

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM849335

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Citizens Bank, National Association		06/30/2023	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cardone Industries, Inc.		
<b>Street Address:</b>	5501 WHITAKER AVE.		
<b>City:</b>	Philadelphia		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19124		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>Name:</b>	ADP Distributors, Inc.		
<b>Street Address:</b>	18940 - 94th Avenue Surrey		
<b>City:</b>	British Columbia		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	V4N 4X5		
<b>Entity Type:</b>	Corporation: CANADA		
<b>Name:</b>	Smart Choice, LLC		
<b>Street Address:</b>	203 NE Front Street, Suite 101		
<b>City:</b>	Milford		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19963		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 40</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87075481	CARDONE.COM	
<b>Serial Number:</b>	86438135	ULTRA C	
<b>Serial Number:</b>	86438118	CARDONE ULTRA	
<b>Serial Number:</b>	86415695	CARDONE SERVICE PLUS	
<b>Serial Number:</b>	86348549	CARDONE ENGINEERED FOR SUSTAINABILITY	
<b>Serial Number:</b>	85613418	MAGNA-PURE	
<b>Serial Number:</b>	85429003	OEM ORIGINAL EQUIPMENT REMANUFACTURED	
		<b>TRADEMARK</b>	

Property Type	Number	Word Mark
Serial Number:	85281207	3F FLUID/ FLUSH/ FILTER
Serial Number:	85039037	MAGNA-PURE
Serial Number:	78566466	CARDONE SELECT
Serial Number:	77977394	MAG-FLOW
Serial Number:	77976745	MAG-FLOW
Serial Number:	77266377	CARDONE
Serial Number:	77460273	C
Serial Number:	74293853	PRO TECH
Serial Number:	77328988	QUALITY. BEYOND A SHADOW OF A DOUBT.
Serial Number:	77328975	TOTAL ECLIPSE
Serial Number:	77328962	TOTAL ECLIPSE
Serial Number:	77264921	S3 SUPERIOR STEERING SOLUTIONS
Serial Number:	77263593	S3 SUPERIOR STEERING SOLUTIONS
Serial Number:	76588903	CARDONE SELECT
Serial Number:	76574224	CARDONE SELECT
Serial Number:	76572749	A1 CARDONE
Serial Number:	76385394	FRICTION CHOICE
Serial Number:	76599472	CARDONE WEBCAT
Serial Number:	75469515	REMAN.IT'S WHAT WE DO.
Serial Number:	74724340	AFT+3 TYPE 9602
Serial Number:	74724319	A1
Serial Number:	73327283	A1
Serial Number:	86174321	ASCENSION PARTS
Serial Number:	85235678	ASCENSION
Serial Number:	85268136	ASCENSION PREMIUM IMPACT PARTS
Serial Number:	78436414	ROTOMASTER
Serial Number:	87149735	DIESEL SELECT
Serial Number:	87873861	ROTOMASTER
Serial Number:	90095191	ASCENSION AUTO PARTS
Serial Number:	90095206	ASCENSION AUTO PARTS
Serial Number:	90605141	BENCH BUILT
Serial Number:	90605121	BENCH BUILT
Serial Number:	90755135	MODULUS PREMIUM STEERING SOLUTIONS

#### CORRESPONDENCE DATA

Fax Number:

*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: 4045723401

<b>Email:</b>	morgan.roth@kslaw.com
<b>Correspondent Name:</b>	Morgan Roth
<b>Address Line 1:</b>	1180 Peachtree Street NE
<b>Address Line 2:</b>	Suite 1600
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309

<b>NAME OF SUBMITTER:</b>	Morgan Roth
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<b>SIGNATURE:</b>	/s/ Morgan Roth
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<b>DATE SIGNED:</b>	10/27/2023
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**Total Attachments: 9**

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**TERMINATION AND RELEASE OF  
TRADEMARKS**

