

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
SMITH SYSTEM DRIVER IMPROVEMENT INSTITUTE, INC.		06/01/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	MANUFACTURERS AND TRADERS TRUST COMPANY
Street Address:	One M&T Plaza
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14240
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Serial Number:	78889073	5 KEYS
Serial Number:	78889007	TRAINING MONITORING ANALYSIS REPORTING INTERVENTION
Serial Number:	78864656	FIVE KEYS TO SPACE CUSHION DRIVING
Serial Number:	78864603	FIVE KEYS
Registration Number:	3010734	SMITH SYSTEM
Registration Number:	2393189	
Registration Number:	2393166	SMITHSAFE
Registration Number:	1341575	AIM HIGH IN STEERING
Registration Number:	1338450	GET THE BIG PICTURE
Registration Number:	1338449	KEEP YOUR EYES MOVING
Registration Number:	1338448	LEAVE YOURSELF AN OUT
Registration Number:	1338447	MAKE SURE THEY SEE YOU
Registration Number:	1261979	SMITH SYSTEM

CH \$365.00 78889073

Registration Number: 797641 SMITH SYSTEM

**CORRESPONDENCE DATA**

Fax Number: (717)291-4660  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (717)399-1503  
Email: smcfarland@barley.com  
Correspondent Name: Scott F. Landis  
Address Line 1: 126 East King Street  
Address Line 4: Lancaster, PENNSYLVANIA 17602

ATTORNEY DOCKET NUMBER:	119999-002243
NAME OF SUBMITTER:	Scott F. Landis
Signature:	/scott f landis/
Date:	06/07/2006

Total Attachments: 10  
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## GRANT OF SECURITY INTEREST

SMITH SYSTEM DRIVER IMPROVEMENT INSTITUTE, INC., a Delaware corporation having an address of 2201 Brookhollow Plaza Drive, Suite 200, Arlington, TX 76006 ("Grantor"), is the owner of certain works of authorship, the copyright in which is registered in, or is the subject of pending applications for registration in, the United States Copyright Office, as more particularly described on Schedule 1 annexed hereto as part hereof (the "Copyrights").

Grantor is also the owner of, and has adopted, used and is using the trademarks listed on the annexed Schedule 2, which trademarks are registered in, or are the subject of pending applications for registration in, the United States Patent and Trademark Office (the "Trademarks").

Grantor and MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, having an address of One M&T Plaza, Buffalo, New York 14240 ("Lender"), are parties to that certain Business Loan Agreement dated April 28, 2006 (as amended hereafter from time to time, the "Loan Agreement") wherein the Lender has agreed to make certain loans and credit facilities available to Grantor;

In addition, pursuant to the Loan Agreement, Grantor has executed and delivered to Lender certain notes, security agreements, financing statements and other documentation in connection with the Loan Agreement (all such agreements and documentation, hereinafter individually and collectively, as amended from time to time, the "Related Documentation").

In order to induce the Lender to enter into the Loan Agreement and Related Documentation and provide credit to the Grantor, Grantor has agreed to grant to Lender a security interest in the Copyrights and Trademarks, as hereinafter set forth.

NOW, THEREFORE, to secure the complete and timely satisfaction of all indebtedness and obligations of Grantor to Lender (the "Liabilities"), including, but not limited to, all sums owing to Lender pursuant to the Loan Agreement and the Related Documentation, effective this 1st day of JUNE, 2006, Grantor hereby grants to Lender a security interest in, and mortgage on, all right, title and interest of Grantor in and to: (a) the Copyrights, the applications and registrations therefor and renewals thereof, all reproduction and collateral rights necessary for production, distribution and exploitation thereof, all translations, adaptations and other versions thereof now made or hereafter created; (b) the Trademarks, together with the goodwill of the business symbolized thereby, and all registrations and applications for the Trademarks and the renewals thereof; (c) all proceeds associated with the Copyrights and Trademarks, such as, by way of example, license agreements, license royalties and proceeds of infringement suits. This Agreement shall constitute a security agreement and the grant of a security interest in the Copyrights and Trademarks under the terms of the Pennsylvania Uniform Commercial Code.

IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest to be duly executed under seal by its duly authorized officer as of the day and year set forth above.

Grantor: SMITH SYSTEM DRIVER IMPROVEMENT INSTITUTE, INC.

[Signature]  
Name: James Hislop  
Title: Vice-President

Attest: [Signature]  
Name: Michael DiRienzo  
Title: Assistant Secretary

Lender: MANUFACTURERS AND TRADERS TRUST COMPANY

[Signature]  
Name: KAJ E. KARCH  
Title: VICE PRESIDENT

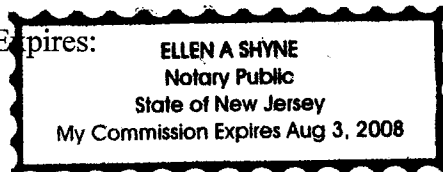
Attest: [Signature]  
Name: Frank Heston  
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA NEW JERSEY :  
COUNTY OF HUSSON : ss.

