

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM512190

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CRESCENT DIRECT LENDING, LLC		02/26/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	DERIVE SYSTEMS, INC.
Street Address:	4150 Church St., Suite 1024
City:	Sanford
State/Country:	FLORIDA
Postal Code:	32771
Entity Type:	Corporation: DELAWARE
Name:	DERIVE POWER, LLC
Street Address:	4150 Church St., Suite 1024
City:	Sanford
State/Country:	FLORIDA
Postal Code:	32771
Entity Type:	Limited Liability Company: DELAWARE
Name:	DERIVE EFFICIENCY, LLC
Street Address:	4150 Church St., Suite 1024
City:	Sanford
State/Country:	FLORIDA
Postal Code:	32771
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	4404215	CHAPERONE
Registration Number:	3686789	ECONOMIZER
Registration Number:	4039756	ITSX
Registration Number:	3664395	LESS FUEL! MORE POWER!
Registration Number:	3371568	LIVEWIRE
Registration Number:	3394060	LIVEWIRE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4404264	LIVEWIRE TS
Registration Number:	3439748	MORE POWER! LESS FUEL!
Registration Number:	3467695	POWER FLASH
Registration Number:	3497658	SCT
Registration Number:	3497659	SCT
Registration Number:	3664394	SCT ECONOMIZER
Registration Number:	3901416	SCTFLASH
Registration Number:	4011251	SCT FLEET SOLUTIONS
Registration Number:	3467694	SF3
Registration Number:	3981323	THE TUNING BRAND YOU CAN TRUST
Registration Number:	3706656	TOUCH SCREEN XTREME
Registration Number:	3632383	X3
Registration Number:	3513437	X3 POWER FLASH
Registration Number:	4590211	X4
Registration Number:	4590212	X4 POWER FLASH
Serial Number:	86443810	DERIVE ADVANTAGE
Serial Number:	86431593	DERIVE EFFICIENCY
Serial Number:	86443854	DERIVE POWER
Serial Number:	86367934	DERIVE SYSTEMS
Serial Number:	86751058	GTX
Serial Number:	85624739	SCT CHAPERONE
Serial Number:	86385341	TUNE VAULT
Registration Number:	3513764	BIG RIG POWER PUP
Registration Number:	3456490	BULLY DOG
Registration Number:	2959372	
Registration Number:	4079778	
Registration Number:	3456492	POWER PUP
Registration Number:	3456491	TRIPLE DOG
Serial Number:	86312303	CONQUER THE ELEMENTS

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: 801-337-4500

Email: nwells@legendslaw.com

Correspondent Name: Nicholas D. Wells

Address Line 1: 330 Main St

Address Line 4: Kaysville, UTAH 84037

NAME OF SUBMITTER:	Nicholas D. Wells
SIGNATURE:	/Nicholas Wells/
DATE SIGNED:	02/28/2019
Total Attachments: 8 source=IP Release (Trademarks) - executed (00117356xC3F98)#page1.tif source=IP Release (Trademarks) - executed (00117356xC3F98)#page2.tif source=IP Release (Trademarks) - executed (00117356xC3F98)#page3.tif source=IP Release (Trademarks) - executed (00117356xC3F98)#page4.tif source=IP Release (Trademarks) - executed (00117356xC3F98)#page5.tif source=IP Release (Trademarks) - executed (00117356xC3F98)#page6.tif source=IP Release (Trademarks) - executed (00117356xC3F98)#page7.tif source=IP Release (Trademarks) - executed (00117356xC3F98)#page8.tif	

**TERMINATION AND RELEASE OF
TRADEMARK SECURITY AGREEMENT**

THIS **TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT** (this "Release") dated as of February 26, 2019 by and among **CRESCENT DIRECT LENDING, LLC** ("Bank"), **DERIVE SYSTEMS, INC.**, a Delaware corporation ("Systems"), **DERIVE POWER, LLC**, a Delaware limited liability company ("Power"), and **DERIVE EFFICIENCY, LLC**, a Delaware limited liability company ("Efficiency") and together with Systems and Power, the "Borrowers").

