

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM642948

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of a Security Interest - Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Passport Labs, Inc.		04/28/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Sixth Street Specialty Lending, Inc., as Collateral Agent		
Street Address:	888 Seventh Avenue, 34th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10106		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	4793885		
Registration Number:	5513344		
Registration Number:	6273119		
Registration Number:	4785765	NUPARK	
Registration Number:	5513830	PARK. PAY. BE ON YOUR WAY	
Registration Number:	5361268	PARKUMENTARY	
Serial Number:	87711409	PASSPORT	
Registration Number:	4108121	PASSPORTPARKING	
Registration Number:	5076743	PLATESCOUT	
Registration Number:	5371014	PROCESSING WITH TRANSPARENCY	
Registration Number:	5491715	SCOUT	
Registration Number:	5371517	UNSUNG HEROES OF PARKING	
Registration Number:	3299322	FASTTRACK	
Registration Number:	4958396	PARKX	
CORRESPONDENCE DATA			
Fax Number:	2138918763		
<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>			
Email:	rhonda.deleon@lw.com		

OP \$365.00 4793885

Correspondent Name: Latham & Watkins LLP
Address Line 1: 355 South Grand Avenue
Address Line 4: Los Angeles, CALIFORNIA 90071-1560

ATTORNEY DOCKET NUMBER: 058423-0059

NAME OF SUBMITTER: Rhonda DeLeon

SIGNATURE: /Rhonda DeLeon/

DATE SIGNED: 04/28/2021

Total Attachments: 3

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GRANT OF A SECURITY INTEREST – TRADEMARKS

April 28, 2021

WHEREAS, PASSPORT LABS, INC., a Delaware corporation (the “Grantor”), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated as of April 28, 2021 (as amended, restated, supplemented, modified or otherwise changed from time to time, the “Security Agreement”), in favor of Sixth Street Specialty Lending, Inc., as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the “Grantee”); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as such term is defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “Collateral”), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral 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.

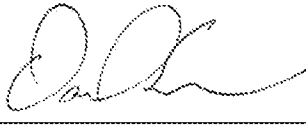
If any conflict or inconsistency exists between this Grant of Security Interest – Trademarks and the Security Agreement, the Security Agreement shall govern.

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ITS CONFLICTS OF LAW PROVISIONS (OTHER THAN SECTION 5-1401 AND SECTION 5-1402 OF THE NEW YORK GENERAL OBLIGATION LAWS).

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IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first written above

PASSPORT LABS, INC.

By: 




Name: David T. Evans

Title: Chief Executive Officer

[Signature Page – Grant of Security
Interest - Trademarks]

TRADEMARK
REEL: 007273 FRAME: 0964

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Country	Mark	Application No. Filing Date	Registration No. Registration Date	Status	Owner
United States	Design Only 	86480973 15-DEC-2014	4793885 18-AUG-2015	Registered.	Passport Labs, Inc.
United States	Design Only 	87711860 07-DEC-2017	5513344 10-JUL-2018	Registered.	Passport Labs, Inc.
United States	Design Only 	87712092 07-DEC-2017	6273119 16-FEB-2021	Registered.	Passport Labs, Inc.
United States	NUPARK	86480807 15-DEC-2014	4785765 04-AUG-2015	Registered.	Passport Labs, Inc.
United States	PARK. PAY. BE ON YOUR WAY	87772492 26-JAN-2018	5513830 10-JUL-2018	Registered.	Passport Labs, Inc.
United States	PARKUMENTARY	87304009 17-JAN-2017	5361268 19-DEC-2017	Registered.	Passport Labs, Inc.
United States	PASSPORT	87711409 07-DEC-2017		Pending.	Passport Labs, Inc.
United States	PASSPORTPARKING	85350041 20-JUN-2011	4108121 06-MAR-2012	Registered.	Passport Labs, Inc.
United States	PLATESCOUT	86874312 13-JAN-2016	5076743 08-NOV-2016	Registered.	Passport Labs, Inc.
United States	PROCESSING WITH TRANSPARENCY	87120899 29-JUL-2016	5371014 02-JAN-2018	Registered.	Passport Labs, Inc.
United States	SCOUT	87673008 06-NOV-2017	5491715 12-JUN-2018	Registered.	Passport Labs, Inc.
United States	UNsung HEROES OF PARKING	87304027 17-JAN-2017	5371517 02-JAN-2018	Registered.	Passport Labs, Inc.
United States	FASTTRACK	78715378 19-SEP-2005	3299322 25-SEP-2007	Registered.	Complus Data Innovations, Inc.
United States	PARKX	86581611 30-MAR-2015	4958396 17-MAY-2016	Registered.	ParkX LLC

Schedule A