

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493316

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SPIREON, INC.		10/05/2018	Corporation: TENNESSEE
RECEIVING PARTY DATA			
Name:	Ally Bank, as Agent		
Street Address:	300 Park Avenue, 4th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Utah State Bank: UTAH		
PROPERTY NUMBERS Total: 63			
Property Type	Number	Word Mark	
Registration Number:	3494645	SAT TRACK	
Registration Number:	3635868	TRAKSMS	
Registration Number:	3532759	CONTRACTOR GPS	
Registration Number:	3532760	CONTRACTOR GPS	
Registration Number:	3555126	CONTRACTOR GPS	
Registration Number:	3624243	CONTRACTOR GPS	
Registration Number:	4299246	GOLDSTARGPS GUIDED BY SPIREON	
Registration Number:	4472304	GOLDSTARCMS	
Registration Number:	5378063	GOLDSTAR	
Registration Number:	3626794	VEHICLEPATH	
Registration Number:	4341723	VEHICLEPATH GUIDED BY SPIREON	
Registration Number:	4401293	FLEETLOCATE GUIDED BY SPIREON	
Registration Number:	4431942	FLEETLOCATE	
Registration Number:	4226025	THE VAULT	
Registration Number:	3996060	LOANPLUS	
Registration Number:	4227880	LOANPLUS EXPRESS	
Registration Number:	4341736	LOANPLUSCMS GUIDED BY SPIREON	
Registration Number:	5089459	THE DECOY	
Registration Number:	4208482	THE SHUTTLE	

OP \$1590.00 3494645

Property Type	Number	Word Mark
Registration Number:	4043188	TEMPDEFENDER
Registration Number:	4338845	RIDERSEYE GPS GUIDED BY SPIREON
Registration Number:	4285767	ENFOTRACE GPS GUIDED BY SPIREON
Registration Number:	4223337	SPIREON
Registration Number:	4219540	SPIREON
Registration Number:	4219541	SPIREON
Registration Number:	4227775	SPIREON GUIDING BUSINESS INTELLIGENCE
Registration Number:	4235295	SPIREON GUIDING BUSINESS INTELLIGENCE
Registration Number:	4235297	SPIREON GUIDING BUSINESS INTELLIGENCE
Registration Number:	4235298	SPIREON GUIDING BUSINESS INTELLIGENCE
Registration Number:	4219542	SPIREON
Registration Number:	4302476	SERVICE+
Registration Number:	4227730	SERVICEPLUS
Registration Number:	4440752	GUIDING BUSINESS INTELLIGENCE
Registration Number:	4227725	GUIDING BUSINESS INTELLIGENCE
Registration Number:	4227727	GUIDING BUSINESS INTELLIGENCE
Registration Number:	4404553	TALON
Registration Number:	4432638	NSPIRE M2M PLATFORM
Registration Number:	4620894	STIP VERIFIER
Registration Number:	4823712	LOCATION GENIE
Registration Number:	4823713	REFERENCE GENIE
Registration Number:	4752087	GOLDSTAR LOCATOR
Registration Number:	4752088	GOLDSTAR INDICATOR
Registration Number:	4752092	GOLDSTAR NOTIFIER
Registration Number:	4847509	SERVICEVISION
Registration Number:	5056467	TELEMATICS SOLUTION PROVIDERS ASSOCIATIO
Registration Number:	4988745	KAHU
Registration Number:	4964113	POSITIONPLUS
Registration Number:	5365137	GOLDSTAR EDGE
Serial Number:	87917063	FLEETLOCATE PERISCOPE
Serial Number:	87917169	
Serial Number:	87917776	FLEETLOCATE SHIFT
Serial Number:	87917847	
Serial Number:	87919957	DRIVE ON DEMAND
Serial Number:	87916995	FLEETLOCATE INTELLISCAN
Serial Number:	87916951	FLEETLOCATE COMPLIANCE
Registration Number:	3505015	DRIVESAFE
Registration Number:	3510653	SKYWAY

Property Type	Number	Word Mark
Registration Number:	3304119	QUICK FENCE
Registration Number:	3176640	INILEX
Registration Number:	4021682	DEALER LINK
Registration Number:	4021693	SKY LINK
Registration Number:	4021686	LENDER LINK
Serial Number:	85121230	THE NEXT GENERATION IN THEFT RECOVERY

CORRESPONDENCE DATA

Fax Number: 8009144240
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.
Phone: 614-280-3566
Email: james.murray@wolterskluwer.com
Correspondent Name: James Murray
Address Line 1: 4400 Easton Commons Way, Suite 125
Address Line 2: CT Corporation
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Corenda R. Lewis
SIGNATURE:	/Corenda R. Lewis/
DATE SIGNED:	10/10/2018

Total Attachments: 11
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

SPIREON, INC.

