

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM647328

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Agero, Inc.		05/17/2021	Corporation: NEVADA
MBSI Corp.		05/17/2021	Corporation: NEVADA
SwoopMe, Inc.		05/17/2021	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 58

Property Type	Number	Word Mark
Registration Number:	4143865	AGERO
Registration Number:	1604976	ASSIST 24
Registration Number:	2327061	ASSIST 24
Registration Number:	3927665	AUTO ASSIST
Registration Number:	2727632	AUTOVALET
Registration Number:	4080071	BECAUSE THERE'S NEVER ANY TIME TO LOSE.
Registration Number:	4952571	BLINK
Registration Number:	5429148	CRUISEON
Registration Number:	5434145	CRUISEON
Registration Number:	4005428	CYCLE ASSIST
Registration Number:	4132437	DRIVE ON
Registration Number:	5009632	DRIVER360
Registration Number:	1796158	DRIVER'S CHOICE
Registration Number:	2677030	DRIVER'S ELITE
Registration Number:	3852102	DRIVER'S ONE
Registration Number:	1872927	DRIVER'S ONECARD
Registration Number:	2668584	DRIVER'S PREMIER

OP \$1465.00 4143865

Property Type	Number	Word Mark
Registration Number:	2911871	DRIVER'S SECURITY
Registration Number:	4005315	DRIVER'S SECURITY
Registration Number:	3927651	FLEET ASSIST
Registration Number:	4015213	HOME AMERICA
Registration Number:	2851016	HOME ASSIST
Registration Number:	4158686	LOCATEME
Registration Number:	3927684	MAKING THE DIFFERENCE
Registration Number:	3928010	RADIISNT
Registration Number:	4455620	RAPID ROAD AMERICA PAYMENT INTERFACE DAS
Registration Number:	2784355	ROAD AMERICA
Registration Number:	3927712	ROAD AMERICA MOTOR CLUB
Registration Number:	4018487	ROAD AMERICA MOTOR CLUB
Registration Number:	5268830	ROADSIDE TRAX
Registration Number:	4005429	RV ASSIST
Registration Number:	2920863	SECURITY PLATINUM
Registration Number:	2923149	SECURITY PLATINUM
Registration Number:	4005430	SECURITY PLATINUM
Registration Number:	3928008	SOMEDAY THEY'LL BREAK DOWN AND THANK YOU
Registration Number:	3927670	SOMEDAY YOU'LL BREAK DOWN AND THANK US
Registration Number:	3927671	TESTED PROVEN TRUSTED
Registration Number:	4143148	TRUCK ASSIST
Registration Number:	4233182	
Registration Number:	4233196	
Registration Number:	4991339	B
Registration Number:	4991340	B
Registration Number:	5692365	
Registration Number:	4701374	CONTRACT COMPLY
Registration Number:	4951929	COMPLIANCE MADE EASY
Registration Number:	4783341	ENCRYPTION MAX
Registration Number:	4022199	IREPO
Registration Number:	4705534	LPRKLOUD
Registration Number:	4799743	RECOVERYCONNECT
Registration Number:	4797009	REPOKLOUD
Registration Number:	2634737	RE-PROS
Registration Number:	4897806	SKIPKLOUD
Registration Number:	4733408	TRAINING COMPLY
Registration Number:	4701373	VENDOR COMPLY
Registration Number:	4746369	

Property Type	Number	Word Mark
Registration Number:	6072239	SWOOP
Registration Number:	6055876	SWOOP
Registration Number:	6055877	SWOOP

CORRESPONDENCE DATA

Fax Number: 6172484000

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: 617-248-5000

Email: tmadmin@choate.com

Correspondent Name: Sara M. Bauer

Address Line 1: Two International Place

Address Line 2: Choate, Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 2005936-0009

NAME OF SUBMITTER: Sara M. Bauer

SIGNATURE: /sara bauer/

DATE SIGNED: 05/17/2021

Total Attachments: 10

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SECOND AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this “**Agreement**”) is entered into as of May 17, 2021, by AGERO, INC., a Nevada corporation (“**Holdings**”), MBSI CORP., a Nevada corporation (“**MBSi**”) and SwoopMe, Inc., a Delaware corporation (“**SwoopMe**”, and together with MBSi, each, a “**Grantor**” and together, the “**Grantors**”) in favor of BANK OF AMERICA, N.A., in its capacity as Administrative Agent under and as defined in the Credit Agreement.

W I T N E S S E T H:

WHEREAS, the Grantor is party to a Second Amended and Restated Security and Pledge Agreement dated as of May 17, 2021 (as amended from time to time, the “**Security Agreement**”) in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Agreement;

NOW, THEREFORE, in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Grantors hereby pledge and grant to the Administrative Agent for the benefit of the Lenders a lien on and a security interest in and to all of its right, title and interest in, to and under all:

- (a) Trademarks for which registrations or applications for registration with the United States Patent & Trademark Office are listed on Schedule I attached hereto;
- (b) Goodwill associated with such Trademarks; and
- (c) Proceeds of any and all of the foregoing.

