

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM839983

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RATIFICATION AND FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VORTO, LLC		08/02/2023	Limited Liability Company: DELAWARE
VORTO OPERATIONS HOLDINGS, INC.		08/02/2023	Corporation: DELAWARE
LOHI LOGISTICS HOLDINGS, LLC		08/02/2023	Limited Liability Company: DELAWARE
FIFTH FLOOR FREIGHT HOLDINGS, LLC		08/02/2023	Limited Liability Company: DELAWARE
CLARKSBURG FREIGHT HOLDINGS, LLC		08/02/2023	Limited Liability Company: DELAWARE
SNOWSHOE MOUNTAIN FREIGHT HOLDINGS, LLC		08/02/2023	Limited Liability Company: DELAWARE
CANDLESTICK FREIGHT HOLDINGS, LLC		08/02/2023	Limited Liability Company: DELAWARE
CANARY FREIGHT HOLDINGS, LLC		08/02/2023	Limited Liability Company: DELAWARE
LOHI ASSET LEASING MARKETPLACE, LLC		08/02/2023	Limited Liability Company: DELAWARE
TRUCK FUEL FINANCE, LLC		08/02/2023	Limited Liability Company: DELAWARE
VORTO OPERATIONS, LLC		08/02/2023	Limited Liability Company: DELAWARE
LOHI LOGISTICS, LLC		08/02/2023	Limited Liability Company: DELAWARE
FIFTH FLOOR FREIGHT, LLC		08/02/2023	Limited Liability Company: DELAWARE
CLARKSBURG FREIGHT, LLC		08/02/2023	Limited Liability Company: DELAWARE
SNOWSHOE MOUNTAIN FREIGHT, LLC		08/02/2023	Limited Liability Company: DELAWARE
CANDLESTICK FREIGHT, LLC		08/02/2023	Limited Liability Company: DELAWARE
CANARY FREIGHT, LLC		08/02/2023	Limited Liability Company: DELAWARE
ALM MAINTENANCE, LLC		08/02/2023	Limited Liability Company: DELAWARE
VORTO TECHNOLOGIES,		08/02/2023	Limited Liability Company: DELAWARE

TRADEMARK

Name	Formerly	Execution Date	Entity Type
LLC			DELAWARE
5F TRANSPORTATION, LLC		08/02/2023	Limited Liability Company: DELAWARE
5F LOGISTICS, LLC		08/02/2023	Limited Liability Company: DELAWARE
5F Tours, LLC		08/02/2023	Limited Liability Company: DELAWARE
BAINBRIDGE BROKERAGE HOLDINGS, LLC		08/02/2023	Limited Liability Company: DELAWARE
BAINBRIDGE BROKERAGE, LLC		08/02/2023	Limited Liability Company: DELAWARE
FREIGHTRAX, LLC		08/02/2023	Limited Liability Company: DELAWARE
5F MANAGED TRANSPORTATION, LLC		08/02/2023	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	FIRST-CITIZENS BANK & TRUST COMPANY
Street Address:	75 N. Fair Oaks Avenue (CLAS PAS-04-02)
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91103
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	6782994	LOHI LOGISTICS
Serial Number:	97345103	5F
Serial Number:	97345093	5F

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: 8004945225
Email: ipteam@cogencyglobal.com
Correspondent Name: Stewart Walsh
Address Line 1: 1025 Connecticut Ave NW, Suite 712
Address Line 2: COGENCY GLOBAL Inc.
Address Line 4: Washington, D.C. 20036

