

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM500912

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SPIREON, INC.		12/04/2018	Corporation: TENNESSEE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Ally Bank, as Agent		
<b>Street Address:</b>	300 Park Avenue		
<b>Internal Address:</b>	4th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	Utah State Bank: UTAH		
<b>PROPERTY NUMBERS Total: 23</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88184840	NSPIRE	
<b>Serial Number:</b>	88184668	GOLDSTAR	
<b>Serial Number:</b>	88183317	FL22	
<b>Serial Number:</b>	88183050	FL18	
<b>Serial Number:</b>	88183031	FL14	
<b>Serial Number:</b>	88183000	FL12	
<b>Serial Number:</b>	88182974	FL4	
<b>Serial Number:</b>	88181906	FL700	
<b>Serial Number:</b>	88181864	FL7	
<b>Serial Number:</b>	88181785	FL1	
<b>Serial Number:</b>	88169365	FL FLEX	
<b>Serial Number:</b>	88173124	GOLDSTAR CONNECT	
<b>Serial Number:</b>	88172914	FL SOLAR	
<b>Serial Number:</b>	88141329	KAHU	
<b>Serial Number:</b>	88141193	KAHU BY SPIREON	
<b>Serial Number:</b>	88140842		
<b>Serial Number:</b>	88134472	SPIREON	
<b>Serial Number:</b>	85440017	ENFOTRACE AFFORDABLE GPS TRACKING	

OP \$590.00 88184840

Property Type	Number	Word Mark
Serial Number:	85439697	ENFOTRACE AFFORDABLE GPS TRACKING
Serial Number:	85423187	THE WEDGE
Serial Number:	85405541	RIDERS EYE
Serial Number:	85234324	VR VEHICLE RECOVER
Serial Number:	77882187	REPO TRACE

**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: 800-713-0755

Email: james.murray@wolterskluwer.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

**NAME OF SUBMITTER:** Corenda R. Lewis

**SIGNATURE:** /Corenda R. Lewis/

**DATE SIGNED:** 12/06/2018

**Total Attachments: 16**

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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

Citizenship (see guidelines)

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) December 4, 2018

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

**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

B. Trademark Registration No.(s)

See Schedule A attached

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:**

23

**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

December 5, 2018

Date

Corenda R. Lewis

Name of Person Signing

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

16

**SECURITY AGREEMENT (TRADEMARKS)**

This SECURITY AGREEMENT (TRADEMARKS), dated as of December 4, 2018 (this “Security Agreement”), is by and between Spireon, Inc., a Tennessee corporation (the “Grantor”, “Spireon,” or 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 (“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 Bl  
Name: Matthew Burke  
Title: Assistant Secretary

[Signature Pages to Trademarks Security Agreement]

**TRADEMARK**  
**REEL: 006495 FRAME: 0619**

**AGENT:**

**ALLY BANK**

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

[Signature Pages to Trademarks Security Agreement]

**TRADEMARK**  
**REEL: 006495 FRAME: 0620**



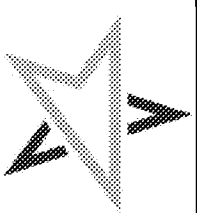


Registered Trademarks:

SCHEDULE A


TRADEMARK	OWNER	SERIAL NO./ FILING DATE	REG. NO./REG. DATE	STATUS/COMMENTS
<p>Word Mark: NSPIRE</p> <p><b>NSpire</b></p>	Spireon, Inc.	88184840/ November 7, 2018	Neither are listed.	Status: 1A
<p>Word Mark: GOLDSTAR</p> <p><b>GoldStar</b></p>	Spireon, Inc.	88184668/ November 7, 2018	Neither are listed.	Status: 1A
<p>Word Mark: FL22</p> <p><b>FL22</b></p>	Spireon, Inc.	88183317/ November 6, 2018	Neither are listed.	Status: 1A
<p>Word Mark: FL18</p> <p><b>FL18</b></p>	Spireon, Inc.	88183050/ November 6, 2018	Neither are listed.	Status: 1A
<p>Word Mark: FL14</p> <p><b>FL14</b></p>	Spireon, Inc.	88183031/ November 6, 2018	Neither are listed.	Status: 1A
<p>Word Mark: FL14</p> <p><b>FL14</b></p>	Spireon, Inc.	88183000/ 88183000	Neither are listed.	Status: 1A