Before me, the undersigned, a Notary Public in and for the County aforesaid, on this 1<sup>st</sup> day of JUNE, 2006, personally appeared JAMES HISLOP, MICHAEL DIRIENZO, KAJ E. KARCH, FRANK HESTON to me known personally, and who, being by me duly sworn, deposes and says that he/she is the OFFICERS of Smith System Driver Improvement Institute, Inc., that he/she executed the aforesaid instrument on behalf of Smith System Driver Improvement Institute, Inc., for the purposes therein contained, and that he/she was fully authorized to do so.

[Signature]  
Notary Public

My Commission Expires:



SCHEDULE 1 TO GRANT OF SECURITY INTEREST

**COPYRIGHT REGISTRATIONS AND APPLICATIONS**

<b>Title</b>	<b>Reg. Date</b>	<b>Copyright Office Reg. Number</b>
A Better Way (truck version)	6/29/1990	PA 475-330
A Better Way (small vehicle)	5/2/1990	PA 465-773
Out Of Harm's Way (small vehicle)	9/3/1996	PA 811-022
Out Of Harm's Way (truck)	1/30/1996	PA 748-827
The Most Common Collision	10/28/1994	PA 730-276
Shortcut To Experience	10/14/1988	PA 396-883
It's Your Choice	3/3/1992	PA 661-169
Street Smart	7/14/1993	PA 646-179
Your Cushion For Safety	5/24/1982	PA 141-829
Smith System Presents Back To Basics	8/9/1984	PA 228-180
The Five Keys To Safety - The Five Keys to Safe Backing (small truck)	<u>6/12/1987</u>	PA 341-799
The Five Keys to Safety - The Five Keys To Safe Backing (truck)	<u>6/12/1987</u>	PA 341-800
The Five Keys To Safety (bus)	<u>11/13/1989</u>	PA 430-403
The Keys To Safe Lane Changing & Merging	<u>9/30/2003</u>	PA 1-207-550
Reversing The Trend (truck)	<u>9/30/2003</u>	PA 1-207-548
Reversing The Trend (small vehicle)	<u>9/30/2003</u>	PA 1-207-546
The Critical Point (truck)	<u>9/30/2003</u>	PA 1-194-646
The Critical Point (small vehicle)	<u>9/30/2003</u>	PA 1-207-547
The Critical Point (bus)	<u>9/30/2003</u>	PA 1-201-815
Following Distance-Resolv. The Debate (truck)	<u>9/30/2003</u>	PA 1-207-552
Following Distance-Resolv. The Debate (small veh.)	<u>9/30/2003</u>	PA 1-207-551
The Driver's E.D.G.E.	<u>9/30/2003</u>	PA 1-207-545
Intersections - Among The Most Dangerous Places on Earth	<u>9/30/2003</u>	PA 1-207-549
Key 1 Aim High In Steering	<u>7/8/1981</u>	PA 109-715
Key 2 Get The Big Picture	<u>7/8/1981</u>	PA 109-710
Key 5 Make Sure They See You	<u>7/8/1981</u>	PA 109-713
Aim High In Steering (truck)	<u>7/8/1981</u>	PA 409-716
Get The Big Picture (truck)	<u>7/8/1981</u>	PA 110-770

<b>Title</b>	<b>Reg. Date</b>	<b>Copyright Office Reg. Number</b>
Make Sure They See You (truck)	7/8/1981	PA 109-714
Living With The Smith System - 16mm film version of "Smith System Five Keys To Space Cushion Driving"	1/15/1978	PA 50-906
Certified Instructor Presentation (CIP) - derivative of IPP	9/30/2003	TX 5-927-785
Certified Instructor Presentation (CIP) - revision	3/3/2003	TX 6-123-133
Certified Instructor Presentation (CIP) - revision		PENDING
Internal Presentation (IPP) (in PowerPoint)	8/30/2003	TX 5-927-789
Revision:	9/30/2003	TX 5-927-788
Smith System Advanced Driving Training Truck Version (Forward Motion/Backing Combo CDROM - truck)	1/6/1998	TX 4-648-222
Smith System Advanced Driving Training - Forward Motion, small vehicle version	3/3/2005	TX 6-166-158
Smith System Advanced Driving Training - Backing small vehicle version	3/3/2005	TX 6-194-035
Smith System Driver Training & Safety Services presentation (General Sales Presentation)	3/3/2005	TX 6-123-130
Certified Instructor Presentation for GE Appliance	3/3/2005	TX 6-123-126
5 Keys to Safe Intersection Management - Ambulance	3/3/2005	TX 6-123-131
A Proposal for Reducing Driver Errors in Traffic (registered by Harold L. Smith and John J. Cummings)	UNKNOWN	UNKNOWN
Improving "Seeing Habits" of Experienced Drivers By A Road Test (registered by Harold L. Smith and John J. Cummings)	7/11/1956	A-243284
Smith System Is No Accident Traffic Safety Seminar truck version	9/30/2003	TX 5-833-791
Revision:	9/30/2003	TX 5-813-413
Smith System, Inc. Instructor Guideline	3/7/1990	TX 2-764-401
Smith System Instructor Training Class Manual	2/3/1993	TX 3-481-250
Revision:	9/30/2003	TX 5-835-305
Revision:	9/30/2003	TX 5-833-348
Revision:	3/3/2005	TX 6-123-145
Smith System Instructor Training Class Manual - right hand drive - derivative of SS Inst. Train. Class Manual	9/30/2003	TX 5-852-994
Smith System Driver Training Aids Catalog "A Proven Path To Fleet Safety"	5/31/1994	TX 3-859-943
Smith System Is No Accident - truck SS-22T	4/27/1987	TX 2-070-301
Smith System Is No Accident - small vehicle SS-22SV	4/27/1987	TX 2-070-300

