

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
Emrise Corporation		11/30/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GVEC Resource IV Inc.		
Street Address:	1 Park Plaza, Suite 550		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92614		
Entity Type:	CORPORATION: VIRGIN ISLANDS, BRITISH		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2913348	VLP	
Serial Number:	78636436	EMRISE	
CORRESPONDENCE DATA			
Fax Number:	(202)662-4643		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-662-0200		
Email:	wotrademark@fulbright.com		
Correspondent Name:	Tara M. Vold		
Address Line 1:	801 Pennsylvania Avenue, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	10713448/EMRISE		
NAME OF SUBMITTER:	Tara M. Vold		
Signature:	/TMV/		
Date:	12/10/2007		

OP \$65.00 2913348

Total Attachments: 4
source=EMRISE#page1.tif
source=EMRISE#page2.tif
source=EMRISE#page3.tif
source=EMRISE#page4.tif

TRADEMARK SECURITY AGREEMENT

EMRISE Corporation, a Delaware corporation, RO Associates Incorporated, a California corporation and EMRISE Electronics Corporation, a New Jersey corporation (collectively, "Grantor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grant to GVEC Resource IV Inc., a company organized and existing under the laws of the British Virgin Islands, as agent for and representative of (in such capacity herein called "Secured Party") the financial institutions ("Lenders") party to that certain Credit Agreement, entered into by and among the Grantor, Agent, and Lenders, dated as of November 30, 2007 (the "Credit Agreement"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Obligations of Grantor under the Credit Agreement and as set out in that certain Security Agreement dated as of November 30, 2007, by and among Grantor and Secured Party and others (the "Agreement").

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the works of authorship, trademarks, trademark registrations and recordings, and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of November 30, 2007.

GRANTOR:

EMRISE CORPORATION, a Delaware corporation

By: D. John
Name: D. John Donovan
Title: v.p., Finance & Administration

RO ASSOCIATES INCORPORATED,
a California corporation

By: D. John
Name: D. John Donovan
Title: Secretary & Treasurer


EMRISE ELECTRONICS CORPORATION, a New Jersey corporation


By: D. John
Name: D. John Donovan
Title: Secretary & Treasurer

[Signature page to Trademark Security Agreement]

ACCEPTED BY SECURED PARTY:

GVEC RESOURCE IV INC., as Agent

By: 
Name: Robert J. Anderson
Title: Authorized Signatory

By: 
Name: Peter Paul Mendel
Title: Authorized Signatory

[Signature page to Trademark Security Agreement]

COPY

**TRADEMARK
REEL: 003675 FRAME: 0230**

Schedule A to
TRADEMARK SECURITY AGREEMENT
Trademarks

EMRISE Corporation

<u>Title</u>	<u>Jurisdiction</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration Number</u>	<u>Issue Date</u>
--------------	---------------------	--------------------------	------------------------	---------------	--------------------------------	-----------------------

REDACTED

VLP	US	78/346552	12/30/03	Issued	2913348	12/21/2004
EMRISE	US	78/636436	5/24/05	Pending	N/A	N/A

REDACTED