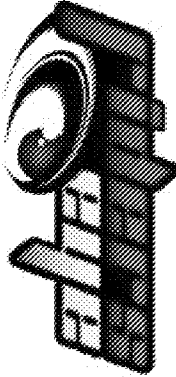
<i>TRADEMARK</i>	<i>OWNER</i>	<i>SERIAL NO./ FILING DATE</i>	<i>REG. NO./REG. DATE</i>	<i>STATUS/ COMMENTS</i>
<b>FL12</b> Word Mark: FL12	Spireon, Inc.	88182974/ November 6, 2018	Neither are listed.	Status: 1A
<b>FL4</b> Word Mark: FL4	Spireon, Inc.	88181906/ November 5, 2018	Neither are listed.	Status: 1A
<b>FL700</b> Word Mark: FL700	Spireon, Inc.	88181864/ November 5, 2018	Neither are listed.	Status: 1A
<b>FL7</b> Word Mark: FL7	Spireon, Inc.	88181785/ November 5, 2018	Neither are listed.	Status: 1A
<b>FL1</b> Word Mark: FL1	Spireon, Inc.	88169365/ October 25, 2018	Neither are listed.	Status: 1A
<b>FL Flex</b> Word Mark: FL FLEX	Spireon, Inc.	88173124/ October 29, 2018	Neither are listed.	Status: 1A


TRADEMARK	OWNER	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	STATUS/ COMMENTS
<b>GoldStar Connect</b> Word Mark: GOLDSTAR CONNECT		88172914/ October 29, 2018	Neither are listed.	Status: 1A
<b>FL Solar</b> Word Mark: FL SOLAR	Spireon, Inc.	88141329/ October 3, 2018	Neither are listed.	Status: 1A
 Word Mark: KAHU	Spireon, Inc.	88141193/ October 3, 2018	Neither are listed.	Status: 1A
 Word Mark: KAHU BY SPIREON	Spireon, Inc.	88140842/ October 3, 2018	Neither are listed.	Status: 1A
 Word Mark: not listed				
 Word Mark: SPIREON	Spireon, Inc.	88134472/ September 27, 2018	Neither are listed.	Status: 1A
 Word Mark: SPIREON	SPIREON, INC.	85440017/ October 5, 2011	4146643/ May 22, 2012	Status: 1A Assignment: 1 Type: ASSIGNS THE ENTIRE

TRADEMARK	OWNER	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	STATUS/ COMMENTS
<p>Word Mark: ENFOTRACE AFFORDABLE GPS TRACKING</p>				<p>INTEREST  Assignor: ENFOTRACEGPS, INC.  Assignee: SPIREON, INC.  Recorded: 04/26/2012  Reel/Frame: 4765/0079</p> <p>Assignment: 2  Type: SECURITY INTEREST  Assignor: SPIREON, INC.  Assignee: SILICON VALLEY BANK  Recorded: 06/09/2015  Reel/Frame: 5549/0009</p> <p>Assignment: 3  Type: TERMINATION AND  RELEASE OF SECURITY INTEREST  IN INTELLECTUAL PROPERTY  Assignor: SILICON VALLEY BANK  Assignee: SPIREON, INC.  Recorded: 08/30/2016  Reel/Frame: 5866/0909</p> <p>Assignment: 4  Type: TRADEMARK SECURITY  AGREEMENT  Assignors: SPIREON, INC., INILEX,  INC.  Assignee: WELLS FARGO BANK,  NATIONAL ASSOCIATION  Recorded: 09/16/2016  Reel/Frame: 5879/0694</p> <p>Assignment: 5  Type: RELEASE BY SECURED  PARTY  Assignor: WELLS FARGO BANK,  N.A.</p>