- Individual(s)
- Partnership
- Corporation- State: Tennessee
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) October 5, 2018

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Ally Bank, as Agent

Street Address: 300 Park Avenue, 4th Floor

City: New York

State: New York

Country: USA Zip: 10022

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Utah State Bank Citizenship Utah

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Schedule A attached

B. Trademark Registration No.(s)

See Schedule A attached

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: James Murray

Internal Address: CT Corporation

Street Address: 4400 Easton Commons Way
Suite 125

City: Columbus

State: OH Zip: 43219

Phone Number: 614-280-3566

Docket Number: _____

Email Address: james.murray@wolterskluwer.com

6. Total number of applications and registrations involved:

66

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

October 5, 2018

Date

Corenda R. Lewis

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

11

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SECURITY AGREEMENT (TRADEMARKS)

This SECURITY AGREEMENT (TRADEMARKS), dated as of October 5, 2018 (this “Security Agreement”), is by and between Spireon, Inc., a Tennessee corporation (the “Grantor” or “Spireon,” and immediately upon the consummation of the Closing Date Acquisition (as defined in the Loan Agreement (as defined below)), the “Borrower”), and Ally Bank, as agent (the “Agent”). Capitalized terms used but not defined herein shall have the meanings given to such term in that certain Revolving Loan, Term Loan and Security Agreement, dated as of October 5, 2018, among Spireon, LLC, a Delaware limited liability company, Spireon, each other borrower from time to time party thereto, the guarantors from time to time party thereto, the financial institutions party to the Loan Agreement from time to time as lenders (collectively, “Lenders”), and Ally Bank, as agent for the Lenders (as the same may be further amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”).

WHEREAS the Grantor is the owner and user of the registered trademarks and/or trademark applications filed with the United States Patent and Trademark Office listed on the attached Schedule A as owned and used by the Grantor (collectively, the “Trademarks”);

WHEREAS the Grantor, Spireon, LLC, a Delaware limited liability company (“Initial Borrower” and immediately upon the consummation of the Closing Date Acquisition, “Parent”), any additional guarantors from time to time party thereto (together with Parent, the “Guarantors”; the Guarantors, together with Spireon and any other borrower from time to time party thereto, the “Obligors”), Lenders, and the Agent are parties to the Loan Agreement, pursuant to which the Grantor has granted to the Agent, for the benefit of the Secured Parties a security interest in, among other things, the Trademarks;

WHEREAS the parties to the Loan Agreement contemplate and intend that, if an Event of Default shall occur and be continuing, the Agent shall have all rights of a secured party in and to the Trademarks and any proceeds thereof, including, without limitation, the right to exercise its remedies under the Loan Agreement in connection with all of the Grantor’s right, title and interest in the Trademarks;

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

The Grantor hereby reconfirms the terms of the Loan Agreement. The Grantor further hereby pledges and mortgages to the Agent, and grants to the Agent, for the benefit of the Secured Parties, a security interest in, all of the Grantor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, the registrations and/or applications for registration of the Trademarks, and all of the Grantor's rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Trademarks (collectively, the “Trademark Collateral”).

The pledge and mortgage of, and grant of security interest in, the Trademark Collateral by the Grantor pursuant hereto secures the payment of all Obligations now or hereafter existing under or in respect of the Loan Agreement and the other Loan Documents.

The Grantor authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable United States government officer record this Security Agreement.

This Security Agreement has been entered into in connection with the Loan Agreement, and the Grantor and the Agent each hereby acknowledges and agrees that the pledge, mortgage and grant of security interest hereunder to, and the rights and remedies of the Agent with respect to the Trademark Collateral are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated herein by reference.

This Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

This Security Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single agreement.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Grantor and the Agent have caused this Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

GRANTOR:

SPIREON, INC.

By: Matthew Burke
Name: Matthew Burke
Title: Assistant Secretary

[Signature Pages to Trademarks Security Agreement]

TRADEMARK
REEL: 006453 FRAME: 0007

AGENT:

ALLY BANK

By: Colleen Risorto
Name: Colleen Risorto
Title: Authorized Signatory






[Signature Pages to Trademarks Security Agreement]








TRADEMARK
REEL: 006453 FRAME: 0008

SCHEDULE A

Registered Trademarks:

Mark	Country	International Class	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
SAT Track (services)	USA	42	77/143,398 Mar. 29, 2007	3,494,645 Sept. 2, 2008	SPIREON, INC.
SAT Track	CANADA	42	1,357,893 July 30, 2007	TMA755,016 Dec. 10, 2009	SPIREON, INC.
trakSMS (goods)	USA	9	77/182,072 May 16, 2007	3635868 June 9, 2009	SPIREON, INC.
ContractorGPS (goods)	USA	9	77/272,102 Sep. 5, 2007	3,532,759 Nov. 11, 2008	SPIREON, INC.
ContractorGPS (services)	USA	42	77/272,124 Sep. 5, 2007	3,532,760 Nov. 11, 2008	SPIREON, INC.
ContractorGPS (and Design) (goods) 	USA	9	77/416,166 March 7, 2008	3,555,126 Dec. 30, 2008	SPIREON, INC.
ContractorGPS (and Design) (services) 	USA	35	77/416,193 March 7, 2008	3,624,243 May 19, 2009	SPIREON, INC.
GoldStarGPS Guided by Spireon 	USA	38	85/549,125 Feb. 22, 2012	4,299,246 March 5, 2013	SPIREON, INC.
GoldStarCMS	USA	38	85/802,792 Dec. 14, 2012	4,472,304 Jan. 21, 2014	SPIREON, INC.
GOLDSTAR (& Design) 	USA	38	87/462,688 May 24, 2017	5,378,063 Jan. 16, 2018	SPIREON, INC.
GOLDSTAR GPS	CANADA	38	1647194 Oct. 9, 2013	TMA891,784 Dec. 8, 2014	SPIREON, INC.
GoldStar GPS	MEXICO	38	1373960 May 16, 2013	1396333 May 16, 2013	SPIREON, INC.
GoldStar CMS	MEXICO	38	1373962 May 16, 2013	1404947 May 16, 2013	SPIREON, INC.
MyGoldStar	MEXICO	38	1373961 May 16, 2013	1404946 May 16, 2013	SPIREON, INC.
Posi-Track (Goods and Services)	CANADA	9, 38, 42, 45	1,401,492 June 24, 2008	TMA 772588 July 21, 2010	SPIREON, INC.

Mark	Country	International Class	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
VEHICLEPATH Class 35	USA	35	77/597,362 Oct. 1, 2008	3,626,794 May 26, 2009	SPIREON, INC.
VEHICLEPATH GUIDED BY SPIREON (and Design) 	USA	35	85/727,038 September 12, 2012	4,341,723 May 28, 2013	SPIREON, INC.
FLEETLOCATE GUIDED BY SPIREON (and Design) 	USA	35	85/649,320 June 12, 2012	4,401,293 Sept. 10, 2013	SPIREON, INC.
FLEETLOCATE (words only)	USA	35	85/880,816 March 20, 2013	4,431,942 November 12, 2013	SPIREON, INC.
FLEETLOCATE (and Design) – 	CANADA	35	1498074 Sept. 30, 2010	840,093 Jan. 14, 2013	SPIREON, INC.
THE VAULT	USA	9	77/841,552 Oct. 5, 2009	4,226,025 October 16, 2012	SPIREON, INC.
LOAN PLUS	USA	35	85/017,262 April 19, 2010	3,996,060 July 19, 2011	SPIREON, INC.
LOANPLUS EXPRESS (Services)	USA	37	85/530,936 Feb. 1, 2012	4,227,880 October 16, 2012	SPIREON, INC.
LOANPLUS CMS GUIDED BY SPIREON (and Design) 	USA	35	85/727,913 September 13, 2012	4,341,736 May 28, 2013	SPIREON, INC.
THE DECOY	USA	9	86/840,758 Dec. 7, 2015	5,089,459 Nov. 29, 2016	SPIREON, INC.
THE SHUTTLE	USA	9	85/127,922 Sept. 13, 2010	4,208,482 September 18, 2012	SPIREON, INC.
TEMP DEFENDER	USA	38	85/141,836 Sept. 30, 2010	4,043,188 Oct. 18, 2011	SPIREON, INC.
RIDERS EYE GPS GUIDED BY SPIREON (and Design) (Services) 	USA	35	85/780,426 November 15, 2012	4,338,845 May 21, 2013	SPIREON, INC.
ENFOTRACEGPS GUIDED BY SPIREON (and Design) (Services)	USA	35	85/650,356 June 13, 2012	4,285,767 Feb. 5, 2013	SPIREON, INC.

