

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM357665

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Contribution Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Derive Systems, Inc.		08/12/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Derive Efficiency, LLC		
Street Address:	4150 Church Street		
Internal Address:	Suite 1024		
City:	Sanford		
State/Country:	FLORIDA		
Postal Code:	32771		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86431593	DERIVE EFFICIENCY	
Registration Number:	4011251	SCT FLEET SOLUTIONS	
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:	25th 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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CONTRIBUTION AGREEMENT

This CONTRIBUTION AGREEMENT (this "Agreement") is effective as of August 12, 2015 by and between DERIVE Systems, Inc. ("DSI") and DERIVE Efficiency, LLC ("DEL").

WHEREAS, pursuant to that certain Assignment of Intellectual Property, effective as of the date hereof, SCT Fleet Solutions, LLC assigned to DSI all of its right, title and interest in, to and under the intellectual property set forth on Exhibit 1 hereto (the "Contributed Assets").

WHEREAS, DEL is a wholly-owned subsidiary of DSI.

WHEREAS, DSI desires to contribute and DEL has agreed to accept contribution of the Contributed Assets.

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

1. Contribution. DSI hereby contributes and transfers to DEL all of DSI's right, title and interest in, to and under the Contributed Assets, and DEL accepts such contribution 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 Agreement 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

DERIVE EFFICIENCY, LLC

By: DERIVE SYSTEMS, INC., its sole member

By: 

Name: Amy Bagwell

Title: Chief Financial Officer and
Secretary

Exhibit 1

Contributed 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