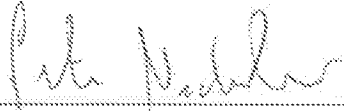
SECTION 3. Security Agreement. The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and the Grantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Governing Law. This Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

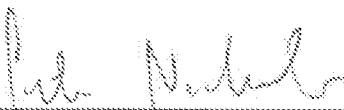
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IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

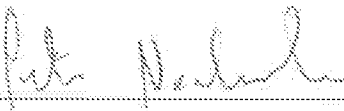
AGERO, INC.,
as Grantor

By: 
Name: _____
Title: Peter C. Necheles
Senior Vice President
Chief Legal Officer


MBSI CORP.,
as Grantor

By: 
Name: _____
Title: Peter C. Necheles
Senior Vice President
Chief Legal Officer


SWOOPME, INC.,
as Grantor

By: 
Name: _____
Title: Peter C. Necheles
Senior Vice President
Chief Legal Officer






Schedule I

AGERO	Registered	United States of America	85/243639	16-Feb-2011	4143865	15-May-2012	Agero, Inc.
ASSIST 24	Registered	United States of America	73/835353	1-Nov-1989	1604976	3-Jul-1990	Agero, Inc.
ASSIST 24	Registered	United States of America	75/263339	10-Jun-1997	2327061	7-Mar-2000	Agero, Inc.
AUTOASSIST	Registered	United States of America	77/943988	24-Feb-2010	3927665	8-Mar-2011	Agero, Inc.
AUTOVALET	Registered	United States of America	76/101344	2-Aug-2000	2727632	17-Jun-2003	Agero, Inc.
BECAUSE THERE'S NEVER ANY TIME TO LOSE.	Registered	United States of America	85/329593	25-May-2011	4080071	3-Jan-2012	Agero, Inc.
BLINK	Registered	United States of America	86/523744	4-Feb-2015	4952571	3-May-2016	Agero, Inc.
CRUISEON	Registered	United States of America	87/106777	18-Jul-2016	5429148	20-Mar-2018	Agero, Inc.
	Registered	United States of America	87/139464	16-Aug-2016	5434145	27-Mar-2018	Agero, Inc.


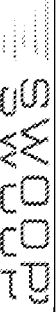

CYCLE ASSIST	Registered	United States of America	85/181785	20-Nov-2010	4005428	2-Aug-2011	Agero, Inc.
DRIVE ON	Registered	United States of America	85/035633	11-May-2010	4132437	24-Apr-2012	Agero, Inc.
DRIVER360	Registered	United States of America	86/979335	14-Jan-2015	5009632	26-Jul-2016	Agero, Inc.
DRIVER'S CHOICE	Registered	United States of America	74/313919	15-Sep-1992	1796158	28-Sep-1993	Agero, Inc.
DRIVER'S ELITE	Registered	United States of America	76/326585	17-Oct-2001	2677030	21-Jan-2003	Agero, Inc.
DRIVER'S ONE	Registered	United States of America	77/654535	22-Jan-2009	3852102	28-Sep-2010	Agero, Inc.
DRIVER'S ONECARD	Registered	United States of America	74/400133	9-Jun-1993	1872927	10-Jan-1995	Agero, Inc.
DRIVER'S PREMIER	Registered	United States of America	76/326309	17-Oct-2001	2668584	31-Dec-2002	Agero, Inc.
DRIVER'S SECURITY	Registered	United States of America	78/355891	22-Jan-2004	2911871	14-Dec-04	Agero, Inc.
DRIVER'S SECURITY	Registered	United States of America	85/164114	28-Oct-2010	4005315	2-Aug-11	Agero, Inc.

DRIVING DRIVING	Allowed	United States of America	87/777802	31-Jan-2018			Agero, Inc.
FLEET ASSIST	Registered	United States of America	77/940261	19-Feb-2010	3927651	8-Mar-2011	Agero, Inc.
HOME AMERICA	Registered	United States of America	85/181794	20-Nov-2010	4015213	23-Aug-2011	Agero, Inc.
HOME ASSIST	Registered	United States of America	78/269703	2-Jul-2003	2851016	8-Jun-2004	Agero, Inc.
LOCATEME	Registered	United States of America	85/250979	24-Feb-2011	4158686	12-Jun-2012	Agero, Inc.
MAKING THE DIFFERENCE	Registered	United States of America	77/951379	5-Mar-2010	3927684	8-Mar-2011	Agero, Inc.
RADIISNT	Registered	United States of America	85/002744	31-Mar-2010	3928010	8-Mar-2011	Agero, Inc.
	Registered	United States of America	85/519426	18-Jan-2012	4455620	24-Dec-2013	Agero, Inc.