Mark	Country	International Class	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
					
SPIREON GUIDING BUSINESS INTELLIGENCE & DESIGN 	USA	42, 38, 35, 9	A0030035 May 29, 2012	1121428 July 26, 2012	SPIREON, INC.
SPIREON GUIDING BUSINESS INTELLIGENCE & DESIGN 	USA	42, 38, 35, 9	A0030035 May 29, 2012	1504553 Dec. 12, 2012	SPIREON, INC.
SPIREON GUIDING BUSINESS INTELLIGENCE & DESIGN 	USA	42, 38, 35, 9	A0030035 May 29, 2012	1121428 May 29, 2012	SPIREON, INC.
SPIREON Class 09 (Goods)	USA	9	85/503,147 Dec. 23, 2011	4,223,337 October 9, 2012	SPIREON, INC.
SPIREON Class 35 (Services)	USA	35	85/503,169 Dec. 23, 2011	4,219,540 October 2, 2012	SPIREON, INC.
SPIREON Class 38 (Services)	USA	38	85/503,213 Dec. 23, 2011	4,219,541 October 2, 2012	SPIREON, INC.
SPIREON GUIDING BUSINESS INTELLIGENCE (and Design) Class 09 (Goods) 	USA	9	85/504,733 Dec. 23, 2011	4,227,775 October 16, 2012	SPIREON, INC.
SPIREON GUIDING BUSINESS INTELLIGENCE (and Design) Class 35 (Services) 	USA	35	85/504,750 Dec. 23, 2011	4,235,295 October 30, 2012	SPIREON, INC.
SPIREON GUIDING BUSINESS INTELLIGENCE (and Design) Class 38 (Services) 	USA	38	85/504,907 Dec. 28, 2011	4,235,297 October 30, 2012	SPIREON, INC.
SPIREON GUIDING	USA	42	85/504,918	4,235,298	SPIREON, INC.

Mark	Country	International Class	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
BUSINESS INTELLIGENCE (and Design) Class 42 (Services) 			Dec. 28, 2011	October 30, 2012	
SPIREON Class 42 (Services)	USA	42	85/503,230 Dec. 28, 2011	4,219,542 October 2, 2012	SPIREON, INC.
SERVICE+ Class 35 (Services)	USA	35	85/496,281 Dec. 15, 2011	4,302,476 March 12, 2013	SPIREON, INC.
SERVICEPLUS Class 35 (Services)	USA	35	85/496,303 Dec. 15, 2011	4,227,730 October 16, 2012	SPIREON, INC.
GUIDING BUSINESS INTELLIGENCE Class 09 (Goods)	USA	9	85/495,871 Dec. 15, 2011	4,440,752 Nov. 26, 2013	SPIREON, INC.
GUIDING BUSINESS INTELLIGENCE Class 38 (Services)	USA	38	85/495,932 Dec. 15, 2011	4,227,725 October 16, 2012	SPIREON, INC.
GUIDING BUSINESS INTELLIGENCE Class 35 (Services)	USA	35	85/495,967 Dec. 15, 2011	4,227,727 October 16, 2012	SPIREON, INC.
TALON Class 09 (Goods)	USA	9	85/688,470 July 27, 2012	4,404,553 Sept. 17, 2013	SPIREON, INC.
TALON Class 9, 35 & 38	CANADA	9, 35, 38	1,604,207 Nov. 28, 2012	922,213 Dec. 3, 2015	SPIREON, INC.
TALON (Class 9)	MEXICO	9	1330440 (Class 9) Nov. 30, 2012	1,362,051 November 30, 2012	SPIREON, INC.
TALON (Class 39)	MEXICO	39	1330443 Nov. 30, 2012	1394224 November 30, 2012	SPIREON, INC.
TALON (Class 38)	MEXICO	38	1330442 Nov. 30, 2012	1,358,189 November 30, 2012	SPIREON, INC.
 (Class 42)	USA	42	85/957,498 June 12, 2013	4,432,638 November 12, 2013	SPIREON, INC.
Stip Verifier	USA	42	86/225,712 March 19, 2014	4,620,894 October 14, 2014	SPIREON, INC.
Location Genie	USA	38	86/404,231 Sept. 24, 2014	4,823,712 September 29, 2015	SPIREON, INC.
Reference Genie	USA	38	86/404,257 Sept. 24, 2014	4,823,713 September 29, 2015	SPIREON, INC.
Goldstar Locator	USA	38	86/469,155 Dec. 2, 2014	4,752,087 June 9, 2015	SPIREON, INC.
Goldstar Indicator	USA	38	86/469,181	4,752,088	SPIREON, INC.