ATTORNEY DOCKET NUMBER: 2121465 TM

NAME OF SUBMITTER: Deb Nihiser

SIGNATURE:	/Deb Nihiser/
DATE SIGNED:	09/18/2023
Total Attachments: 10	
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RATIFICATION AND FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This First Amendment to Intellectual Property Security Agreement (this "Amendment") is made as of August 2, 2023, by and among (a) **FIRST-CITIZENS BANK & TRUST COMPANY** ("Bank"), and (b) (i) **VORTO, LLC**, a Delaware limited liability company, (ii) **VORTO OPERATIONS HOLDINGS, INC.**, a Delaware corporation ("**Vorto Holdings**"), (iii) **LOHI LOGISTICS HOLDINGS, LLC**, a Delaware limited liability company ("**LoHi Holdings**"), (iv) **FIFTH FLOOR FREIGHT HOLDINGS, LLC**, a Delaware limited liability company ("**Fifth Holdings**"), (v) **CLARKSBURG FREIGHT HOLDINGS, LLC**, a Delaware limited liability company ("**Clarksburg Holdings**"), (vi) **SNOWSHOE MOUNTAIN FREIGHT HOLDINGS, LLC**, a Delaware limited liability company ("**Snowshoe Holdings**"), (vii) **CANDLESTICK FREIGHT HOLDINGS, LLC**, a Delaware limited liability company ("**Candlestick Holdings**"), (viii) **CANARY FREIGHT HOLDINGS, LLC**, a Delaware limited liability company ("**Canary Holdings**"), (ix) **LOHI ASSET LEASING MARKETPLACE, LLC**, a Delaware limited liability company ("**LoHi Marketplace**"), (x) **TRUCK FUEL FINANCE, LLC**, a Delaware limited liability company ("**Truck Fuel**"), (xi) **VORTO OPERATIONS, LLC**, a Delaware limited liability company ("**Vorto Operations**"), (xii) **LOHI LOGISTICS, LLC**, a Delaware limited liability company ("**LoHi**"), (xiii) **FIFTH FLOOR FREIGHT, LLC**, a Delaware limited liability company ("**Fifth Floor**"), (xiv) **CLARKSBURG FREIGHT, LLC**, a Delaware limited liability company ("**Clarksburg Freight**"), (xv) **SNOWSHOE MOUNTAIN FREIGHT, LLC**, a Delaware limited liability company ("**Snowshoe Freight**"), (xvi) **CANDLESTICK FREIGHT, LLC**, a Delaware limited liability company ("**Candlestick Freight**"), (xvii) **CANARY FREIGHT, LLC**, a Delaware limited liability company ("**Canary Freight**"), (xviii) **ALM MAINTENANCE, LLC**, a Delaware limited liability company ("**ALM**"), (xix) **VORTO TECHNOLOGIES, LLC**, a Delaware limited liability company ("**Technologies**"), (xx) **5F TRANSPORTATION, LLC**, a Delaware limited liability company ("**Transportation**"), (xxi) **5F LOGISTICS, LLC**, a Delaware limited liability company ("**Logistics**"), (xxii) **5F Tours, LLC**, a Delaware limited liability company ("**Tours**"), (xxiii) **BAINBRIDGE BROKERAGE HOLDINGS, LLC**, a Delaware limited liability company ("**Brokerage Holdings**"), (xxiv) **BAINBRIDGE BROKERAGE, LLC**, a Delaware limited liability company ("**Brokerage**"), (xxv) **FREIGHTRAX, LLC**, a Delaware limited liability company ("**Freightrax**"), and (xxvi) **5F MANAGED TRANSPORTATION, LLC**, a Delaware limited liability company ("**Managed Transportation**") (Vorto, Vorto Holdings, LoHi Holdings, Fifth Holdings, Clarksburg Holdings, Snowshoe Holdings, Candlestick Holdings, Canary Holdings, LoHi Marketplace, Truck Fuel, Vorto Operations, Fifth Floor, Clarksburg Freight, LoHi, Snowshoe Freight, Candlestick Freight, Canary Freight, ALM, Technologies, Transportation, Logistics, Brokerage Holdings, Brokerage, Tours, Freightrax, and Managed Transportation are individually and collectively, jointly and severally, the "**Grantor**").

