

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM753892

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Intellectual Property		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Off Lease Only LLC		08/25/2022	Limited Liability Company: FLORIDA
Colo Real Estate Holdings LLC,		08/25/2022	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Cerberus Off Lease Only, LLC		
Street Address:	875 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3629566	DON'T PAY MORE	
Registration Number:	5399400	OFF LEASE ONLY	
Registration Number:	5221067	THE PROOF IS IN OUR PRICING	
Registration Number:	4190729	THE NATION'S USED CAR DESTINATION	
Registration Number:	5813526	SHOW US YOUR RIDE	
Serial Number:	97036314	DRIVEN	
CORRESPONDENCE DATA			
Fax Number:	2129096836		
<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:	212-909-6000		
Email:	trademarks@debevoise.com		
Correspondent Name:	Sharon E. Huberfeld, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 2:	Debevoise & Plimpton LLP		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Sharon E. Huberfeld		

CH \$165.00 3629566

SIGNATURE:	/Sharon E. Huberfeld/
DATE SIGNED:	09/07/2022
Total Attachments: 5 source=Notice Confirm Grant of Security Interest in IP_executed#page1.tif source=Notice Confirm Grant of Security Interest in IP_executed#page2.tif source=Notice Confirm Grant of Security Interest in IP_executed#page3.tif source=Notice Confirm Grant of Security Interest in IP_executed#page4.tif source=Notice Confirm Grant of Security Interest in IP_executed#page5.tif	

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY

This NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this “Confirmation”), dated as of August 25, 2022, is made by Off Lease Only Parent, LLC, a Delaware limited liability company, Colo Real Estate Holdings LLC, a Delaware limited liability company, and Off Lease Only LLC, a Florida limited liability company (collectively, the “Grantors”), in favor of Cerberus Off Lease Only, LLC, a Delaware limited liability company (the “Lender”), which are parties to the Promissory Note, dated as of August 5, 2022 (as amended, supplemented or otherwise modified from time to time, the “Promissory Note”).

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Confirmation, including its preamble, have the meanings provided or provided by reference in the Promissory Note.

SECTION 2. Confirmation of Grant of Security Interest. The Grantors hereby confirm that, subject to existing licenses to use the Intellectual Property granted by the Grantors in the ordinary course of business, it has granted to the Lender a security interest in all of the Intellectual Property of the Grantors listed on Schedule A attached hereto), together with the goodwill connected with the use of and symbolized by such Intellectual Property and all Proceeds and products of any and all of the foregoing, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Note Obligations of the Grantors.

SECTION 3. Purpose. This Confirmation has been executed and delivered by the Grantors for the purpose of recording the grant of security interest with the United States Copyright Office and the United States Patent and Trademark Office. This Confirmation is expressly subject to the terms and conditions of the Promissory Note. To the extent that there is any conflict between this Confirmation and the Promissory Note, the Promissory Note shall control in all respects. The Promissory Note (and all rights and remedies of the Lender thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Lender with respect to the security interest in the Intellectual Property are more fully set forth in the Promissory Note, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Confirmation may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties hereto have caused this Confirmation to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

OFF LEASE ONLY PARENT, LLC

By: Lee Wilson
Name: Leland Wilson
Title: Chairman and Chief Executive Officer

COLO REAL ESTATE HOLDINGS LLC


By: Lee Wilson
Name: Leland Wilson
Title: Chairman and Chief Executive Officer

OFF LEASE ONLY LLC

By: Lee Wilson
Name: Leland Wilson
Title: Chairman and Chief Executive Officer

Acknowledged by:

CERBERUS OFF LEASE ONLY, LLC

By:  _____

Name: Scott Wille

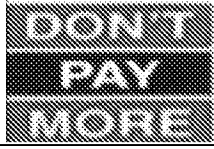
Title: Managing Director

Schedule A

Patents and Patent Applications

None.

Trademark Registrations and Applications

Trademark	Jurisdiction/ Country	Registration No.	Registration Date	Serial No.	Filing Date	Owner
DON'T PAY MORE 	USA	3,629,566	06/02/2009	77/407,628	02/27/2008	Off Lease Only LLC
DRIIVEN	USA	Pending	Pending	97/036,314	9/20/2021	Colo Real Estate Holdings LLC
OFF LEASE ONLY	USA	5,399,400	02/13/2018	87/290,083	01/05/2017	Off Lease Only LLC
The Proof is in our Pricing	USA	5,221,067	06/13/2017	86/968,162	04/07/2016	Off Lease Only LLC
The Nation's Used Car Destination	USA	4,190,729	08/14/2012	85/513,160	01/10/2012	Off Lease Only LLC
Show Us Your Ride	USA	5,813,526	07/23/2019	88/260,251	01/14/2019	Off Lease Only LLC
What's in your Driveway	USA	5,813,346	07/23/2019	88/258,680	01/11/2019	Off Lease Only LLC

Copyright Registrations and Applications

Owner	Registration Number	Registration Date	Description
Off Lease Only LLC	VA0001995555	11/13/2015	3000 Cars. (electronic file eService)
Off Lease Only LLC	VA0001995477	11/12/2015	3d Need a Used Car. (electronic file)
Off Lease Only LLC	VA0001768098	04/04/2008	Offleaseonly.com Website (4p.)