

TO: BENJAMIN GREENSPAN COMPANY: 620 LAGUNA ROAD

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Trax Technologies, Inc.		12/04/2008	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Partners for Growth II, L.P.		
Street Address:	180 Pacific Avenue		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76696994	TRAX	
CORRESPONDENCE DATA			
Fax Number:	(415)738-5371		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	415-381-3283		
Email:	ben@greenspan-law.com		
Correspondent Name:	Benjamin Greenspan		
Address Line 1:	620 Laguna Road		
Address Line 4:	Mill Valley, CALIFORNIA 94941		
ATTORNEY DOCKET NUMBER:	PFG2-TRAX		
NAME OF SUBMITTER:	Benjamin Greenspan		
Signature:	/bg/		
Date:	12/06/2009		

OP \$40.00 76696994

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TRADEMARK
REEL: 004111 FRAME: 0366

TO: BENJAMIN GREENSPAN COMPANY: 620 LAGUNA ROAD

Total Attachments: 4

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TRADEMARK COLLATERAL AGREEMENT AND NOTICE

This Trademark Collateral Agreement and Notice dated as of December 4, 2009, is between Trax Holdings, International, an Arizona corporation, and Trax Technologies, Inc., a Nevada corporation headquartered in Arizona, and File Express, Inc., an Arizona corporation, each with their principal place of business located at 14500 N. Northsight Blvd., Suite 113, Scottsdale, AZ 85260 (individually and collectively, "Assignor") and Partners for Growth II, L.P., 180 Pacific Avenue, San Francisco, CA 94111 ("Assignee") pursuant to a Term Loan and Security Agreement and Revolving Loan and Security Agreement each dated December 4, 2009, by and among Assignor and Assignee and pursuant to certain other loan documents referenced therein (collectively, the "Loan Documents").

WHEREAS, Assignor is the owner of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the "Marks"); and

WHEREAS, Assignee has agreed to extend certain credit to Assignor on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations (as defined in the Loan Documents) a security interest and lien in and to the Marks and all proceeds thereof and all other related claims and rights as more fully described in a certain Intellectual Property Security Agreement (the "Security Agreement") in favor of the Assignee dated December 4, 2009, by and among Assignor and Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and all proceeds thereof and gives notice of such security interest and the existence of such Security Agreement providing therefor.

Executed as of the date first above written.

Assignor:

Trax Holdings, Incorporated

By: [Signature]
Chief Executive Officer

By: [Signature]
Secretary

Assignor:

Trax Technologies, Inc.

By: [Signature]
Chief Executive Officer

By: [Signature]
Secretary

Assignee:

PARTNERS FOR GROWTH II, L.P.

By: _____

Name: _____

Title: Manager, Partners for Growth II, LLC
Its General Partner

Assignor:

File Express, Inc.

By: [Signature]
Chief Executive Officer

By: [Signature]
Secretary

Assignor:

Trax Holdings, Incorporated

By _____
Chief Executive Officer

By _____
Secretary

Assignor:

Trax Technologies, Inc.

By _____
Chief Executive Officer

By _____
Secretary

Assignee:

PARTNERS FOR GROWTH II, L.P.

By Lorraine Nield

Name: LORRAINE NIELD

**Title: Manager, Partners for Growth II, LLC
Its General Partner**

Assignor:

File Express, Inc.

By _____
Chief Executive Officer

By _____
Secretary