Recitals

A. Grantor and Bank have previously entered into that certain Loan and Security Agreement dated as of May 5, 2022, as amended by that certain Waiver and First Amendment to Loan and Security Agreement dated as of May 3, 2023 between Grantor and Bank (as the same may be further amended, modified, restated, replaced, or supplemented from time to time, the "Loan Agreement").

B. To secure its obligations and liabilities to Bank, Grantor has previously granted Bank a security interest in the Intellectual Property Collateral pursuant to that certain Intellectual Property Security Agreement dated as of May 5, 2022 (as may be amended, modified, restated, replaced, or supplemented from time to time, the "IP Security Agreement"). Capitalized terms used but not otherwise defined herein shall have the same meaning as in the IP Security Agreement.

C. Grantor and Bank have agreed to enter into this Amendment.

NOW, THEREFORE, GRANTOR AND BANK AGREE AS FOLLOWS:

A. MODIFICATION TO THE IP SECURITY AGREEMENT.

1. The preamble to the IP Security Agreement is amended in its entirety and replaced with the following:

“ This Intellectual Property Security Agreement (this “Agreement”) is entered into as of May 5, 2022 by and among (a) **SILICON VALLEY BANK**, a California corporation (“Bank”) and (b) (i) **VORTO, LLC**, a Delaware limited liability company, (ii) **VORTO OPERATIONS HOLDINGS, INC.**, a Delaware corporation (“Vorto Holdings”), (iii) **LOHI LOGISTICS HOLDINGS, LLC**, a Delaware limited liability company (“LoHi Holdings”), (iv) **FIFTH FLOOR FREIGHT HOLDINGS, LLC**, a Delaware limited liability company (“Fifth Holdings”), (v) **CLARKSBURG FREIGHT HOLDINGS, LLC**, a Delaware limited liability company (“Clarksburg Holdings”), (vi) **SNOWSHOE MOUNTAIN FREIGHT HOLDINGS, LLC**, a Delaware limited liability company (“Snowshoe Holdings”), (vii) **CANDLESTICK FREIGHT HOLDINGS, LLC**, a Delaware limited liability company (“Candlestick Holdings”), (viii) **CANARY FREIGHT HOLDINGS, LLC**, a Delaware limited liability company (“Canary Holdings”), (ix) **LOHI ASSET LEASING MARKETPLACE, LLC**, a Delaware limited liability company (“LoHi Marketplace”), (x) **TRUCK FUEL FINANCE, LLC**, a Delaware limited liability company (“Truck Fuel”), (xi) **VORTO OPERATIONS, LLC**, a Delaware limited liability company (“Vorto Operations”), (xii) **LOHI LOGISTICS, LLC**, a Delaware limited liability company (“LoHi”), (xiii) **FIFTH FLOOR FREIGHT, LLC**, a Delaware limited liability company (“Fifth Floor”), (xiv) **CLARKSBURG FREIGHT, LLC**, a Delaware limited liability company (“Clarksburg Freight”), (xv) **SNOWSHOE MOUNTAIN FREIGHT, LLC**, a Delaware limited liability company (“Snowshoe Freight”), (xvi) **CANDLESTICK FREIGHT, LLC**, a Delaware limited liability company (“Candlestick Freight”), (xvii) **CANARY FREIGHT, LLC**, a Delaware limited liability company (“Canary Freight”), (xviii) **ALM MAINTENANCE, LLC**, a Delaware limited liability company (“ALM”), (xix) **VORTO TECHNOLOGIES, LLC**, a Delaware limited liability company (“Technologies”), (xx) **5F TRANSPORTATION, LLC**, a Delaware limited liability company (“Transportation”), (xxi) **5F LOGISTICS, LLC**, a Delaware limited liability company (“Logistics”), (xxii) **5F Tours, LLC**, a Delaware limited liability company (“Tours”), (xxiii) **BAINBRIDGE BROKERAGE HOLDINGS, LLC**, a Delaware limited liability company (“Brokerage Holdings”), (xxiv) **BAINBRIDGE BROKERAGE, LLC**, a Delaware limited liability company (“Brokerage”), (xxv) **FREIGHTRAX, LLC**, a Delaware limited liability company (“Freightrax”), and (xxvi) **5F MANAGED TRANSPORTATION, LLC**, a Delaware limited liability company (“Managed Transportation”) (Vorto, Vorto Holdings, LoHi Holdings, Fifth Holdings, Clarksburg Holdings, Snowshoe Holdings, Candlestick Holdings, Canary Holdings, LoHi Marketplace, Truck Fuel, Vorto Operations, Fifth Floor, Clarksburg Freight, LoHi, Snowshoe Freight, Candlestick Freight, Canary Freight, ALM, Technologies, Transportation, Logistics, Brokerage Holdings, Brokerage, Tours, Freightrax, and Managed Transportation are individually and collectively, jointly and severally, the “Grantor”).”