RECITALS

A. On or about November 11, 2015, Bank and the Borrowers entered into that certain Trademark Security Agreement which was recorded with the U.S. Patent and Trademark Office (the "USPTO") on November 16, 2015 at Reel/Frame 5669/0084 (the "Security Agreement").

B. The Secured Obligations (as defined in the Security Agreement) have been fully satisfied and the parties desire to terminate the Security Agreement and Bank has agreed to release the security interest in and to the Trademark Collateral (as defined in the Security Agreement), and as set forth in the attached Schedule I.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. Release and Termination of Security Agreement. The Security Agreement is hereby terminated. Bank further hereby terminates and releases its security interest in and to the Trademark Collateral, and the Bank hereby assigns and transfers to the Borrowers, without representation, warranty or recourse of any kind or nature, all of the Bank's right, title and interest in and to the Trademark Collateral. The Borrowers hereby acknowledge and accept the foregoing release and assignment by the Bank.

2. Authorization. Bank hereby authorizes the Borrowers, at the expense of the Borrowers, to file this Release in the applicable filing and recording offices to effect a complete release of the Trademark Collateral.

3. Governing Law. This Release will be governed by and construed in accordance with the laws of the State of New York, applicable to contracts to be made and wholly performed within such state.

4. Counterparts. This Release may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Release to be executed as of the day and year first written above.

CRESCENT DIRECT LENDING, LLC, as Bank

By: Crescent Capital Group LP, its sole member

By: 

Name: Michael L. Rogers

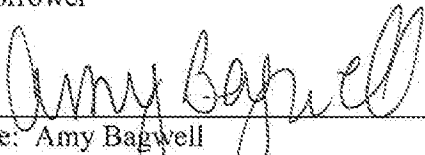
Title: Managing Director

By: 

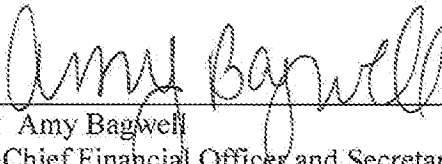
Name: Hayes Olofson

Title: Senior Vice President


DERIVE POWER, LLC,
as Borrower

By: 
Name: Amy Bagwell
Title: Chief Financial Officer and Secretary

DERIVE EFFICIENCY, LLC,
as Borrower

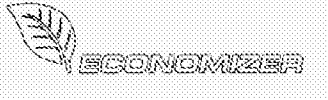
By: 
Name: Amy Bagwell
Title: Chief Financial Officer and Secretary

DERIVE SYSTEMS, INC.,
as Borrower

By: 
Name: Amy Bagwell
Title: Chief Financial Officer and Secretary



Schedule I

(see attached)

MARK	APP/ REG NUMBER	FILING/REG DATE	CURRENT OWNER /GRANTOR
CHAPERONE 40312.00.0068	85/624,723 4,404,215	05/14/2012 09/17/2013	Derive Power LLC
ECONOMIZER DESIGN  40312.00.0003	77/352,886 3,686,789	12/14/2007 09/22/2009	Derive Power LLC
its 40312.00.0045	85/180,456 4,039,756	11/18/2010 10/11/2011	Derive Power LLC
LESS FUEL! MORE POWER! 40312.00.0002	77/352,902 3,664,395	12/14/2007 08/04/2009	Derive Power LLC
LIVEWIRE 40312.00.0011	77/063,654 3,371,568	12/13/2006 01/22/2008	Derive Power LLC
LIVEWIRE DESIGN LIVEWIRE → 40312.00.0012	77/063,675 3,394,060	12/13/2006 03/11/2008	Derive Power LLC
LIVEWIRE TS 40312.00.0070	85/633,559 4,404,264	05/23/2012 09/17/2013	Derive Power LLC
MORE POWER! LESS FUEL! 40312.00.0014	77/265,091 3,439,748	08/27/2007 06/03/2008	Derive Power LLC
POWER FLASH 40312.00.0005	77/352,932 3,467,695	12/14/2007 07/15/2008	Derive Power LLC
SCT 40312.00.0010	77/067,042 3,497,658	12/19/2006 09/09/2008	Derive Power LLC