Mark	Country	International Class	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
			Dec. 2, 2014	June 9, 2015	
Goldstar Notifier	USA	38	86/473,574 Dec. 8, 2014	4,752,092 June 9, 2015	SPIREON, INC.
Service Vision	USA	42	86/406,787 Sept. 26, 2014	4,847,509 Nov. 3, 2015	SPIREON, INC.
Service Vision	MEXICO	42	1592890 Mar. 26, 2015	1574068 March 26, 2015	SPIREON, INC.
Telematics Solution Provider Association	USA	35	86/795,053 October 21, 2015	5,056,467 October 4, 2016	SPIREON, INC.
Kahu	USA	9	86/835,215 December 1, 2015	4,988,745 June 28, 2016	SPIREON, INC.
PositionPlus	USA	35	86/774,117 September 30, 2015	4,964,113 May 24, 2016	SPIREON, INC.
GOLDSTAR EDGE	USA	9	87/518,075 July 6, 2017	5,365,137 December 26, 2017	SPIREON, INC.
FLEETLOCATE PERISCOPE	USA	9	87/917,063 May 11, 2018	TBD	SPIREON, INC.
	USA	9	87/917,169 May 11, 2018	TBD	SPIREON, INC.
FLEETLOCATE SHIFT	USA	9	87/917,776 May 11, 2018	TBD	SPIREON, INC.
	USA	9	87/917,847 May 11, 2018	TBD	SPIREON, INC.
DRIVE ON DEMAND	USA	42	87/919,957 May 14, 2018	TBD	SPIREON, INC.
FLEETLOCATE INTELLISCAN	USA	9	87/916,995 May 11, 2018	TBD	SPIREON, INC.
FLEETLOCATE COMPLIANCE	USA	42	87/916,951 May 11, 2018	TBD	SPIREON, INC.
DRIVESAFE	USA	38	77/403,142 Feb. 21, 2008	3,505,015 Sept. 23, 2008	SPIREON, INC.
SKYWAY (Design)	USA	37, 38, 45	77/176,808 May 9, 2007	3,510,653 Oct. 7, 2008	SPIREON, INC.
QUICK FENCE	USA	45	78/752,265 Nov. 11, 2005	3,304,119 Oct. 2, 2007	SPIREON, INC.
INILEX	USA	35, 45	78/752,263 Nov. 11, 2005	3,176,640 Nov. 28, 2006	SPIREON, INC.
DEALER LINK	USA	35	85/120,010 Aug. 31, 2010	4,021,682 Sept. 6, 2011	SPIREON, INC.

Mark	Country	International Class	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
SKYLINK	USA	35	85/122,907 Sept. 3, 2010	4,021,693 Sept. 6, 2011	SPIREON, INC.
LENDER LINK	USA	35	85/122,013 Sept. 2, 2010	4,021,686 Sept. 6, 2011	SPIREON, INC.
THE NEXT GENERATION IN THEFT RECOVERY	USA	35	85/121,230 Sept. 1, 2010	4,021,68 Sept. 6, 2011	SPIREON, INC.