

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM509635

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Supplement to IP Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SMARTDRIVE SYSTEMS, INC.		02/08/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ALLY BANK		
Street Address:	300 Park Avenue, 4th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Corporation: UTAH		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	88120392	SMARTRECORDER	
Serial Number:	87756944	SMARTSENSE	
Serial Number:	87604924	SMARTDRIVE	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<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:	202-370-4756		
Email:	ipteam@coagencyglobal.com		
Correspondent Name:	Jay daSilva		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	COAGENCY GLOBAL INC.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	1045910 TM		
NAME OF SUBMITTER:	Robin Dunn		
SIGNATURE:	/Robin Dunn/		
DATE SIGNED:	02/11/2019		
Total Attachments: 10			
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**SUPPLEMENT
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Supplement to Intellectual Property Security Agreement is entered into as of February 8, 2019 by and between **ALLY BANK** ("Bank") and **SMARTDRIVE SYSTEMS, INC.**, a Delaware corporation ("Grantor").

RECITALS

A. Bank and Grantor previously entered into an Intellectual Property Security Agreement (the "IP Security Agreement"), dated as of August 15, 2016. (Capitalized terms that are used but not defined herein shall have the meanings provided for in the IP Security Agreement.)

B. Bank and Grantor now desire to amend and supplement the IP Security Agreement as set forth herein.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, the parties hereby represent, warrant, covenant and agree as follows:

AGREEMENT

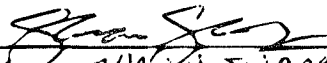
The IP Security Agreement is hereby amended and supplemented by adding the Intellectual Property listed on Exhibit A hereto to Exhibit A of the IP Security Agreement, the Intellectual Property listed on Exhibit B hereto to Exhibit B of the IP Security Agreement, the Intellectual Property listed on Exhibit C hereto to Exhibit C of the IP Security Agreement. References to Exhibits contained in the IP Security Agreement shall be deemed to refer to such Exhibits as supplemented by the Exhibits attached hereto. Without limitation on the generality of the foregoing, (1) Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under the intellectual property described on the Exhibits hereto (including without limitation the patents, trademarks, and copyrights, if any, described thereon, and including without limitation (a) any and all claims for damages by way of past, present and future infringements of any of the intellectual property rights, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights, (b) all licenses or other rights to use any of the Copyrights, Patents or Trademarks, and all license fees and royalties arising from such use to the extent permitted by such license or rights, (c) all amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks or Patents, and (d) all proceeds and products of the intellectual property, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the intellectual property), and (2) Grantor represents and warrants to Bank that, other than as set forth on the Exhibits to the IP Security Agreement (as amended and supplemented by the Exhibits hereto), it has no trademarks or patents registered with the United States Patent and Trademark Office, or copyrights registered with the United States Copyright Office, or any pending applications therefor.

This Agreement is part of the IP Security Agreement and the provisions thereof are incorporated herein. The parties are authorized to attach to the IP Security Agreement a copy of the Exhibits hereto. This Agreement may be executed in any number of, and by different parties hereto on, separate counterparts, all of which, when so executed, shall be deemed an original, for all such counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have caused this Supplement to Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

SMARTDRIVE SYSTEMS, INC.

By: 
Name: SHAELYN SWANEY
Title: CFO

BANK:

ALLY BANK

By: _____
Name: _____
Title: _____

This Agreement is part of the IP Security Agreement and the provisions thereof are incorporated herein. The parties are authorized to attach to the IP Security Agreement a copy of the Exhibits hereto. This Agreement may be executed in any number of, and by different parties hereto on, separate counterparts, all of which, when so executed, shall be deemed an original, for all such counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have caused this Supplement to Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

SMARTDRIVE SYSTEMS, INC.

By: _____
Name: _____
Title: _____

BANK:

ALLY BANK

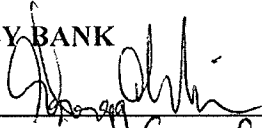
By:  _____
Name: Gregg C. Wise
Title: Authorized Signatory

EXHIBIT A

COPYRIGHTS

DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE
None.		

EXHIBIT B

PATENTS

DESCRIPTION	PATENT/ APPLICATION/ PUBLICATION NUMBER	FILING/ APPLICATION DATE
Autonomous vehicle operator performance tracking	10,106,174	10/23/18
	15/879,927	01/25/18
Systems and methods for using on-board resources of individual vehicles in a fleet of vehicles as a distributed data center	10,102,691	10/16/18
	15/958,636	04/20/18
System and method to determine responsiveness of a driver of a vehicle to feedback regarding driving behaviors	10,081,365	09/25/18
	15/483,825	04/10/17
Measuring operator readiness and readiness testing triggering in an autonomous vehicle	10,082,790	09/25/18
	15/782,140	10/12/17
Systems and methods for using a distributed data center to create map data	10,062,281	08/28/18
	15/958,659	04/20/18
Power management systems for automotive video event recorders	10,053,032	08/21/18
	15/370,707	12/06/16
Vehicle event playback apparatus and methods	10,019,858	07/10/18
	15/357,897	11/21/16
System and method for aggregation display and analysis of rail vehicle event information	9,981,674	05/29/18
	15/346,479	11/08/16
Calibrating sensor unit orientation for use in a vehicle monitoring system	9,958,473	05/01/18
	15/583,854	05/01/17