2. Exhibit A to the IP Security Agreement is hereby supplemented, but not replaced, by adding thereto (in addition to all items already listed thereon) the property set forth on Schedule A-1 attached hereto.

3. Exhibit B to the IP Security Agreement is hereby supplemented, but not replaced, by adding thereto (in addition to all items already listed thereon) the property set forth on Schedule B-1 attached hereto.

4. Exhibit C to the IP Security Agreement is hereby supplemented, but not replaced, by adding thereto (in addition to all items already listed thereon) the property set forth on Schedule C-1 attached hereto.

B. RATIFICATION OF IP SECURITY AGREEMENT. Grantor hereby ratifies, confirms and reaffirms, all and singular, the terms and conditions of the IP Security Agreement, and acknowledges, confirms and

agrees that the IP Security Agreement contains an accurate and complete listing of all Intellectual Property Collateral and shall remain in full force and effect.

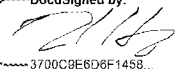
C. COUNTERSIGNATURE. This Amendment shall become effective only when it shall have been executed by Grantor and Bank.

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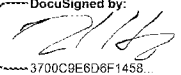
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

GRANTOR:


VORTO, LLC

DocuSigned by:

 By: _____
 Name: Daniel Huang
 Title: Vice President, Chief Financial Officer and Treasurer

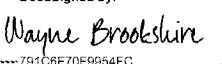
VORTO OPERATIONS HOLDINGS, INC.

DocuSigned by:

 By: _____
 Name: Daniel Huang
 Title: Vice President, Chief Financial Officer and Treasurer


LOHI LOGISTICS HOLDINGS, LLC

DocuSigned by:

 By: _____
 Name: Wayne Brookshire
 Title: Vice President and Secretary

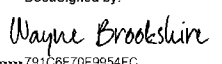
FIFTH FLOOR FREIGHT HOLDINGS, LLC

DocuSigned by:

 By: _____
 Name: Wayne Brookshire
 Title: Vice President and Secretary

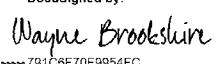
CLARKSBURG FREIGHT HOLDINGS, LLC

DocuSigned by:

 By: _____
 Name: Wayne Brookshire
 Title: Vice President and Secretary

SNOWSHOE MOUNTAIN FREIGHT HOLDINGS, LLC

DocuSigned by:

 By: _____
 Name: Wayne Brookshire
 Title: Vice President and Secretary

CANDLESTICK FREIGHT HOLDINGS, LLC

DocuSigned by:

 By: _____
 Name: Wayne Brookshire

Title: Vice President and Secretary

CANARY FREIGHT HOLDINGS, LLC

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Name: Wayne Brookshire
Title: Vice President and Secretary

LOHI ASSET LEASING MARKETPLACE, LLC

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Name: Wayne Brookshire
Title: Vice President and Secretary

TRUCK FUEL FINANCE, LLC

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By: Wayne Brookshire
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Name: Wayne Brookshire
Title: Vice President and Secretary

