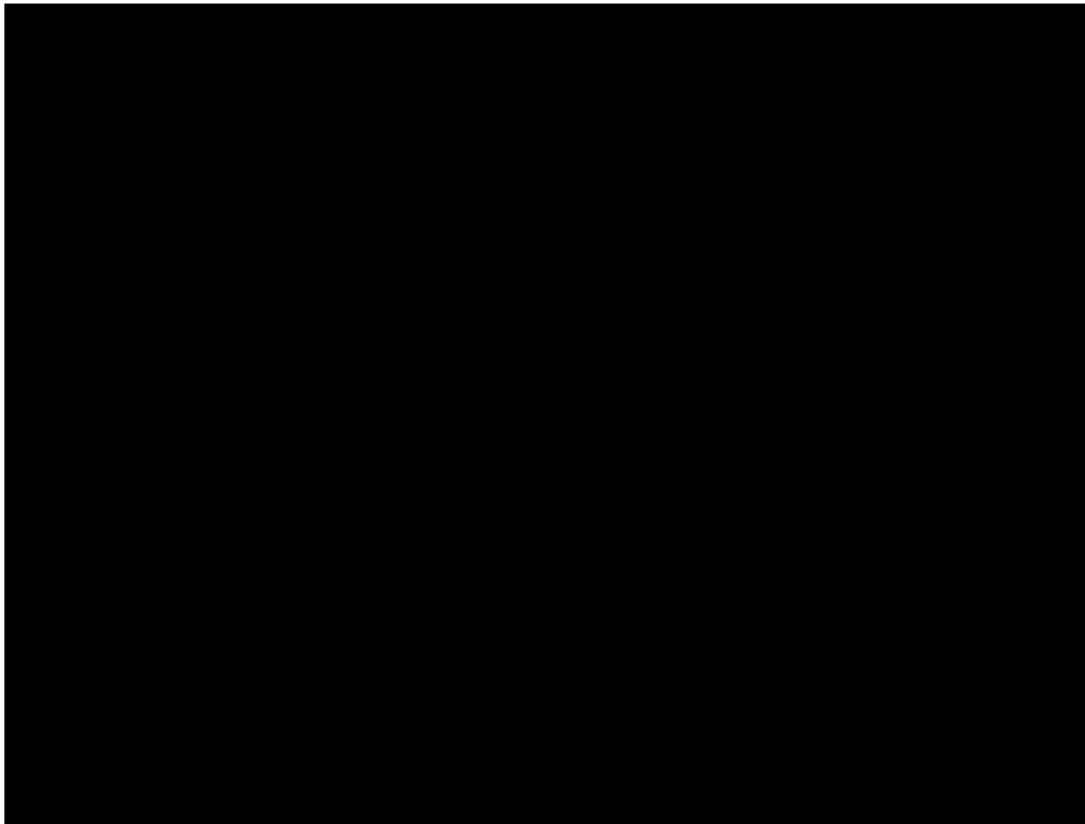
Handwritten notes:
F-C
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WCC



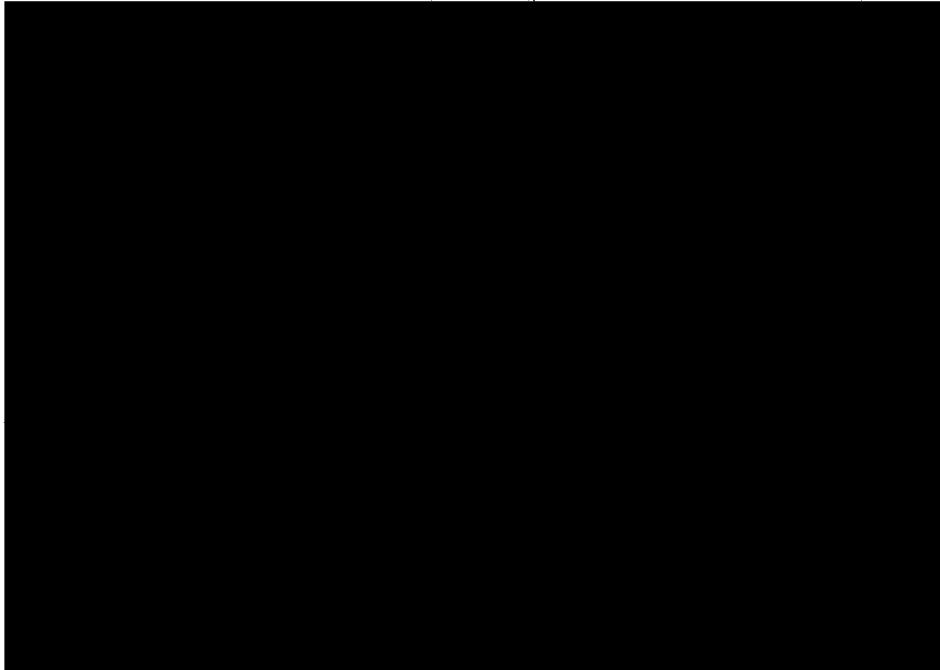
5. Subject to the Transaction Documents, including without limitation, the License Agreement between Connected and Pileus, all intangible rights and property specific to the Pileus Business, including, but not limited to going concern value, goodwill, telephone numbers and e-mail addresses and listings, domain names and associated registrations, and website addresses, and specifically including, but not limited to:

1346957v10

WCC
ZC



* U.S. Trademark Application No. 87299066, for CDS CONNECTED DEALER SERVICES, having a filing date of January 12, 2017 (pro forma assignment for recordation attached as Exhibit A.5) and all goodwill associated therewith;



10/03/2023

WCE
Z. C.
EC/