

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM750419

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Swiftly, Inc.		08/22/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Comerica Bank		
Street Address:	39200 W. Six Mile Road		
Internal Address:	M/C 7578		
City:	Livonia		
State/Country:	MICHIGAN		
Postal Code:	48152		
Entity Type:	Banking Association: TEXAS		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Serial Number:	97298107	APC CONNECTOR	
Serial Number:	97298108	AVAS CONNECTOR	
Serial Number:	97333226	CAD AS A SERVICE	
Serial Number:	97298105	CONNECTED TRANSIT PLATFORM	
Serial Number:	97298111	HEADSIGN CONNECTOR	
Serial Number:	88510213	METRONOME	
Serial Number:	86814264	SWIFTLY	
Serial Number:	88783942	SWIFTLY	
Serial Number:	88306194	SWIFTLY	
Serial Number:	87439478	TRANSITIME	
Serial Number:	88306197	TRANSITIME	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Phone:	(619) 699-2708		
Email:	christian.cruz@us.dlapiper.com		
Correspondent Name:	DLA PIPER LLP (USA)		
Address Line 1:	401 B Street		

CH \$290.00 97298107

Address Line 2: Suite 1700
Address Line 4: San Diego, CALIFORNIA 92101

NAME OF SUBMITTER: Matt Schwartz

SIGNATURE: /s/ Matt Schwartz

DATE SIGNED: 08/22/2022

Total Attachments: 9

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of August 22, 2022 by and between COMERICA BANK, a Texas banking association ("Bank") and SWIFTLY, INC., a Delaware corporation ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated as of August 22, 2022 (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

1. To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Grantor and Bank, Grantor hereby grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. Notwithstanding the foregoing, Collateral shall not include "intent-to-use" trademarks at all times prior to the first use thereof, whether by the actual use thereof in commerce, the recording of a statement of use with the United States Patent and Trademark Office or otherwise, but only to the extent the granting of a security interest in such "intent to use" trademarks would forfeit Grantor's rights in such "intent to use" trademarks under applicable law.

2. This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

3. Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

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COPY VIEW

IN WITNESS WHEREOF, the parties hereto have caused this Intellectual Property Security Agreement to be executed as of the date first above written. Borrower also acknowledges and agrees that Borrower's electronic signature below indicates Borrower's agreement to, and intention to be legally bound by, all of the terms and conditions of this Agreement.

GRANTOR:

Address of Grantor:

SWIFTLY, INC.
2261 Market St. #4151
San Francisco, CA 94114
Attn: Robert Gaffney, CFO

SWIFTLY, INC.