THIS TERMINATION AND RELEASE OF TRADEMARKS (this “Release”) is made as of June 30, 2023, by Citizens Bank, National Association (as successor by merger to Citizens Bank of Pennsylvania), as Administrative Agent and Collateral Agent for the benefit of the Lenders (in such capacities, together with its successors and permitted assigns, the “Agent”), in favor of Cardone Industries, Inc., a Delaware corporation (“Cardone”), ADP Distributors, Inc., a corporation organized under the laws of British Columbia, Canada (“ADP Canada”), ADP Distributors USA, Inc., a California corporation (the “ADP USA”), and Smart Choice, LLC, a Delaware limited liability company (“Smart Choice”; together with Cardone, ADP Canada and ADP USA, each a “Grantor”, and collectively, the “Grantors”).

WHEREAS, (i) the Grantors entered into that certain Trademark Security Agreement dated as of September 30, 2018 (the “2018 Trademark Security Agreement”), by Cardone and Smart Choice in favor of the Agent, notice of which was recorded with the United States Patent and Trademark Office on October 5, 2018, at reel/frame 6451/0132, (ii) Cardone entered into that certain Trademark Security Agreement dated as of April 11, 2019 (the “2019-A Trademark Security Agreement”), by Cardone in favor of the Agent, notice of which was recorded with the United States Patent and Trademark Office on April 18, 2019, at reel/frame 6623/0535, (iii) ADP Canada entered into that certain Trademark Security Agreement dated as of June 6, 2019 (the “2019-B Trademark Security Agreement”), by ADP Canada in favor of the Agent, notice of which was recorded with the United States Patent and Trademark Office on September 20, 2019, at reel/frame 6750/0495, (iv) ADP USA entered into that certain Trademark Security Agreement dated as of June 6, 2019 (the “2019-C Trademark Security Agreement”), by ADP USA in favor of the Agent, notice of which was recorded with the United States Patent and Trademark Office on September 20, 2019, at reel/frame 6750/0502 and (v) the Grantors entered into that certain Trademark Security Agreement dated as of February 28, 2022 (the “2022 Trademark Security Agreement”; together with the 2018 Trademark Security Agreement, the 2019-A Trademark Security Agreement, the 2019-B Trademark Security Agreement and the 2019-C Trademark Security Agreement, the “IP Security Agreements”), by the Cardone, ADP Canada and Smart Choice in favor of the Agent, notice of which was recorded with the United States Patent and Trademark Office on March 7, 2022, at reel/frame 7652/0305. Capitalized terms used but not otherwise defined herein have the meanings given to them in the IP Security Agreements, as applicable.

WHEREAS, Grantors granted to Agent, under the terms of the IP Security Agreements, as applicable, certain security interests in favor of Agent, in and to all of their rights, titles and interests in and to the Trademarks, which include without limitation the trademarks and corresponding registrations and applications listed in Schedule 1 together with the goodwill of the business symbolized thereby (the “Trademark Collateral”).

WHEREAS, Agent has agreed to terminate and release all of its security interests and liens in all such Trademark Collateral as herein provided.

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Agent hereby fully releases, terminates and discharges all of its security interests and liens in the Trademark Collateral, which include the trademarks, registrations and applications listed on the schedules attached hereto and made a part hereof, and assigns, transfers and conveys to Grantors any and all right, title, and interest in and to such Trademark Collateral, including the security interests and hereby terminates the IP Security Agreements

If and to the extent the Agent has acquired any right, title or interest in, to or under any of the Trademark Collateral, without any representation, recourse or undertaking by the Agent, it hereby irrevocably reassigns and retransfers all such right, title and interest to the Grantors.

Agent authorizes Grantors, or any Grantor's authorized representatives, to record this Release with the United States Patent and Trademark Office and/or any other applicable governmental office or agency.

Agent agrees to execute and deliver to the Grantors, at the Grantors' expense, all other instruments and other documents as may be reasonably necessary or proper to release the security interest in the Trademark Collateral which had been granted under any IP Security Agreement.

This Release and the rights and obligations of the parties hereunder shall be governed by, and shall be construed and enforced in accordance with, the laws of the State of New York without regard to conflict of laws principles thereto.