DESCRIPTION	PATENT/ APPLICATION/ PUBLICATION NUMBER	FILING/ APPLICATION DATE
System and method to detect execution of driving maneuvers	9,953,470	04/24/18
	15/441,070	02/23/17
Autonomous vehicle operator performance tracking	9,908,535	03/06/18
	15/606,760	05/26/17
Measuring operator readiness and readiness testing triggering in an autonomous vehicle	9,823,657	11/21/17
	15/341,714	11/02/16
Vehicle event recorder systems and networks having integrated cellular wireless communications systems	9,691,195	06/27/17
	15/295,932	10/17/16
Autonomous vehicle operator performance tracking	9,663,118	05/30/17
	15/341,737	11/02/16
System and Method to Detect Execution of Driving Maneuvers	20170200333	07/13/17
	15/458,610	03/14/17
Vehicle Event Recording System and Method	20170278318	09/28/17
	15/620,420	06/12/17
Vehicle Operator Performance History Recording, Scoring and Reporting Systems	20170323494	11/09/17
	15/658,136	07/24/17
Vehicle Exception Event Management Systems	20170361709	12/21/17
	15/674,915	08/11/17
Systems and Method to Trigger Vehicle Events Based on Contextual Information	20180033225	02/01/18
	15/727,227	10/06/17
System and Method to Detect Execution of Driving Maneuvers	20180165893	06/14/18
	15/879,772	01/25/18

DESCRIPTION	PATENT/ APPLICATION/ PUBLICATION NUMBER	FILING/ APPLICATION DATE
Vehicle Event Recorders with Integrated Web Server	20180152676	05/31/18
	15/881,518	01/26/18
Calibrating Sensor Unit Orientation for Use in a Vehicle Monitoring System	20180313868	11/01/18
	15/906,977	02/27/18
Vehicle Event Playback Apparatus and Methods	20180247471	08/30/18
	15/969,614	05/02/18
Power Management Systems for Automotive Video Event Recorders	20180319356	11/08/18
	16/034,185	07/12/18
Measuring Operator Readiness and Readiness Testing Triggering in an autonomous Vehicle	20190025827	01/24/19
	16/138,588	09/21/18
System and Method to Determine Responsiveness of a Driver of a Vehicle to feedback Regarding Driving Behaviors	20190023276	01/24/19
	16/138,666	09/21/18
Vehicle Event Recorder Systems	PCT/US2006/047042	12/08/06
Vehicle Event Recorder Systems and Networks Having Integrated Cellular Wireless Communication Systems	PCT/US2007/006265	03/12/07
	11/377,157	03/16/06
Vehicle Operator Performance History Recording, Scoring, and Reporting System	PCT/US2007/083997	11/07/07
	13/568,151	08/07/12
	13/570,283	08/09/12
Power Management Systems for Automotive Video Event Recorders	PCT/US2007/083998	11/07/07
	11/298,069	12/09/05
Vehicle Exception Event Management	PCT/US2007/084366	11/09/07

DESCRIPTION	PATENT/ APPLICATION/ PUBLICATION NUMBER	FILING/ APPLICATION DATE
Systems		
Video Event Recorders Having Integrated Illumination Sources	PCT/US2007/084313	11/09/07
Multi-Stage Memory Buffer and Automatic Transfers in Vehicle Event Recording Systems	PCT/US2006/047029	12/07/06
Memory Management in Event Recording Systems	PCT/US2006/047055	12/07/06
Vehicle Event Recorders with Integrated Web Server	PCT/US2007/006404	03/13/07
System and Method for Detecting a Vehicle Event and Generating Review Criteria	PCT/US2015/060721	11/13/15
Rail Vehicle Event Triggering System and Method	PCT/US2015/066873	12/18/15
System and Method for Synthesizing Rail Vehicle Event Information	PCT/US2016/012757	01/08/16
Vehicle Event Recording System and Method	PCT/IB2016/051863	04/01/16
	15/486,951	04/13/17
	15/478,019	04/03/17
Systems and Methods for Capturing and Offloading Different Information Based on Event Trigger Type	PCT/IB2017/052710	05/09/17
	15/592,009	05/10/17
Autonomous Vehicle Operator Performance Tracking	PCT/IB2017/056336	10/13/17

DESCRIPTION	PATENT/ APPLICATION/ PUBLICATION NUMBER	FILING/ APPLICATION DATE
Measuring Operator Readiness and Readiness Testing Triggering in an Autonomous Vehicle	PCT/IB2017/056337	10/13/17
	16/058,591	08/08/18
	16/025,799	07/02/18
	16/025,813	07/02/18
	16/025,852	07/02/18
	16/049,389	07/30/18
	16/158,124	10/11/18
	16/160,451	10/15/18

EXHIBIT C

TRADEMARKS

Mark	Registration/ Serial Number	Registration / Filing Date
SMARTRECORDER	88120392	09/17/18
SMARTSENSE	87756944	01/16/18
SMARTDRIVE	87604924	09/12/17