

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM533398

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
eDriving LLC		07/23/2019	Limited Liability Company: DELAWARE
eDriving Fleet LLC		07/23/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	PNC Bank, National Association
Street Address:	500 First Avenue
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15219
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	5354560	1MORESECOND
Registration Number:	3766295	CRASH FREE CULTURE
Registration Number:	3766296	CRASH FREE CULTURE
Registration Number:	3766293	DRIVERINDEX
Registration Number:	5216210	DRIVERSED.COM
Registration Number:	4806836	EDRIVING
Registration Number:	2798038	INTERACTIVE DRIVING SYSTEMS
Registration Number:	2759187	INTERACTIVE DRIVING SYSTEMS
Registration Number:	3563245	INTERACTIVE DRIVING SYSTEMS
Registration Number:	5371379	MENTOR BY EDRIVING
Registration Number:	5189906	ONE MORE SECOND
Registration Number:	2735045	ONE MORE SECOND
Registration Number:	3760141	ONETOONE
Registration Number:	3753949	RISKCOACH
Registration Number:	3760142	ROADRISK
Registration Number:	3766294	ROADRISK
Registration Number:	3902268	VIRTUAL RISK MANAGER

OP \$490.00 5354560

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3376658	VIRTUAL RISK MANAGER
Registration Number:	3798202	TARGETING DRIVER RISK REDUCTION US PATEN

CORRESPONDENCE DATA

Fax Number: 2158325619

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: 2155695619

Email: pecsenye@blankrome.com

Correspondent Name: Timothy D. Pecsénye

Address Line 1: Blank Rome LLP

Address Line 2: One Logan Square, 8th floor

Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: 074658-19077

NAME OF SUBMITTER: Timothy D. Pecsénye

SIGNATURE: /Timothy D. Pecsénye/

DATE SIGNED: 07/24/2019

Total Attachments: 5

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SECURITY AGREEMENT

(TRADEMARKS)

This Trademark Security Agreement ("Trademark Security Agreement") is made and entered into as of July 23, 2019 by and between EDRIVING LLC, a Delaware limited liability company, EDRIVING FLEET LLC, a Delaware limited liability company, (each a "Grantor" and collectively, the "Grantors") and PNC BANK, NATIONAL ASSOCIATION, as agent for the below-defined Lenders ("Grantee"). Capitalized terms used herein without definition have the meaning ascribed in the Credit Agreement (defined below).

WHEREAS, the Grantor owns or registered in the United States Patent and Trademark Office the trademarks or service marks listed opposite the Grantor's name on the annexed Schedule 1, annexed hereto as part hereof (the "Trademarks");

WHEREAS, each Grantor is obligated to Grantee, and the other Secured Parties, as defined in the Revolving Credit, Term Loan and Security Agreement, dated as of the date hereof (the "Credit Agreement"), by and among Grantors, EDRIVING TELEMATICS LLC, a Delaware limited liability company, IDS INTERMEDIATE, LLC, a Delaware limited liability company, the Persons which are now or which hereafter become a lender thereunder (collectively, the "Lenders" and each individually a "Lender"), and Grantee for the payment and performance of the Obligations (as defined in the Credit Agreement); and

WHEREAS, pursuant to the Credit Agreement, each Grantor has granted to Grantee a security interest in all right, title and interest of each Grantor in and to the Trademarks set forth on Schedule 1 hereto (the "Collateral"), to secure the payment, performance and observance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor hereby grants to Grantee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. For the avoidance of doubt, in no event shall Collateral include any Excluded Property.

Grantee's address is PNC Bank, National Association, 100 Pine Street, Suite 1500, San Francisco, CA 94111, Attention: Sunnie Kim.

In the event of any conflict between the terms of the Credit Agreement and the terms of this Agreement, the terms of the Credit Agreement shall govern.

THIS AGREEMENT AND ALL MATTERS RELATING HERETO OR ARISING HEREFROM (WHETHER ARISING UNDER CONTRACT LAW, TORT LAW OR OTHERWISE) SHALL, IN ACCORDANCE WITH SECTION 5-1401 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK, BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.


This Trademark Security Agreement may be executed in one or more counterparts, each of which shall be deemed an original but both of which together will constitute one and the same instrument.

[Signature Pages Follow]


IN WITNESS WHEREOF, the parties have caused this Trademark Security Agreement to be duly executed by their respective duly authorized officers as of the date first written above.

GRANTORS:

EDRIVING LLC

By: 
Name: Edmund Dubens
Title: President and CEO

EDRIVING FLEET LLC

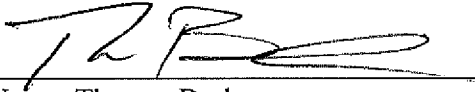
By: 
Name: Edmund Dubens
Title: President and CEO

{Signature Page to Security Agreement (Trademarks)}

TRADEMARK
REEL: 006702 FRAME: 0362

ACCEPTED AND
ACKNOWLEDGED BY:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: 

Name: Thomas Burkes
Title: Managing Director

SCHEDULE I TO SECURITY AGREEMENT

TRADEMARKS

Trademark/Service Mark Name	Grantor	Registration Date (App. Date)	Registration No. (App. No.)
IMORESECOND & DESIGN	Edriving LLC	12/12/2017	5354560
CRASH FREE CULTURE	Edriving Fleet LLC	03/30/2010	3766295
CRASH FREE CULTURE	Edriving Fleet LLC	03/30/2010	3766296
DRIVERINDEX	Edriving Fleet LLC	03/30/2010	3766293
DRIVERSED.COM & DESIGN	Edriving, LLC	06/06/2017	5216210
EDRIVING & DESIGN	Edriving, LLC	09/08/2015	4806836
INTERACTIVE DRIVING SYSTEMS	Edriving Fleet LLC	12/23/2003	2798038
INTERACTIVE DRIVING SYSTEMS	Edriving Fleet LLC	09/02/2003	2759187
INTERACTIVE DRIVING SYSTEMS	Edriving Fleet LLC	01/20/2009	3563245
MENTOR BY EDRIVING & DESIGN	Edriving, LLC	01/02/2018	5371379
ONE MORE SECOND	Edriving, LLC	04/25/2017	5189906
ONE MORE SECOND	Edriving, LLC	07/08/2003	2735045
ONETOONE	Edriving Fleet LLC	03/16/2010	3760141
RISKCOACH	Edriving Fleet LLC	03/02/2010	3753949
ROADRISK	Edriving Fleet LLC	03/16/2010	3760142
ROADRISK	Edriving Fleet LLC	03/30/2010	3766294
TARGETING DRIVER RISK REDUCTION US PATENT 6,714,894 & DESIGN	Edriving Fleet LLC	06/08/2010	37798202
VIRTUAL RISK MANAGER	Edriving Fleet LLC	01/04/2011	3902268
VIRTUAL RISK MANAGER	Edriving Fleet LLC	01/29/2008	3376658

Security Agreement (Trademarks)

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