<b>Title</b>	<b>Reg. Date</b>	<b>Copyright Office Reg. Number</b>
Penske Instructor Training Class Manual	9/30/2003	TX 5-830-214
Frito-Lay Seminar Kit	9/30/2003	TX 5-830-213
The Five Keys To Space Cushion Driving - SS-10?	2/9/1990	A896693
Revision: The Five Keys To Space Cushion Driving	2/9/1990	TX 2-765-794
The Five Keys To Space Cushion Driving booklet		A582857
Five Keys To Space Cushion Driving - SS-10?	8/18/1981	TX 751-013
Foul Weather Education Program - small vehicle	9/30/2003	TX 5-833-347
Foul Weather Education Program - Truck	9/30/2003	TX 5-833-346
<i>Let's Arrive Alive Series:</i>		
Avoiding a Backing Accident	3/3/1992	TX 3-273-881
Margin For Error	7/12/1993	TX 3-601-335
Avoiding An Intersection Accident	3/3/1992	TX 3-273-882
Avoiding The Rear-End Collision	4/19/1988	TX 2-341-148
Foul Weather Driving	3/18/1991	TX 3-055-516
Following Distance - Resolving The Debate	11/26/1984	TX 1-466-590
Shortcut To Experience - The Emotion/Alcohol Connection	1/3/1989	TX 2-477-215
Safe and Skillful Braking	11/26/1984	TX 1-466-591
Proper Positioning In Traffic	11/26/1984	TX 1-466-590
Seat Belts Are Cheap Insurance	2/1/1993	TX 3-480-764
Building Effective Seeing Habits	11/8/1984	TX 1-466-589
Safety - It's More Than A Word	3/10/1988	TX 2-299-679
Substance Abuse and Driving - The Deadly Combination	3/3/1992	TX 3-273-883
Juggling Behing The Wheel	9/18/2003	TX 5-945-552
The Dangers of Drowsy Driving	9/30/2003	TX 3-945-553
Smith System Five Keys To Space Cushion Driving Quiz	1/14/1994	TX 3-929-810
Smith System Demonstration Drive Checklist	4/21/1989	TX 3670-526
Revision	9/30/2003	TX 1-105-500
Revision	3/3/2005	TX 6-123-141
Smith System Demonstration Drive Checklist Definitions and Objectives	9/30/2003	TX 5-826-245
Revision	9/30/2003	TX 5-826-246
Revision	3/3/2005	TX 6-123-142
Smith System advanced Driving Checklist SS-49	2/5/1996	TX 4-209-762