MARK	APP/ REG NUMBER	FILING/REG DATE	CURRENT OWNER /GRANTOR
SCT DESIGN 	77/067,094 3,497,659	12/19/2006 09/09/2008	Derive Power LLC
40312.00.0009			
SCT ECONOMIZER	77/352,746	12/14/2007	Derive Power LLC
40312.00.0004	3,664,394	08/04/2009	
SCTFLASH	77/765,355	06/22/2009	Derive Power LLC
40312.00.0029	3,901,416	01/04/2011	
SCT FLEET SOLUTIONS	85/074,238	06/29/2010	Derive Efficiency, LLC
40312.00.0039	4,011,251	08/16/2011	
SF3	77/352,923	12/14/2007	Derive Power LLC
40312.00.0006	3,467,694	07/15/2008	
THE TUNING BRAND YOU CAN TRUST	85/174,869	11/11/2010	Derive Power LLC
40312.00.0041	3,981,323	06/21/2011	
TOUCH SCREEN XTREME	77,573,464	09/18/2008	Derive Power LLC
40312.00.0022	3,706,656	11/03/2009	
X3	77/352,907	12/14/2007	Derive Power LLC
40312.00.0007	3,632,383	06/02/2009	
X3 POWER FLASH	77/189,772	05/24/2007	Derive Power LLC
40312.00.0013	3,513,437	10/07/2008	
X4	86/054,648	09/03/2013	Derive Power LLC
40312.00.0096	4,590,211	08/19/2014	
X4 POWER FLASH	86/054,652	09/03/2013	Derive Power LLC
40312.00.0097	4,590,212	08/19/2014	
DERIVE ADVANTAGE	86/443,810	11/04/2014	Derive Power LLC
40312.00.0109			
DERIVE EFFICIENCY	86/431,593	10/22/2014	Derive Efficiency LLC
46779.00.0002			
DERIVE POWER	86/443,854	11/04/2014	Derive Power LLC
40312.00.0107			

MARK	APP/REG NUMBER	FILING/REG DATE	CURRENT OWNER /GRANTOR
DERIVE SYSTEMS 40312.00.0105	86/367,934	08/15/2014	Derive Systems, Inc.
GTX 40312.00.0111	86/751,058	09/09/2015	Derive Power, LLC
SCT CHAPERONE 40312.00.0069	85/624,739	05/14/2012	Derive Power LLC
TUNE VAULT 40312.00.0104	86/385,341	09/04/2014	Derive Power LLC

MARK	APP/ REG NUMBER	FILING/REG DATE	CURRENT OWNER/ GRANTOR
BIG RIG POWER PUP 46841.00.0003	77/266,253 3,513,764	08/28/2007 10/07/2008	Derive Power LLC
BULLY DOG 46841.00.0015	77/162,126 3,456,490	04/20/2007 07/01/2008	Derive Power LLC
BULLYDOG design  46841.00.0005	78/232,710 2,959,372	04/01/2003 06/07/2005	Derive Power LLC
BULLYDOG design  46841.00.0006	85/317,488 4,079,778	05/10/2011 01/03/2012	Derive Power LLC
POWER PUP 46841.00.0020	77/162,166 3,456,492	04/20/2007 07/01/2008	Derive Power LLC
TRIPLE DOG 46841.00.0017	77/162,140 3,456,491	04/20/2007 07/01/2008	Derive Power LLC
CONQUER THE ELEMENTS 46841.00.0023	86/312,303	06/17/2014	Derive Power LLC