TRADEMARK	OWNER	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	STATUS/ COMMENTS
 <p>World Mark: ENFOTRACE AFFORDABLE GPS TRACKING</p>	<p>(REGISTRANT) EnfotraceGPS Inc (LAST LISTED OWNER) SPIREON, INC.</p>	<p>85439697/ October 5, 2011</p>	<p>4135568/ May 1, 2012</p>	<p>Assignee: SPIREON, INC. Recorded: 10/09/2018 Reel/Frame: 6452/0139</p> <p>Status: 1A Assignment 1 Type: ASSIGNS THE ENTIRE INTEREST Assignor: ENFOTRACEGPS, INC. Assignee: SPIREON, INC. Recorded: 04/26/2012 Reel/Frame: 4765/0079</p> <p>Assignment 2 Type: SECURITY INTEREST Assignor: SPIREON, INC. Assignee: SILICON VALLEY BANK Recorded: 06/09/2015 Reel/Frame: 5549/0009</p> <p>Assignment 3 Type: TERMINATION AND RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY Assignor: SILICON VALLEY BANK Assignee: SPIREON, INC. Recorded: 08/30/2016 Reel/Frame: 5866/0909</p> <p>Assignment 4 Type: TRADEMARK SECURITY AGREEMENT Assignors: SPIREON, INC., INILEX, INC. Assignee: WELLS FARGO BANK, NATIONAL ASSOCIATION Recorded: 09/16/2016</p>

TRADEMARK	OWNER	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	STATUS/ COMMENTS
<p style="text-align: center;"><b>THE WEDGE</b></p> <p>Word Mark: THE WEDGE</p>	<p>(REGISTRANT) EnfotraccGPS Inc  (LAST LISTED OWNER) SPIREON, INC.</p>	<p>85423187/ September 15, 2011</p>	<p>4135508/ May 1, 2012</p>	<p>Reel/Frame: 5879/0694</p> <p>Assignment 5 Type: RELEASE BY SECURED PARTY Assignor: WELLS FARGO BANK, N.A. Assignee: SPIREON, INC. Recorded: 10/09/2018 Reel/Frame: 6452/0139</p> <p>Status: 1A Assignment 1 Type: SECURITY INTEREST Assignor: ENFOTRACGPS, INC. Assignee: SILICON VALLEY BANK Recorded: 01/10/2012 Reel/Frame: 4696/0001</p> <p>Assignment 2 Type: ASSIGNS THE ENTIRE INTEREST Assignor: ENFOTRACGPS, INC. Assignee: SPIREON, INC. Recorded: 04/26/2012 Reel/Frame: 4765/0079</p> <p>Assignment 3 Type: TERMINATION AND RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY Assignor: SILICON VALLEY BANK Assignee: SPIREON, INC. Recorded: 08/30/2016 Reel/Frame: 5866/0909</p>

TRADEMARK	OWNER	SERIAL NO. / FILING DATE	REG. NO. / REG. DATE	STATUS/ COMMENTS
 <p>Word Mark: RIDERS EYE</p>	(REGISTRANT) EnfotraccGPS Inc. (LAST LISTED OWNER) SPIREON, INC.	85405541/ August 24, 2011	4131714/ April 24, 2012	Assignment 4 Type: TRADEMARK SECURITY AGREEMENT Assignors: SPIREON, INC., INILEX, INC. Assignee: WELLS FARGO BANK, NATIONAL ASSOCIATION Recorded: 09/16/2016 Reel/Frame: 5879/0694  Assignment 5 Type: RELEASE BY SECURED PARTY Assignor: WELLS FARGO BANK, N.A. Assignee: SPIREON, INC. Recorded: 10/09/2018 Reel/Frame: 6452/0139  Status: 1A Assignment 1 Type: SECURITY INTEREST Assignor: ENFOTRACEGPS, INC. Assignee: SILICON VALLEY BANK Recorded: 01/10/2012 Reel/Frame: 4696/0001  Assignment 2 Type: ASSIGNS THE ENTIRE INTEREST Assignor: ENFOTRACEGPS, INC. Assignee: SPIREON, INC. Recorded: 04/26/2012 Reel/Frame: 4765/0079  Assignment 3