By: Robert Gaffney
Name: Robert Gaffney
Title: CFO

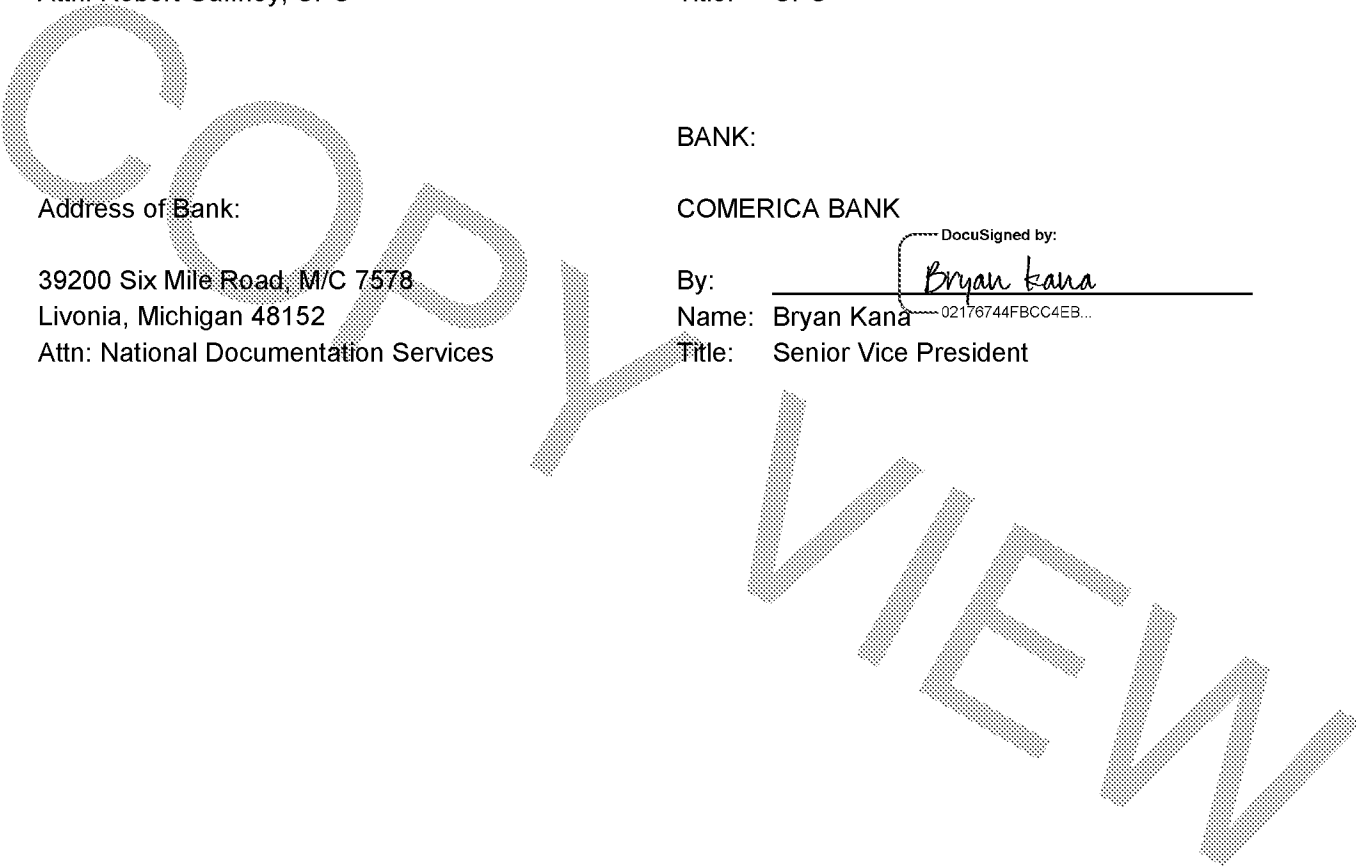
BANK:

Address of Bank:

39200 Six Mile Road, M/C 7578
Livonia, Michigan 48152
Attn: National Documentation Services

COMERICA BANK

By: Bryan Kana
Name: Bryan Kana
Title: Senior Vice President



[Signature Page to Intellectual Property Security Agreement]

EXHIBIT A

Copyrights

None.

COPY
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EXHIBIT B

Patents

None.

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EXHIBIT C

Trademarks

Attached

COPY VIEW

Registration Number	Class	Applicant	Registered	Priority	Goods/Services	Registered	Priority	Goods/Services	Registered	Priority
SWIFTLY DESIGN	9	Australia	Registered	299245	09 Int. computer software platforms for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; computer software for providing trip planning, navigation, and points of interest information; computer software for reserving, booking, and paying for various transportation methods; computer software for analyzing real-time and historical transportation data; computer software for actively managing transportation networks and for analyzing performance; computer software for comparison of various modes of transportation for efficiency	2035447	09/06/2019	2035447	05/05/2020	
SWIFTLY & Design	9	European Union	Registered	3390470	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	18022283	02/13/2019	18022283	06/28/2019	
SWIFTLY INSIGHTS	9	European Union	Registered	302536	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	018161046	12/03/2019	018161046	05/22/2020	
SWIFTLY INSIGHTS	9	Ireland	Registered	302538	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	2019-02103	12/03/2019	262539	12/03/2019	
SWIFTLY & Design	9	United Kingdom	Registered	331562	42 Int. software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; software as a service (SaaS) services featuring software for providing trip planning, navigation, and points of interest information; software as a service (SaaS) services featuring software for reserving, booking, and paying for various transportation methods; software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; information, advisory and consultancy services relating to all the foregoing	UK00918022283	02/13/2019	UK00918022283	06/28/2019	
SWIFTLY INSIGHTS	9	United Kingdom	Registered	302537	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	3448664	12/03/2019	3448664	02/28/2020	
SWIFTLY INSIGHTS	9	United Kingdom	Registered	331563	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	UK00918161046	12/03/2019	UK00918161046	05/22/2020	
APC CONNECTOR	9	United States	Filed	354784	09 Int. computer software platforms for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; computer software for providing trip planning, navigation, and points of interest information; computer software for reserving, booking, and paying for various transportation methods	97-298107	03/07/2022			
					38 Int. vehicle telematic sending of information services in the nature of providing and sharing information concerning real-time and historical transportation data, transportation networks, performance, and efficiency; telematic sending of information to analyze real-time and historical transportation data, manage transportation networks, analyze performance, and compare various modes of transportation for efficiency; information transmission via electronic communications networks in the field of transportation					
					42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency					

