

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI159524

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citizens Bank, N.A.		06/30/2023	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Company Name:	Cardone Industries, Inc.		
Street Address:	5501 Whitaker Avenue		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19124		
Entity Type:	Corporation: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	74724320	CARDONE	
CORRESPONDENCE DATA			
Fax Number:	4045723401		
<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:	4708552750		
Email:	morgan.roth@kslaw.com		
Correspondent Name:	Morgan Roth		
Address Line 1:	1180 Peachtree Street NE		
Address Line 2:	Suite 1600		
Address Line 4:	Atlanta, GEORGIA 30309		
NAME OF SUBMITTER:	Morgan Roth		
SIGNATURE:	Morgan Roth		
DATE SIGNED:	04/11/2024		
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

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
1.	87075481	International Reg. No. 1335293	06-17-2016	CARDONE.COM	Cardone Industries, Inc. 1B STATUS
2.	86438135	4842705	10-29-2014 / 10-27-2015	(ULTRA C) ULTRA 	Cardone Industries, Inc.
3.	86438118	4864359	10-29-2014 / 12-01-2015	CARDONE ULTRA	Cardone Industries, Inc.
4.	86415695	4712636	10-06-2014 / 03-31-2015	(CARDONE SERVICE PLUS) CARDONE SERVICE PLUS	Cardone Industries, Inc.
5.	86348549	4886587	07-25-2014 / 01-12-2016	CARDONE ENGINEERED FOR SUSTAINABILITY	Cardone Industries, Inc.
6.	85613418	4267746	05-01-2012 / 01-01-2013	MAGNA-PURE (MAGNA-PURE)	Cardone Industries, Inc.
7.	85429003	4146199	09-22-2011 / 05-22-2012	(OEM ORIGINAL EQUIPMENT REMANUFACTURED) 	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
8.	85281207	4059415	03-30-2011 / 11-22-2011	(3F FLUID/ FLUSH/ FILTER) 	Cardone Industries, Inc.
9.	85039037	3900016	05-14-2010 / 01-04-2011	MAGNA-PURE	Cardone Industries, Inc.
10.	78566466	3245426	02-14-2005 / 05-22-2007	(CARDONE SELECT) 	Cardone Industries, Inc.
11.	77977394	3661977	08-27-2007 / 07-28-2009	(MAG-FLOW) 	Cardone Industries, Inc.
12.	77976745	3659298	08-24-2007 / 07-21-2009	MAG-FLOW	Cardone Industries, Inc.
13.	77266377	3444324	08-28-2007 / 06-10-2008	(CARDONE) 	Cardone Industries, Inc.
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.	7732896 2	368053 3	11-14-2007 / 09-08-2009	TOTAL ECLIPSE	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	S3 SUPERIOR STEERING SOLUTIONS	Cardone Industries, Inc.
21.	7658890 3	323020 6	04-27-2004 / 04-17-2007	CARDONE SELECT	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	FRICTION CHOICE	Cardone Industries, Inc.
25.	7659947 2	323392 3	06-28-2004 / 04-24-2007	CARDONE WEBCAT	Cardone Industries, Inc.
26.	7546951 5	233088 1	04-17-1998 / 03-21-2000	REMAN.IT'S WHAT WE DO.	Cardone Industries, Inc.
27.	7472432 0	207681 7	08-28-1995 / 07-08-1997	CARDONE	Cardone Industries, Inc.
28.	7472431 9	208067 1	08-28-1995 / 07-22-1997	A1	Cardone Industries, Inc.
29.	7332728 3	122658 5	09-08-1981 / 02-08-1983	(A1)	Cardone Industries, Inc.

	U.S. Serial Number	Reg. Number	Filing Date / Registration Date	Mark	Owner of Record
					
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
32.	85268136	4176607	03-16-2011 / 07-17-2012	(ASCENSION PREMIUM IMPACT PARTS) 	Smart Choice, LLC
33.	78436414	3410307	04-08-2008	ROTOMASTER	ADP Distributors Inc.
34.	87149735	5216901	06/06/2017	(DIESEL SELECT) 	ADP Distributors 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. 1B 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) CARDONE	Cardone Industries, Inc. 1B MARK
12.	87910245		5-7-2018	FEROCE PERFORMANCE	Cardone Industries, Inc. 1B MARK
13.	87795658		2-13-2018	ROTOMASTER ECO TURBO SYSTEMS	Cardone Industries, Inc. 1B MARK
14.	87795649		2-13-2018	ROTOMASTER ECO TURBO	Cardone Industries, Inc. 1B MARK
15.	87795643		2-13-2018	CARDONE ECO TURBO SYSTEMS	Cardone Industries, Inc. 1B MARK
16.	87795633		2-13-2018	CARDONE ECO TURBO	Cardone Industries, Inc. 1B MARK