[Signature Page Follows]

**IN WITNESS WHEREOF**, Agent has caused this Release to be duly executed by its duly authorized officer as of the day and year first above written.


**CITIZENS BANK, NATIONAL  
ASSOCIATION (as successor by merger to  
Citizens Bank of Pennsylvania)**, as Agent





By: Peter Yelle  
Name: Peter Yelle  
Title: Senior Vice President

**SCHEDULE 1****Trademarks****REGISTERED TRADEMARKS**

	<b>U.S. Serial Number</b>	<b>Reg. Num ber</b>	<b>Filing Date / Registration Date</b>	<b>Mark</b>	<b>Owner of Record</b>
1.	8707548 1	Intern ationa l Reg. No. 1335 293	06-17-2016	<b>CARDONE.COM</b>	Cardone Industries, Inc.  <b>1B STATUS</b>
2.	8643813 5	4842 705	10-29-2014 / 10-27-2015	(ULTRA C)  <b>ULTRA</b> 	Cardone Industries, Inc.
3.	8643811 8	4864 359	10-29-2014 / 12-01-2015	<b>CARDONE ULTRA</b>	Cardone Industries, Inc.
4.	8641569 5	4712 636	10-06-2014 / 03-31-2015	(CARDONE SERVICE PLUS)  	Cardone Industries, Inc.
5.	8634854 9	4886 587	07-25-2014 / 01-12-2016	<b>CARDONE ENGINEERED FOR SUSTAINABILITY</b>	Cardone Industries, Inc.
6.	8561341 8	4267 746	05-01-2012 / 01-01-2013	  (MAGNA-PURE)	Cardone Industries, Inc.
7.	8542900 3	4146 199	09-22-2011 / 05-22-2012	(OEM ORIGINAL EQUIPMENT REMANUFACTURED)  	Cardone Industries, Inc.


	U.S. Serial Number	Reg. Num ber	Filing Date / Registration Date	Mark	Owner of Record
8.	8528120 7	4059 415	03-30-2011 / 11-22-2011	(3F FLUID/ FLUSH/ FILTER)  	Cardone Industries, Inc.
9.	8503903 7	3900 016	05-14-2010 / 01-04-2011	MAGNA-PURE	Cardone Industries, Inc.
10.	7856646 6	3245 426	02-14-2005 / 05-22-2007	(CARDONE SELECT)  	Cardone Industries, Inc.
11.	7797739 4	366197 7	08-27-2007 / 07-28-2009	(MAG-FLOW)  	Cardone Industries, Inc.
12.	7797674 5	365929 8	08-24-2007 / 07-21-2009	MAG-FLOW	Cardone Industries, Inc.
13.	7726637 7	344432 4	08-28-2007 / 06-10-2008	(CARDONE)  	Cardone Industries, Inc.
14.	7746027 3	371618 5	04-29-2008 / 11-24-2009	(C)  	Cardone Industries, Inc.
15.	7429385 3	181208 7	07-13-1992 / 12-21-1993	PRO TECH	Cardone Industries, Inc.
16.	7732898 8	368375 5	11-14-2007 / 09-15-2009	QUALITY. BEYOND A SHADOW OF A DOUBT.	Cardone Industries, Inc.
17.	7732897 5	368053 4	11-14-2007 / 09-08-2009	(TOTAL ECLIPSE)	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Num ber	Filing Date / Registration Date	Mark	Owner of Record
					