TRADEMARK	OWNER	SERIAL NO. / FILING DATE	REG. NO. / REG. DATE	STATUS/ COMMENTS
 <p>Word Mark: VR VEHICLE RECOVER</p>	Spireon, Inc.	85234324/ February 4, 2011	4145044/ May 22, 2012	<p>Type: TERMINATION AND RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY  Assignor: SILICON VALLEY BANK  Assignee: SPIREON, INC.  Recorded: 08/30/2016  Reel/Frame: 5866/0909</p> <p>Assignment 4  Type: TRADEMARK SECURITY AGREEMENT  Assignors: SPIREON, INC., INLEX, INC.  Assignee: WELLS FARGO BANK, NATIONAL ASSOCIATION  Recorded: 09/16/2016  Reel/Frame: 5879/0694</p> <p>Assignment 5  Type: RELEASE BY SECURED PARTY  Assignor: WELLS FARGO BANK, N.A.  Assignee: SPIREON, INC.  Recorded: 10/09/2018  Reel/Frame: 6452/0139</p> <p>Status: 1A  Assignment 1  Type: SECURITY INTEREST  Assignor: PROCON FLEET SERVICES, LLC  Assignee: SILICON VALLEY BANK  Recorded: 01/10/2012  Reel/Frame: 4695/0898</p>

TRADEMARK	OWNER	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	STATUS/ COMMENTS
				<p>Assignment 2  Type: ASSIGNS THE ENTIRE INTEREST  Assignor: PROCON FLEET SERVICES, LLC  Assignee: SPIREON, INC.  Recorded: 04/26/2012  Reel/Frame: 4765/0105</p> <p>Assignment 3  Type: TERMINATION AND RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY  Assignor: SILICON VALLEY BANK  Assignee: SPIREON, INC.  Recorded: 08/30/2016  Reel/Frame: 5866/0909</p> <p>Assignment 4  Type: TRADEMARK SECURITY AGREEMENT  Assignors: SPIREON, INC., INLEX, INC.  Assignee: WELLS FARGO BANK, NATIONAL ASSOCIATION  Recorded: 09/16/2016  Reel/Frame: 5879/0694</p> <p>Assignment 5  Type: RELEASE BY SECURED PARTY  Assignor: WELLS FARGO BANK, N.A.  Assignee: SPIREON, INC.  Recorded: 10/09/2018</p>



TRADEMARK	OWNER	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	STATUS/ COMMENTS
<b>REPO TRACE</b> Word Mark: REPO TRACE	(REGISTRANT) PROCONGPS, INC. (LAST LISTED OWNER) SPIREON, INC.	77882187/ November 30, 2009	4045977/ October 25, 2011	Reel/Frame: 6452/0139  Status: 1A Assignment 1 Type: ASSIGNS THE ENTIRE INTEREST Assignor: PROCON INC. Assignee: PROCONGPS, INC. Recorded: 08/23/2010 Reel/Frame: 4265/0335  Assignment 2 Type: SECURITY INTEREST Assignor: PROCONGPS, INC. Assignee: SILICON VALLEY BANK Recorded: 01/10/2012 Reel/Frame: 4695/0966  Assignment 3 Type: CHANGE OF NAME Assignor: PROCONGPS, INC. Assignee: SPIREON, INC. Recorded: 04/03/2012 Reel/Frame: 4751/0017  Assignment 4 Type: TERMINATION AND RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY Assignor: SILICON VALLEY BANK Assignee: SPIREON, INC. Recorded: 08/30/2016 Reel/Frame: 5866/0909  Assignment 5 Type: TRADEMARK SECURITY

TRADEMARK		OWNER		SERIAL NO. / FILING DATE		REG. NO. / REG. DATE		STATUS/ COMMENTS
								AGREEMENT Assignors: SPIREON, INC., INILEX, INC. Assignee: WELLS FARGO BANK, NATIONAL ASSOCIATION Recorded: 09/16/2016 Reel/Frame: 5879/0694  Assignment 6 Type: RELEASE BY SECURED PARTY Assignor: WELLS FARGO BANK, N.A. Assignee: SPIREON, INC. Recorded: 10/09/2018 Reel/Frame: 6452/0139

TRADEMARK

REEL: 006495 FRAME: 0631

RECORDED: 12/06/2018