ROAD AMERICA	Registered	United States of America	78/185045	14-Nov-2002	2784355	18-Nov-2003	Agero, Inc.
ROAD AMERICA MOTOR CLUB	Registered	United States of America	77/961931	18-Mar-2010	3927712	8-Mar-2011	Agero, Inc.
ROAD AMERICA MOTOR CLUB	Registered	United States of America	85/163996	28-Oct-2010	4018487	30-Aug-2011	Agero, Inc.
ROADSIDE TRAX	Registered	United States of America	86/933814	9-Mar-2016	5268830	22-Aug-2017	Agero, Inc.
RV ASSIST	Registered	United States of America	85/181790	20-Nov-2010	4005429	2-Aug-2011	Agero, Inc.
SECURITY PLATINUM	Registered	United States of America	78/355910	22-Jan-2004	2920863	25-Jan-2005	Agero, Inc.
SECURITY PLATINUM	Registered	United States of America	78/355925	22-Jan-2004	2923149	1-Feb-2005	Agero, Inc.
SECURITY PLATINUM	Registered	United States of America	85/181799	20-Nov-2010	4005430	2-Aug-2011	Agero, Inc.
SOMEDAY THEY'LL BREAK DOWN AND THANK YOU	Registered	United States of America	85/001732	30-Mar-2010	3928008	8-Mar-2011	Agero, Inc.
SOMEDAY YOU'LL BREAK DOWN AND THANK US	Registered	United States of America	77/945653	26-Feb-2010	3927670	8-Mar-2011	Agero, Inc.

TESTED PROVEN TRUSTED	Registered	United States of America	77/945673	26-Feb-2010	3927671	8-Mar-2011	Agero, Inc.
TRUCK ASSIST	Registered	United States of America	77/940246	19-Feb-2010	4143148	15-May-2012	Agero, Inc.
	Registered	United States of America	85/555966	29-Feb-2012	4233182	30-Oct-2012	Agero, Inc.
	Registered	United States of America	85/556267	29-Feb-2012	4233196	30-Oct-2012	Agero, Inc.
	Registered	United States of America	86/632456	18-May-2015	4991339	5-Jul-2016	Agero, Inc.
	Registered	United States of America	86/632469	18-May-2015	4991340	5-Jul-2016	Agero, Inc.
	Registered	United States of America	87/389974	29-Mar-2017	5692365	5-Mar-2019	Agero, Inc.

CONTRACT SUPPLY	Registered	United States of America	86/256817	18-Apr-2014	4701374	10-Mar-2015	MBSi Corp.
COMPLIANCE MADE EASY	Registered	United States of America	86/256810	18-Apr-2014	4951929	3-May-2016	MBSi Corp.
ENCRYPTION MAX	Registered	United States of America	86/355733	2-Aug-2014	4783341	28-Jul-2015	MBSi Corp.
IREPO	Registered	United States of America	85/225718	25-Jan-2011	4022199	6-Sep-2011	MBSi Corp.
LPRKLOUD	Registered	United States of America	86/256822	18-Apr-2014	4705534	17-Mar-2015	MBSi Corp.
RECOVERYCONNECT	Registered	United States of America	86/518502	29-Jan-2015	4799743	25-Aug-2015	MBSi Corp.
REPOKLOUD	Registered	United States of America	86/376277	25-Aug-2014	4797009	18-Aug-2015	MBSi Corp.
RE-PROS	Registered	United States of America	76/295583	7-Aug-2001	2634737	15-Oct-2002	MBSi Corp.
SKIPKLOUD	Registered	United States of America	86/638442	21-May-2015	4897806	9-Feb-2016	MBSi Corp.

	TRAINING COMPLY	Registered	United States of America	86/256818	18-Apr-2014	4733408	5-May-2015	MBSI Corp.
	VENDOR SUPPLY	Registered	United States of America	86256815	18-Apr-2014	4701373	10-Mar-2015	MBSI Corp. Inc.
		Registered	United States of America	86/256796	18-Apr-2014	4746369	2-Jun-2015	MBSI Corp.
	SWOOP	Registered	United States of America	88/105434	5-Sep-2018	6072239	9-Jun-2020	SwoopMe, Inc.
		Registered	United States of America	87/363911	8-Mar-2017	6055876	19-May-2020	SwoopMe, Inc.
		Registered	United States of America	87/363913	8-Mar-2017	6055877	19-May-2020	SwoopMe, Inc.
	SWOOP	Registered	United States of America	88/105434	5-Sep-2018	6072239	9-Jun-2020	SwoopMe, Inc.

CROSS ROADS	Registered	United States of America	73670479	6-Jul-1987	1475356	2-Feb-1988	Agero, Inc.
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TRADEMARK

REEL: 007295 FRAME: 0887

RECORDED: 05/17/2021