<b>Title</b>	<b>Reg. Date</b>	<b>Copyright Office Reg. Number</b>
Revision	9/30/2003	TX 5-826-249
Smith System Vehicle Backing Evaluation Form (SS-28)	2/1/1993	TX 3-483-210
Revision: Smith System Vehicle Backing/Parking Evaluation Form	11/9/1998	TX 4-936-929
Smith System Back To Basics Worksheet	8/16/1984	TX 1-412-485
Smith System Drive Evaluation Form - SS-27	1/28/1993	TX 3-480-504
Smith System Driver Evaluation Form (SS-29 1 Day Eval)	11/7/1994	TX 3-934-463
SmithSAFE Countermeasures	9/30/2003	TX 5-826-609
Coaching Evaluation Checklist	9/30/2003	TX 5-826-248
Initial Coaching Evaluation Checklist (derivative)	9/30/2003	TX 5-826-247
A Guide to Business Use of Cell Phones While Behind The Wheel	9/30/2003	TX 5-826-244
TXDPS Evaluation Checklist (derivative of SS-27)	9/30/2003	TX 5-826-078
The Critical Point Quiz (derivative of SS-19 quiz)	9/30/2003	TX 5-826-077
The Critical Point Instructor Guide	3/3/2005	TX 123-140
15-Point Checklist	11/6/2003	TX 5-826-064
Revision: 15-point Check-Off Form	9/30/2003	TX 5-826-065
J & J Driver Evaluation Form	9/30/2003	TX 5-826-079
Quiz and Answer Key for video "Instructions: Among The Most Dangerous Places on Earth"	3/3/2005	TX 6-123-127
Quiz and Answer Key for video "The Driver's E.D.G.E."	3/3/2005	TX 6-123-148
Quiz and Answer Key for video "The Keys To Safe Lane Changing & Merging"	3/3/2005	TX 6-123-135
Quiz and Answer Key for video "Following Distance-Resolving The Debate"	3/3/2005	TX 6-123-132
Key Cards (Instructor "5 Keys" Laminated Cards)	9/30/2003	TX 5-826-075
"5 Keys" Safety Poster	9/30/2003	TX 5-826-600
Smith System One-Day Certificates "Advanced Driving Traffic Safety Seminar – On-Road Format" certificate	3/3/2005	TX 6-123-134
Smith System One-Day Certificates "Advanced Driving Traffic Safety Seminar – Classroom Format" certificate	3/3/2005	TX 6-123-149
Overview of the Smith System Five Keys to Space Cushion Driving	9/20/2003	TX 5-826-076
Smith System Course Comprehension test (SS-27QZ1)	9/18/2003	TX 6-008-262
Smith System Course Comprehension test (SS-27QZ2)	9/20/2003	TX 5-826-250
Smith System Course Comprehension test (SS-27QZ3)	9/30/2003	TX 5-826-066
Smith System Course Comprehension Test (SS-25QZ1)	9/30/2004	TX 5-945-554



<b>Title</b>	<b>Reg. Date</b>	<b>Copyright Office Reg. Number</b>
Smith System Course Comprehension Test (SS-25QZ2)	9/30/2003	TX 5-826-252
BOC Edwards Driver Evaluation Form	3/3/2005	TX 6-123-146
Brink's Driver Audit	3/3/2005	TX 6-123-129
Backing Class Refresher	3/3/2005	TX 6-123-143
Smith System in a Pickup-It's No Car	3/3/2005	TX 6-123-139
Out of Harm's Way video worksheet	3/3/2005	TX 6-123-127
Tips for Foul Weather Driving	3/3/2005	TX 6-123-137
Aviation Presentation Outline – AS-AVP	3/3/2005	TX 6-123-147
Airside Scenarios – AS-112	3/3/2005	TX 6-123-150
5 Keys to Airside Safety Presentation – AS-110	3/3/2005	TX 6-123-151
Airside Safety Course Checklists – AS-111	3/3/2005	TX 6-123-136
Five Keys to Airside Safety Quiz – AS-119	3/3/2005	TX 6-123-144
Aviation Driver Evaluation Form – AS-127	3/3/2005	TX 6-123-138
Air BP Aviation Presentation Outline – AS-AVP	3/3/2005	TX 6-123-047
Five Keys to Airside Safety Quiz & Answer Key – AS-119	3/3/2005	TX 6-123-144

SCHEDULE 2 TO GRANT OF SECURITY INTEREST

Trademarks

Trade marks	App./Reg. No. Filing Date Issue Date	Mark
1.	App. No. 78/889,073  Filed: 5/22/06	5 KEYS
2.	App. No. 78/889,007  Filed: 5/22/06	
3.	App. No. 78/864,656  Filed: 4/19/06	FIVE KEYS TO SPACE CUSHION DRIVING
4.	App. No. 78/864,603  Filed: 4/19/06	FIVE KEYS
5.	3010734  Filed: 3/9/04  Issued: 11/1/05	
6.	2393189  Filed: 6/11/99  Issued: 10/10/00	
7.	2393166  Filed: 6/3/99  Issued: 10/10/00	SMITHSAFE
8.	1341575  Filed: 11/5/84  Issued: 6/11/85	AIM HIGH IN STEERING
9.	1338450  Filed: 11/5/84  Issued: 5/28/85	GET THE BIG PICTURE
10.	1338449  Filed: 11/5/84	KEEP YOUR EYES MOVING

Trademarks

	Issued: 5/28/85	
11.	1338448 Filed: 11/5/84 Issued: 5/28/85	LEAVE YOURSELF AN OUT
12.	1338447 Filed: 11/5/84 Issued: 5/28/85	MAKE SURE THEY SEE YOU
13.	1261979 Filed: 4/1/81 Issued: 12/20/83	SMITH SYSTEM
14.	797641 Filed: 9/11/61 Issued: 10/12/65 (Supplemental Register)	SMITH SYSTEM