18.	7732896 2	368053 3	11-14-2007 / 09-08-2009	<b>TOTAL ECLIPSE</b>	Cardone Industries, Inc.
19.	7726492 1	375804 8	08-27-2007 / 03-09-2010	(S3 SUPERIOR STEERING SOLUTIONS) 	Cardone Industries, Inc.
20.	7726359 3	375804 6	08-24-2007 / 03-09-2010	<b>S3 SUPERIOR STEERING SOLUTIONS</b>	Cardone Industries, Inc.
21.	7658890 3	323020 6	04-27-2004 / 04-17-2007	<b>CARDONE SELECT</b>	Cardone Industries, Inc.
22.	7657422 4	298697 4	02-05-2004 / 08-23-2005	(CARDONE SELECT) 	Cardone Industries, Inc.
23.	7657274 9	292859 9	01-29-2004 / 03-01-2005	(A1 CARDONE) 	Cardone Industries, Inc.
24.	7638539 4	286082 8	03-21-2002 / 07-06-2004	<b>FRICTION CHOICE</b>	Cardone Industries, Inc.
25.	7659947 2	323392 3	06-28-2004 / 04-24-2007	<b>CARDONE WEBCAT</b>	Cardone Industries, Inc.
26.	7546951 5	233088 1	04-17-1998 / 03-21-2000	<b>REMAN.IT'S WHAT WE DO.</b>	Cardone Industries, Inc.
27.	7472432 0	207681 7	08-28-1995 / 07-08-1997	<b>CARDONE</b>	Cardone Industries, Inc.
28.	7472431 9	208067 1	08-28-1995 / 07-22-1997	<b>A1</b>	Cardone Industries, Inc.
29.	7332728 3	122658 5	09-08-1981 / 02-08-1983	(A1)	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Num ber	Filing Date / Registration Date	Mark	Owner of Record
					
30.	8617432 1	474896 0	01-24-2014 / 06-02-2015	(ASCENSION PARTS) 	Smart Choice, LLC
31.	8523567 8	411612 2	02-07-2011 / 03-20-2012	ASCENSION	Smart Choice, LLC
32.	8526813 6	417660 7	03-16-2011 / 07-17-2012	(ASCENSION PREMIUM IMPACT PARTS) 	Smart Choice, LLC
33.	7843641 4	341030 7	04-08-2008	ROTOMASTER	ADP Distributo rs Inc.
34.	8714973 5	521690 1	06/06/2017	(DIESEL SELECT) 	ADP Distributo rs USA, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
35.	87/873,861		4-12-2018	ROTOMASTER	ADP Distributors Inc.

## 2. TRADEMARK APPLICATIONS

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
1.	90095191		08-05-2020	ASCENSION AUTO PARTS	Smart Choice, LLC
2.	90095206		08-05-2020	ASCENSION AUTO PARTS & Design	Smart Choice, LLC
3.	90605141		03-26-2021	BENCH BUILT	Smart Choice, LLC
4.	90605121		03-26-2021	BENCH BUILT Logo	Smart Choice, LLC
5.	88255171		01-09-2019	BLUE PHOENIX	Cardone Industries, Inc. 1D MARK
6.	90755135		06-04-2021	Modulus Logo	Cardone Industries, Inc.
7.	88088400		08/22/2018	(FEROCE PERFORMANCE) 	Cardone Industries, Inc. 1B MARK
8.	87608134		9-14-2017	(CARDONE WE BUILD IT BETTER) 	Cardone Industries, Inc. 1B MARK
9.	87900280		4-30-2018	(TOTAL ECLIPSE) 	Cardone Industries, Inc. 1B MARK
10.	87549401		8-1-2017	(CARDONE) 	Cardone Industries, Inc. 1B MARK

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
11.	87550796		8-1-2017	(CARDONE) <b>CARDONE</b>	Cardone Industries, Inc. <b>1B MARK</b>
12.	87910245		5-7-2018	<b>FEROCE PERFORMANCE</b>	Cardone Industries, Inc. <b>1B MARK</b>
13.	87795658		2-13-2018	<b>ROTOMASTER ECO TURBO SYSTEMS</b>	Cardone Industries, Inc. <b>1B MARK</b>
14.	87795649		2-13-2018	<b>ROTOMASTER ECO TURBO</b>	Cardone Industries, Inc. <b>1B MARK</b>
15.	87795643		2-13-2018	<b>CARDONE ECO TURBO SYSTEMS</b>	Cardone Industries, Inc. <b>1B MARK</b>
16.	87795633		2-13-2018	<b>CARDONE ECO TURBO</b>	Cardone Industries, Inc. <b>1B MARK</b>