

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM451850

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY AGREEMENT - TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quantum Spatial, Inc.		11/17/2017	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Cerberus Business Finance, LLC, as collateral agent		
Street Address:	875 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	5137516	DAT/EM	
Registration Number:	5137517	DAT/EM SYSTEMS INTERNATIONAL	
Registration Number:	5170009	QUANTUM INSITE	
Registration Number:	5164757	Q QUANTUM INSITE	
Registration Number:	4195306	AEROMETRIC	
Registration Number:	3344199	AERO-METRIC	
Registration Number:	4173758	AEROMETRIC GEOSPATIAL SOLUTIONS	
Registration Number:	1509026	DAT/EM	
Registration Number:	4272706	ON TARGET GEOSPATIAL SOLUTIONS	
Registration Number:	2779028	PIXXURES	
Registration Number:	4407842	PREMIERGE0	
Registration Number:	4664554	Q QUANTUM SPATIAL	
Registration Number:	4664553	Q QUANTUM SPATIAL	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<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:	212-756-2132		
Email:	scott.kareff@srz.com		

CH \$340.00 5137516

Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP
Address Line 1:	919 Third Avenue
Address Line 2:	19th Floor
Address Line 4:	New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951-1755
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NAME OF SUBMITTER:	Scott Kareff (014961-1755)
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SIGNATURE:	/kc for sk/
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DATE SIGNED:	11/21/2017
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Total Attachments: 4

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SECURITY AGREEMENT - TRADEMARKS

WHEREAS, Quantum Spatial, Inc., a Wisconsin corporation located at 10033 MLK St N, Suite 200, St. Petersburg, FL 33716 (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated November 17, 2017 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance, LLC, a Delaware limited liability company located at 875 Third Avenue, 12th Floor, New York, NY 10022 as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Collateral Agent"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Collateral Agent for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Collateral Agent a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Agreement to be duly executed by its officer thereunto duly authorized as of November 17th, 2017.

QUANTUM SPATIAL, INC.

By:



Name: Mark G. Abatto

Title: Chief Financial Officer and Chief
Operating Officer

SCHEDULE A TO SECURITY AGREEMENT – TRADEMARKS

Trademarks and Trademark Applications

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Assignees</u>
Quantum Spatial, Inc.	USA	DATE/EM	5137516	7/1/2016	2/7/2017	N/A
Quantum Spatial, Inc.	USA	DATE/EM SYSTEMS INTERNATIONAL (Logo)	5137517	7/19/2016	2/17/2017	N/A
Quantum Spatial, Inc.	USA	QUANTUM INSITE	5170009	7/19/2016	3/28/2017	N/A
Quantum Spatial, Inc.	USA	QUANTUM INSITE (Logo)	5164757	7/19/2016	3/21/2017	N/A
Quantum Spatial, Inc.	USA	AEROMETRIC	4195306	11/21/2010	8/21/2012	N/A
Quantum Spatial, Inc.	USA	AERO-METRIC	3344199	7/28/2006	11/27/2007	N/A
Quantum Spatial, Inc.	USA	AEROMETRIC GEOSPATIAL SOLUTIONS & Design	4173758	11/21/2010	7/17/2012	N/A
Quantum Spatial, Inc.	USA	DATE/EM (Stylized)	1509026	10/5/1987	10/18/1988	N/A
Quantum Spatial, Inc.		ON TARGET GEOSPATIAL SOLUTIONS	4272706	11/12/2010	1/8/2013	

Quantum Spatial, Inc.	USA	PIXXURES	2779028	12/21/2001	11/4/2003	N/A
Quantum Spatial, Inc.	USA	PREMIERGEQ	4407842	3/7/2012	9/24/2013	N/A
Quantum Spatial, Inc.	USA	Q QUANTUM SPATIAL (Stylized)	4664554	9/5/2013	12/30/2014	N/A
Quantum Spatial, Inc.	USA	Q QUANTUM SPATIAL (Stylized)	4664553	9/5/2013	12/30/2014	N/A