

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
SHOPPERTRAK RTC CORPORATION		11/05/2013	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	FIRSTMERIT BANK, N.A.
Street Address:	1000 TOWER LANE
City:	BENSENVILLE
State/Country:	ILLINOIS
Postal Code:	60106
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	77845173	FASTLANE
Registration Number:	4238172	FLASH TRAFFIC
Serial Number:	77896668	INSIDETRAK
Registration Number:	2813161	ORBIT
Registration Number:	1674091	SHOPPERTRAK
Registration Number:	2815087	SHOPPERTRAK
Serial Number:	85606837	SHOPPERTRAK POWER HOURS
Registration Number:	3236400	SHOPPERTRAK RETAIL TRAFFIC INDEX
Serial Number:	85253253	SHOPPERTRAK STAR
Registration Number:	3990910	SHOPPERTRAK VANTAGEPOINT

CORRESPONDENCE DATA

Fax Number: 3122076400

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

TRADEMARK

OP \$265.00 77845173

via US Mail.

Phone: 312-207-1000
Email: ipdocket-chi@reedsmith.com
Correspondent Name: Jonathan Riley
Address Line 1: 10 South Wacker Dr.
Address Line 2: Reed Smith, LLP
Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Jonathan Riley
Signature:	/Jonathan Riley/
Date:	11/12/2013

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of November 5, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and FirstMerit Bank, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Creditors referenced therein, each of the undersigned Obligors has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the Secured Creditors.

Each of the undersigned Obligors and the Administrative Agent, on behalf of the Secured Creditors, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ShopperTrak RCT Corporation

By: 
Name: Kurt Phillips
Title: Chief Financial Officer

Acknowledged and Accepted:

FIRSTMERIT BANK, N.A.,
as Administrative Agent

By: _____
Name: Andrew Kowalski
Title: Senior Vice President

SIGNATURE PAGE
TRADEMARK SECURITY AGREEMENT
SHOPPERTRAK RCT CORPORATION

TRADEMARK
REEL: 005153 FRAME: 0467

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

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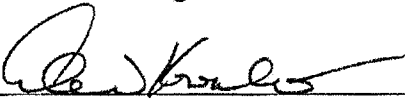
Very truly yours,

ShopperTrak RCT Corporation

By: _____
Name: Kurt Phillips
Title: Chief Financial Officer

Acknowledged and Accepted:

FIRSTMERIT BANK, N.A.,
as Administrative Agent

By: 
Name: Andrew Kowalski
Title: Senior Vice President

SIGNATURE PAGE
TRADEMARK SECURITY AGREEMENT
SHOPERTRAK RCT CORPORATION

TRADEMARK
REEL: 005153 FRAME: 0468

TRADEMARK	COUNTRY	STATUS	REGISTRATION / SERIAL NO.	REGISTRATION / FILING DATE	NEXT RENEWAL
SHOPPERTRAK POWER HOURS	United Kingdom	Registered	2585526	12/16/2011	06/23/2021
UNITED STATES					
FASTLANE	United States	Pending	77/845173	10/09/2009	NA
FLASH TRAFFIC	United States	Registered	4238172	11/06/2012	11/06/2022
INSIDETRAK	United States	Pending	77/896668	12/18/2009	NA
ORBIT	United States	Registered	2813161	02/10/2004	02/10/2014
SHOPPERTRAK	United States	Registered	1674091	02/04/1992	02/04/2022
SHOPPERTRAK	United States	Registered	2815087	02/17/2004	02/17/2014
SHOPPERTRAK POWER HOURS	United States	Pending	85/606837	04/24/2012	NA
SHOPPERTRAK RETAIL TRAFFIC INDEX	United States	Registered	3236400	05/01/2007	05/01/2017
SHOPPERTRAK STAR	United States	Pending	85/253253	02/28/2011	NA
SHOPPERTRAK VANTAGE POINT	United States	Registered	3990910	07/05/2011	07/05/2021