Registration No.	Applicant	State	Class	Serial No.	Description	Attorney	Priority	Effective Date	Expiration Date
AAAS CONNECTOR	United States	Filed	354785	09 Int. computer software platforms for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; computer software for providing trip planning, navigation, and points of interest information; computer software for reserving, booking, and paying for various transportation methods 38 Int. vehicle telematic sending of information services in the nature of providing and sharing information concerning real-time and historical transportation data, transportation networks, performance, and efficiency; telematic sending of information to analyze real-time and historical transportation data, manage transportation networks, analyze performance, and compare various modes of transportation for efficiency. 42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	97-298108	03/07/2022			
CAD AS A SERVICE	United States	Filed	355904	09 Int. computer software platforms for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; computer software for providing trip planning, navigation, and points of interest information; computer software for reserving, booking, and paying for various transportation methods 38 Int. vehicle telematic sending of information services in the nature of providing and sharing information concerning real-time and historical transportation data, transportation networks, performance, and efficiency; telematic sending of information to analyze real-time and historical transportation data, manage transportation networks, analyze performance, and compare various modes of transportation for efficiency. 42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	97-333226	03/28/2022			
CONNECTED TRANSIT PLATFORM	United States	Filed	354783	09 Int. computer software platforms for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; computer software for providing trip planning, navigation, and points of interest information; computer software for reserving, booking, and paying for various transportation methods 38 Int. vehicle telematic sending of information services in the nature of providing and sharing information concerning real-time and historical transportation data, transportation networks, performance, and efficiency; telematic sending of information to analyze real-time and historical transportation data, manage transportation networks, analyze performance, and compare various modes of transportation for efficiency. 42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	97-298105	03/07/2022			
HEADSIGN CONNECTOR	United States	Filed	354786	09 Int. computer software platforms for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; computer software for providing trip planning, navigation, and points of interest information; computer software for reserving, booking, and paying for various transportation methods 38 Int. vehicle telematic sending of information services in the nature of providing and sharing information concerning real-time and historical transportation data, transportation networks, performance, and efficiency; telematic sending of information to analyze real-time and historical transportation data, manage transportation networks, analyze performance, and compare various modes of transportation for efficiency. 42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency	97-298111	03/07/2022			

Trademark Name	Country	Status	Serial No.	Description	Class / Code	Attorney	Reg. No.	Reg. Date	Reg. Status	Reg. Date	Reg. Status
METRONOME	United States	Registered	297342	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency			88-510213	07/11/2019	6212147	12/01/2020	
SWIFTLY	United States	Registered	299243	09 Int. computer software platforms for comparison of various modes of transportation for efficiency, including comparisons in the fields of pricing and availability of transportation methods; computer software for providing trip planning, navigation, and points of interest information; computer software for reserving, booking, and paying for various transportation methods			88-814264	11/09/2015	5177406	04/04/2017	
SWIFTLY	United States	Registered	314531	38 Int. vehicle telematic sending of information services in the nature of providing and sharing information concerning real-time and historical transportation data, transportation networks, performance, and efficiency; telematic sending of information to analyze real-time and historical information transmission via electronic communications networks in the field of transportation			88-783942	02/04/2020	6146338	09/08/2020	
SWIFTLY	United States	Registered	290671	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services featuring software for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency			88-306194	02/18/2019	5878410	10/08/2019	
TRANSTIME	United States	Registered	269445	09 Int. computer software for processing, analyzing, and visualizing real-time and historical transportation information, regardless of mode			87-439478	05/06/2017	5331810	11/07/2017	
TRANSTIME	United States	Registered	290502	42 Int. software as a service (SaaS) services featuring software for analyzing real-time and historical transportation data; software as a service (SaaS) services for actively managing transportation networks and for analyzing performance; software as a service (SaaS) services featuring software for comparison of various modes of transportation for efficiency			88-306197	02/18/2019	5823712	07/30/2019	

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RECORDED: 08/22/2022