

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM306168

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Trax Technologies, Inc.		05/30/2014	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Partners for Growth IV, L.P.		
Street Address:	150 Pacific Avenue		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3997177	EMPOWER TRUST.	
Registration Number:	3559604	TRAX	
Registration Number:	3710813	TRAX	
Serial Number:	86079921	TRAX CERTIFIED	
Serial Number:	86079916	TRAX CERTIFIED INVOICE	
CORRESPONDENCE DATA			
Fax Number:	4157385371		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	4153813283		
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:	PFG-TRAX		
NAME OF SUBMITTER:	Benjamin Greenspan		
SIGNATURE:	/bg2/		
DATE SIGNED:	05/30/2014		
Total Attachments: 6			
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TRADEMARK COLLATERAL AGREEMENT AND NOTICE

This Trademark Collateral Agreement and Notice dated as of May 30, 2014 ("Agreement"), is between Trax Holdings, Incorporated, a Delaware corporation, and Trax Technologies, Inc., a Nevada corporation headquartered in Arizona, each with its principal place of business located at 14500 N. Northside Blvd., Suite 113, Scottsdale, AZ 85260 (individually and collectively, "Assignor") and Partners for Growth IV, L.P., 150 Pacific Avenue, San Francisco, CA 94111 ("Assignee") pursuant to a Loan and Security Agreement each of even date with this Agreement, 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 of even date herewith (the "Security Agreement") in favor of the Assignee, 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 J. Scott Nelson _____
J. S. 652836F93CE7400...
By Karen Nelson _____
Sec 7C9431D3A8954D9...

Assignee:

PARTNERS FOR GROWTH IV, L.P.

By Jason Georgatos _____
Name: Jason Georgatos
87818873B91F40C...

**Title: Manager, Partners for GROWTH IV, LLC
Its General Partner**

Assignor:


Trax Technologies, Inc.

By J. Scott Nelson _____
J. S. 852836F93CE7400...
By Alan Chute _____
Sec BD3BD444D0CD448...


EXHIBIT 1**Assignor****Trademark Schedule**

**TRAX TECHNOLOGIES, INC.
TRADEMARK STATUS CHART
as of May 30, 2014**

Mark	Owner	App./Reg. Number	Goods & Services
United States EMPOWER TRUST.	Trax Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	3997177	<p>IC 35: Account auditing; Accounts receivable services</p> <p>IC 36: Accounts receivables financing; Bill payment services</p> <p>IC 42: File sharing services, namely, providing a website featuring technology enabling users to upload and download electronic files; Software as a service (SAAS) services featuring software for freight audit, payment, cost allocation, accounts receivable and payable management, and transportation spend management; Software as a service (SAAS) services, namely, hosting software for use by others for freight audit, payment, cost allocation, accounts receivable and payable management, and transportation spend management</p>
TRAX	Trax Holdings, Incorporated 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	3559604	IC 35: Information management services, namely, processing transportation invoices, auditing freight and logistics invoices to verify charges and payment of charges


Mark	Owner	App./Reg. Number	Goods & Services
	Trax Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	3710813	<i>IC 35: Information management services, namely, processing transportation invoices, auditing freight and logistics invoices to verify charges and payments of charges, and cargo tracking to audit freight and logistics invoices</i>
TRAX CERTIFIED	Trax Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	86079921	<i>IC 42: Testing, analysis, and evaluation of invoices prepared by providers of goods or services for the purpose of certifying that such invoices conform to the contractual pricing and data requirements between such providers of goods or services and their customers</i>
TRAX CERTIFIED INVOICE	Trax Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	86079916	<i>IC 42: Testing, analysis, and evaluation of invoices prepared by providers of goods or services for the purpose of certifying that such invoices conform to the contractual pricing and data requirements between such providers of goods or services and their customers</i>

EXCUTED

Mark	Owner	App./Reg. Number	Goods & Services
CTM			
EMPOWER TRUST	Trax Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	011157039	IC 35: Account auditing; Accounts receivable services IC 36: Accounts receivables financing; Bill payment services IC 42: File sharing services, namely, providing a website featuring technology enabling users to upload and download electronic files; Software as a service (SAAS) services featuring software for freight audit, payment, cost allocation, accounts receivable and payable management, and transportation spend management; Software as a service (SAAS) services, namely, hosting software for use by others for freight audit, payment, cost allocation, accounts receivable and payable management, and transportation spend management
TRAX	Trax Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	011157062	IC 35: Information management services, namely, processing transportation invoices, auditing freight and logistics invoices to verify charges and payment of charges
	Trax Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260	011167509	IC 35: Information management services, namely, processing transportation invoices, auditing freight and logistics invoices to verify charges and payments of charges, and cargo tracking to audit freight and logistics invoices
Singapore			
EMPOWER TRUST	Trax	T1214646	IC 35: Account auditing;

Mark	Owner	App./Reg. Number	Goods & Services
	Technologies, Inc. 14500 N. Northsight Blvd, Suite 113 Scottsdale, AZ 85260, USA	H	<p><i>Accounts receivable services</i></p> <p><i>IC 36: Accounts receivables financing; Bill payment services</i></p> <p><i>IC 42: File sharing services, namely, providing a website featuring technology enabling users to upload and download electronic files; Software as a service (SAAS) services featuring software for freight audit, payment, cost allocation, accounts receivable and payable management, and transportation spend management; Software as a service (SAAS) services, namely, hosting software for use by others for freight audit, payment, cost allocation, accounts receivable and payable management, and transportation spend management</i></p>
TRAX	Trax Holdings, Incorporated 14500 N. Northsight Blvd., Suite 113, Scottsdale, Arizona 85260, USA	T1214647F	<p><i>IC 35: Business management assistance, namely, preparation of transportation invoices and auditing of freight and logistics invoices to verify charges and payment of charges</i></p>
Costa Rica			

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Mark	Owner	App./Reg. Number	Goods & Services
	<p>Trax Holdings, Incorporated 14500 N. Northsight Blvd., Suite 113, Scottsdale, Arizona 85260, USA</p>	<p>226120</p>	<p>IC35: <i>Publicidad; gestion de negocios comerciales; administracion commercial; trabajos de oficina. Servicios de venta al detalle en comercios y por redes telematicas mundiales de productos.</i></p> <p>IC36: <i>Seguros; operaciones financieras; operaciones monetarias; negocios inmobiliarios.</i></p> <p>IC39: <i>Transporte; embalaje y almacenamiento de mercancías; organizacion de viajes.</i></p> <p>IC42: <i>Servicios científicos y tecnológicos, así como servicios de investigacion y diseno en estos ambitos; servicios de analissi de investigacion industrial; diseno y desarrollo de equipos informaticos y de software.</i></p> <p>IC45: <i>Servicios juridocs; servicios de seguridad para la preteccion de bienes y personas; servicios personales y sociales prestados per terceros para satisfacer necesidades individuales.</i></p>

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