

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM665648

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PNC BANK, NATIONAL ASSOCIATION		08/04/2021	National Banking Association:

RECEIVING PARTY DATA

Name:	VERACTION, LLC
Street Address:	7047 E Greenway Pkwy Ste 250
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85254
Entity Type:	Limited Liability Company: GEORGIA
Name:	TRAX TECHNOLOGIES, INC.
Street Address:	7047 E Greenway Pkwy Ste 250
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85254
Entity Type:	Corporation: NEVADA
Name:	TRAX HOLDINGS, INCORPORATED
Street Address:	7047 E Greenway Pkwy Ste 250
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85254
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	4784688	VERACTION
Registration Number:	4738595	
Registration Number:	3997177	EMPOWER TRUST.
Registration Number:	3559604	TRAX
Registration Number:	3710813	TRAX
Registration Number:	4837311	TRAX CERTIFIED
Registration Number:	4806798	TRAX RISK SCORE

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	87882990	TRAX
Registration Number:	5125237	TOTAL TSM
Registration Number:	4837310	TRAX CERTIFIED INVOICE
Registration Number:	4871557	TRAX SCORE

CORRESPONDENCE DATA

Fax Number: 4159472099
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: 4159472169
Email: qluflood@wsgr.com
Correspondent Name: Wilson Sonsini Goodrich & Rosati, P.C.
Address Line 1: One Market Plaza, Spear Tower, Suite 330
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	54186.010
NAME OF SUBMITTER:	Qui Lu Flood
SIGNATURE:	/Qui Lu Flood/
DATE SIGNED:	08/06/2021

Total Attachments: 5
source=Payoff - Trademark Release (PNC-Trax) (002)#page1.tif
source=Payoff - Trademark Release (PNC-Trax) (002)#page2.tif
source=Payoff - Trademark Release (PNC-Trax) (002)#page3.tif
source=Payoff - Trademark Release (PNC-Trax) (002)#page4.tif
source=Payoff - Trademark Release (PNC-Trax) (002)#page5.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks (this “Release”) is effective as of August 4, 2021, by PNC BANK, NATIONAL ASSOCIATION (“Grantee”) in favor of VERACTION, LLC, a limited liability company organized under the laws of the State of Georgia, TRAX TECHNOLOGIES, INC., a corporation organized under the laws of the State of Nevada and TRAX HOLDINGS, INCORPORATED, a corporation organized under the laws of the State of Delaware (collectively, the “Grantors” and each individually a “Grantor”). Capitalized terms used but not otherwise defined herein have the meaning given to them in the Credit Agreement (as defined below).

WHEREAS, Grantor and Grantee are parties to that certain Revolving Credit, Term Loan and Security Agreement, dated as of June 22, 2018 (the “Credit Agreement”), by and among Grantors, TRAX DATA REFINERY, INC. (“Trax”), VERACTION HOLDING CORPORATION (“Veraction Holdings”), NATIONAL TRAFFIC CONSULTANTS, INC. (“NTC”), COST MANAGEMENT AND RECOVERY GROUP, LLC (“CMRG”), TRAX GROUP, INC. (“HoldCo”) and TRAX MIDCO, LLC (“MidCo”), the Persons which are now or which hereafter become a lender thereunder (collectively, the “Lenders” and each individually a “Lender”) and Grantee (as amended, restated, amended and restated, supplemented, waived, renewed, replaced or otherwise modified from time to time, the “Credit Agreement”);

WHEREAS, pursuant to the Credit Agreement, Grantor executed that certain Security Agreement (Trademarks), dated as of June 22, 2018, in favor of Grantee (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Trademark Security Agreement”), whereby Grantor granted to Grantee a continuing security interest in all of the Collateral (as such term is defined in the Trademark Security Agreement) of Grantor, including, without limitation, the trademarks listed on Exhibit A hereto, to secure the prompt payment, performance and observance of the Obligations;

WHEREAS, the Trademark Security Agreement was recorded with the trademark division of the United States Patent and Trademark Office on June 25, 2018 at Reel/Frame 6370/0035; and

WHEREAS, the Grantor had requested that the Grantee release its security interest in all right, title and interest in, to and under all of the Collateral.

NOW, THEREFORE, intending to be legally bound hereby and in connection with the Trademark Security Agreement, Grantee hereby (i) releases the continuing security interest and continuing lien upon, and terminates its security interest in, and all other rights, title and interest in and to, the Collateral (as defined in the Trademark Security Agreement) including, without limitation, the trademarks listed on Exhibit A hereto, without any recourse, representation or warranty, (ii) terminates the Trademark Security Agreement, and (iii) re-assigns to Grantor, any right, title or interest Grantee may have in, to or under the Collateral under the Credit Agreement or the Trademark Security Agreement, together with the goodwill of the business symbolized thereby, and hereby authorizes Grantor or Grantor’s authorized representative or designee to

record this Release with the United States Patent and Trademark Office as evidence of such release and termination.

[Signature Page Follows]

IN WITNESS WHEREOF, Grantee duly executes this Release, which is effective as of the day and year first written above.

PNC BANK, NATIONAL ASSOCIATION, as
Grantee


By: Andrew Read



Name: Andrew Read

Title: Assistant Vice President

EXHIBIT A

TRADEMARKS

Mark	Owner	Registration No.	U.S./Foreign Registration
<u>Veraction</u>	Veraction, LLC	4784688	USA
	Veraction, LLC	4738595	USA
EMPOWER TRUST.	Trax Technologies, Inc.	3997177	USA
TRAX	Trax Holdings, Incorporated	3559604	USA
	Trax Technologies, Inc.	3710813	USA
TRAX CERTIFIED	Trax Technologies, Inc.	4837311	USA
TRAX CERTIFIED INVOICE	Trax Technologies, Inc.	4837310	USA
TRAX RISK SCORE	Trax Technologies, Inc.	4806798	USA
TRAX SCORE	Trax Technologies, Inc.	4871557	USA
	Trax Technologies, Inc.	87882990	USA

Mark	Owner	Registration No.	U.S./Foreign Registration
EMPOWER TRUST	Trax Technologies, Inc.	T1214646H	Singapore
TRAX	Trax Holdings, Incorporated	T1214647F	Singapore
	Trax Holdings, Incorporated	226120	Costa Rica
TRAX	Trax Technologies, Inc.	EU EUIPO 011157062	EU
EMPOWER TRUST	Trax Technologies, Inc.	EU EUIPO 011157039	EU
	Trax Technologies, Inc.	EU EUIPO 011167309	EU
TOTAL TSM	Veraction, LLC	5125237	USA