

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM357655

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SCT Fleet Solutions, LLC		08/12/2015	LIMITED LIABILITY COMPANY: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	Derive Systems, Inc.		
Street Address:	4150 Church Street		
Internal Address:	Suite 1024		
City:	Sanford		
State/Country:	FLORIDA		
Postal Code:	32771		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4011251	SCT FLEET SOLUTIONS	
Serial Number:	86431593	DERIVE EFFICIENCY	
CORRESPONDENCE DATA			
Fax Number:	3126095005		
<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:	312-609-7814		
Email:	amichalec@vedderprice.com		
Correspondent Name:	Anita Michalec		
Address Line 1:	222 N. LaSalle St.		
Address Line 2:	24th Floor		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	46779000001		
NAME OF SUBMITTER:	Anita Michalec		
SIGNATURE:	/Anita Michalec/		
DATE SIGNED:	10/06/2015		
Total Attachments: 3			

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ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT OF INTELLECTUAL PROPERTY (this "Assignment") is effective as of August 12, 2015 by and between SCT Fleet Solutions, LLC ("SCT Fleet") and DERIVE Systems, Inc. ("DSI").

WHEREAS, pursuant to Articles of Dissolution filed with the Secretary of State of North Carolina on August 12, 2015, SCT Fleet dissolved effective as of the date hereof.

WHEREAS, David Thawley has been appointed as attorney-in-fact and liquidator of SCT Fleet ("Liquidator").

WHEREAS, SCT Holdings, Inc., SCT Fleet's sole member, has merged with and into DSI as of the date hereof.

WHEREAS, the Liquidator desires to transfer to DSI and DSI has agreed to accept all of SCT Fleet's right title and interest in the intellectual property set forth on Exhibit 1 hereto (the "Transferred Assets").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Transfer. Liquidator, as attorney-in-fact for SCT Fleet, hereby transfers and assigns to DSI all of SCT Fleet's right, title and interest in, to and under the Transferred Assets, and DSI accepts such transfer effective as of the date hereof.

2. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and to be performed in such State.

[signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed and delivered by one of its duly authorized officers as of the date first above written.

DERIVE SYSTEMS, INC.

By: 

Name: Amy Bagwell
Title: Chief Financial Officer and
Secretary

SCT FLEET SOLUTIONS, LLC

By: 

Name: David Thawley
Title: Attorney-in-Fact

Exhibit 1

Transferred Assets

Trademark	App. No.	Filing Date	Status	Reg. No.	Reg. Date	Owner
SCT FLEET SOLUTIONS	85074238	June 29, 2010	Registered	4011251	August 16, 2011	SCT Fleet Solutions, LLC
DERIVE EFFICIENCY	86431593	October 22, 2014	Allowed	--	--	SCT Fleet Solutions, LLC