

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM546759

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of a Security Interest - Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gatekeeper Systems, Inc.		10/25/2019	Corporation: DELAWARE
CartTronics LLC		10/25/2019	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Name:	BMO Harris Bank N.A.
Street Address:	111 West Monroe
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	4424591	CARTCONTROL
Registration Number:	3600493	CARTCONTROL
Registration Number:	3670079	CARTCONTROL+
Registration Number:	4407133	CARTKEY
Registration Number:	4425318	CARTMANAGER
Registration Number:	4439350	G
Registration Number:	4439292	G GATEKEEPER SYSTEMS
Registration Number:	4439291	GATEKEEPER SYSTEMS
Registration Number:	4756431	GNET
Registration Number:	4407134	GS2
Registration Number:	4756432	NANOKEY
Registration Number:	2889636	PURCHEK
Registration Number:	5239458	SMARTKEY
Registration Number:	4373946	SMARTKEY
Registration Number:	4403464	SMARTWHEEL
Registration Number:	3697240	SMARTWHEEL
Registration Number:	2065638	THE WHEEL
Registration Number:	4240923	CARTTRONICS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86829174	G

CORRESPONDENCE DATA

Fax Number:

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: 2136207848

Email: iprecordations@whitecase.com

Correspondent Name: Justine Lu/White & Case LLP

Address Line 1: 555 South Flower Street, 2700

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	1785638-0028-S216
NAME OF SUBMITTER:	Justine Lu
SIGNATURE:	/Justine Lu/
DATE SIGNED:	10/25/2019

Total Attachments: 5

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GRANT OF A SECURITY INTEREST -- TRADEMARKS

This Trademark Security Agreement (this “Trademark Security Agreement”) is made as of October 25, 2019, by Gatekeeper Systems, Inc., a Delaware corporation, and CartTronics LLC, a California limited liability company (together, the “Grantors”), in favor of BMO HARRIS BANK N.A., in its capacity as Administrative Agent for itself and the other Lender Parties (together with its successors in such capacity, “Grantee”). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement (as defined below).

WHEREAS, the Grantors are the record owners of the Trademarks listed on the attached Schedule A;

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated as of October 25, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantors have granted to the Grantee for the benefit of the Lender Parties, a continuing security interest in all right, title and interest of the Grantors in, to and under the Trademarks to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors do hereby grant to the Grantee, for the benefit of the Lender Parties, a continuing security interest in the Trademarks to secure the prompt payment, performance and observance of the Secured Obligations except to the extent constituting Excluded Assets.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Trademarks 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.

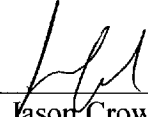
This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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


Notwithstanding anything to the contrary contained herein, in the event of a conflict or inconsistency between the terms of this Agreement and the terms of the Closing Date Subordination Agreement (as defined in the Credit Agreement), the terms of the Closing Date Subordination Agreement (as defined in the Credit Agreement) shall prevail.

IN WITNESS WHEREOF, the Grantor has caused this Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

GATEKEEPER SYSTEMS, INC.

By: 
Name: Jason Crowl
Title: Vice President and Secretary

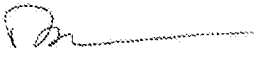
CARTTRONICS LLC

By: 
Name: Jason Crowl
Title: Vice President and Secretary

[Signature Page to Trademark Security Agreement]



Acknowledged and Agreed:

BMO HARRIS BANK N.A.,
as Administrative Agent and Grantee

By: 

Name: Daniel Johnson
Title: Director

SCHEDULE A TO GRANT OF A SECURITY INTEREST - TRADEMARKS

Trademark	Jurisdiction	Application No. / Application Date	Owner of Record	Registration No. / Registration Date	Status
CARTCONTROL CARTCONTROL	US	App 85846827 App 11-FEB-2013	Gatekeeper Systems, Inc.	Reg 4424591 Reg 29-OCT-2013	Registered
CARTCONTROL CARTCONTROL	US	App 77310324 App 22-OCT-2007	Gatekeeper Systems, Inc.	Reg 3600493 Reg 31-MAR-2009	Registered
CARTCONTROL+ CARTCONTROL+	US	App 77310377 App 22-OCT-2007	Gatekeeper Systems, Inc.	Reg 3670079 Reg 18-AUG-2009	Registered
CARTKEY CARTKEY	US	App 85884231 App 22-MAR-2013	Gatekeeper Systems, Inc.	Reg 4407133 Reg 24-SEP-2013	Registered
CARTMANAGER CARTMANAGER	US	App 85884237 App 22-MAR-2013	Gatekeeper Systems, Inc.	Reg 4425318 Reg 29-OCT-2013	Registered
 G	US	App 86829174 App 23-NOV-2015	Gatekeeper Systems, Inc.		Published (Pending)
 G	US	App 85888972 App 28-MAR-2013	Gatekeeper Systems, Inc.	Reg 4439350 Reg 26-NOV-2013	Registered
 G GATEKEEPER SYSTEMS	US	App 85884397 App 22-MAR-2013	Gatekeeper Systems, Inc.	Reg 4439292 Reg 26-NOV-2013	Registered
 GATEKEEPER SYSTEMS	US	App 85884388 App 22-MAR-2013	Gatekeeper Systems, Inc.	Reg 4439291 Reg 26-NOV-2013	Registered

Trademark	Jurisdiction	Application No. / Application Date	Owner of Record	Registration No. / Registration Date	Status
GATEKEEPER SYSTEMS					
GNET GNET	US	App 85882432 App 21-MAR-2013	Gatekeeper Systems, Inc.	Reg 4756431 Reg 16-JUN-2015	Registered
GS2 GS2	US	App 85884245 App 22-MAR-2013	Gatekeeper Systems, Inc.	Reg 4407134 Reg 24-SEP-2013	Registered
NANOKEY NANOKEY	US	App 85882458 App 21-MAR-2013	Gatekeeper Systems, Inc.	Reg 4756432 Reg 16-JUN-2015	Registered
PURCHEK PURCHEK	US	App 76351632 App 21-DEC-2001	Gatekeeper Systems, Inc.	Reg 2889636 Reg 28-SEP-2004	Renewed (Registered)
SMARTKEY SMARTKEY	US	App 87036585 App 13-MAY-2016	Gatekeeper Systems, Inc.	Reg 5239458 Reg 11-JUL-2017	Registered
SMARTKEY SMARTKEY	US	App 85884373 App 22-MAR-2013	Gatekeeper Systems, Inc.	Reg 4373946 Reg 23-JUL-2013	Registered
SMARTWHEEL SMARTWHEEL	US	App 85884380 App 22-MAR-2013	Gatekeeper Systems, Inc.	Reg 4403464 Reg 17-SEP-2013	Registered
SMARTWHEEL SMARTWHEEL	US	App 77283546 App 19-SEP-2007	Gatekeeper Systems, Inc.	Reg 3697240 Reg 13-OCT-2009	Registered
THE WHEEL	US	App 74676245 App 15-MAY-1995	Gatekeeper Systems, Inc.	Reg 2065638 Reg 27-MAY-1997	Renewed (Registered)
CARTTRONICS CARTTRONICS	US	App 85530123 App 31-JAN-2012	CartTronics LLC	Reg 4240923 Reg 13-NOV-2012	Registered