

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
Redflex Traffic Systems, Inc.		06/30/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CBA Corporate Services (NSW) Pty Limited ABN 25 075 765 434		
Street Address:	Level 14, 385 Bourke Street		
City:	Melbourne VIC		
State/Country:	AUSTRALIA		
Postal Code:	3000		
Entity Type:	Company Limited by Shares with Perpetual Succession and a Common Seal: AUSTRALIA		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Serial Number:	77084011	REFLEX	
Serial Number:	77084013	REFLEXRED	
Serial Number:	77084016	REFLEXSPEED	
Serial Number:	77084019	REFLEXRAIL	
Serial Number:	77084025	SMARTSCENE	
Serial Number:	77084027	SMARTOPS	
Serial Number:	77084034	SLIMLINE	
Serial Number:	77084038	REFLEX TRAFFIC SYSTEMS	
CORRESPONDENCE DATA			
Fax Number:	(312)803-5299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(312) 845-3430		
Email:	kalwa@chapman.com		
Correspondent Name:	Richard Kalwa		

CH \$215.00 77084011

Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 1692813

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Richard Kalwa

Signature: /richard kalwa/

Date: 07/07/2009

Total Attachments: 4
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TRADEMARK COLLATERAL AGREEMENT

This 30th day of June, 2009, REDFLEX TRAFFIC SYSTEMS, INC., a Delaware corporation (“*Debtor*”), with its principal place of business and mailing address at 23751 N. 23rd Ave., Phoenix, AZ 85085, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to CBA CORPORATE SERVICES (NSW) PTY LIMITED ABN 25 075 765 434 (“*CBA Corporate Services*”), with its mailing address at Level 14, 385 Bourke Street, Melbourne VIC 3000, acting as collateral agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below (CBA Corporate Services acting as such collateral agent and any successor(s) or assign(s) to CBA Corporate Services acting in such capacity being hereinafter referred to as the “*Collateral Agent*”), and grants to the Collateral Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark and trademark application listed on Schedule A hereto and all of the inventions described and claimed therein and any and all reissues, continuations, continuations-in-part or extensions thereof; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark or trademark application listed on Schedule A hereto, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of Debtor as set out in that certain Security Agreement bearing even date herewith between Debtor and Collateral Agent, as the same may be amended, modified, or restated from time to time (the “*Security Agreement*”).

Debtor does hereby further acknowledge and affirm that the rights and remedies of Collateral Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

REFLEX TRAFFIC SYSTEMS, INC., a Delaware corporation

By Karen Finley
Name KAREN FINLEY
Title PRESIDENT and CEO

Accepted and agreed to as of the date and year last above written.

COLLATERAL AGENT:

SIGNED, SEALED AND DELIVERED FOR
CBA CORPORATE SERVICES (NSW)
PTY LIMITED ABN 25 075 765 434
under power of attorney in presence of:

Signature of Attorney

Signature of Witness

Name

Name

Date of Power of Attorney

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.


REFLEX TRAFFIC SYSTEMS, INC., a Delaware corporation

By _____
Name _____
Title _____

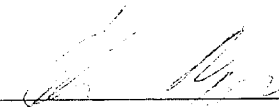
Accepted and agreed to as of the date and year last above written.

COLLATERAL AGENT:

SIGNED, SEALED AND DELIVERED FOR
CBA CORPORATE SERVICES (NSW)
PTY LIMITED ABN 25 075 765 434
under power of attorney in presence of:



Signature of Attorney



Signature of Witness
BLAKE DAWSON NGUYEN
Blake Dawson
181 William Street, Melbourne Vic. 3000
An Australian legal practitioner within the
meaning of the Legal Profession Act 2004
Name

Tony Long

Name

14 November 2008

Date of Power of Attorney

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

**U.S. TRADEMARK NUMBERS
AND PENDING U.S. TRADEMARK APPLICATION NUMBERS**

TRADEMARK	REGISTRATION NO.
REFLEX	77/084,011
REFLEXRED	77/084,013
REFLEXSPEED	77/084,016
REFLEXRAIL	77/084,019
SMARTSCENE	77/084,025
SMARTOPS	77/084,027
SLIMLINE	77/084,034
RTSI Logo	77/084,038