VORTO OPERATIONS, LLC

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By: [Signature]
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Name: Daniel Huang
Title: Vice President, Chief Financial Officer and Treasurer

LOHI LOGISTICS, LLC

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By: Wayne Brookshire
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Name: Wayne Brookshire
Title: Vice President and Secretary

FIFTH FLOOR FREIGHT, LLC

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Name: Wayne Brookshire
Title: Vice President and Secretary

CLARKSBURG FREIGHT, LLC

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Name: Wayne Brookshire
Title: Vice President and Secretary

SNOWSHOE MOUNTAIN FREIGHT, LLC

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Name: Wayne Brookshire
Title: Vice President and Secretary

CANDLESTICK FREIGHT, LLC

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Name: Wayne Brookshire
Title: Vice President and Secretary

CANARY FREIGHT, LLC

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By: Wayne Brookshire
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Name: Wayne Brookshire
Title: Vice President and Secretary

ALM MAINTENANCE, LLC

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By: Benjamin Angotti
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Name: Benjamin Angotti
Title: Vice President and Secretary

5F TOURS, LLC

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By: Troy Lee
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Name: Troy Lee
Title: Vice President and Secretary

VORTO TECHNOLOGIES, LLC

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By: Troy Lee
8CA2947E8AD54E8...
Name: Troy Lee
Title: Vice President and Secretary

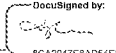
5F TRANSPORTATION, LLC

DocuSigned by:
By: Troy Lee
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Name: Troy Lee
Title: Vice President and Secretary

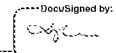
5F LOGISTICS, LLC

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By: Troy Lee
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Name: Troy Lee
Title: Vice President and Secretary

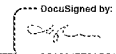
BAINBRIDGE BROKERAGE HOLDINGS, LLC

By:  DocuSigned by:
8CA2847E8AD54E8
Name: Troy Lee
Title: Vice President and Secretary

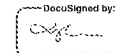
BAINBRIDGE BROKERAGE, LLC

By:  DocuSigned by:
8CA2847E8AD54E8
Name: Troy Lee
Title: Vice President and Secretary

FREIGHTRAX, LLC

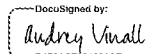
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Name: Troy Lee
Title: Vice President and Secretary

SF MANAGED TRANSPORTATION, LLC

By:  DocuSigned by:
8CA2847E8AD54E8
Name: Troy Lee
Title: Vice President and Secretary

BANK:

FIRST-CITIZENS BANK & TRUST COMPANY

By:  DocuSigned by:
D478AC7E24884CE
Name: Audrey Vinall
Title: Vice President

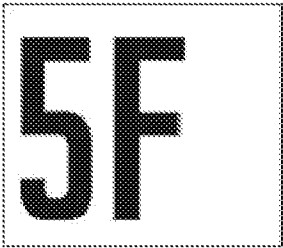
SCHEDULE A-1

Common law Copyright in and to the training courses and materials created and owned by Freightrax.

SCHEDULE B-1

Title	Application Number	Filing Date	Patent Number	Issue Date	Status	Owner
TRANSPORTATION LOGISTICS SYSTEMS AND METHODS	18/301,779	04/17/2023			Pending	Vorto Technologies, LLC
TRANSPORTATION LOGISTICS SYSTEMS AND METHODS	63/333,026	04/17/2023				Vorto Technologies, LLC
RESOURCE TRANSPORATION SYSTEMS AND METHODS	16/385,596	04/16/2019	2019/0318629	10/17/2019		Vorto Technologies, LLC

SCHEDULE C-1

Trademark	Registration/Application Number	Registration/Application Date	Owner
LOHI LOGISTICS	6782994	07/05/2022	LoHi Logistics, LLC
	97345103	04/04/2022	5F Logistics, LLC
5F	97345093	04/04/2022	5F Logistics, LLC