

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY AGREEMENT |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| SkyBitz, Inc. | 08/26/2008 |

| | |
|-----------------------------|--------------------------|
| RECEIVING PARTY DATA | |
| Name: | ORIX Venture Finance LLC |
| Street Address: | 245 Park Avenue |
| Internal Address: | 19th Floor |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10167-0001 |

PROPERTY NUMBERS Total: 35

| Property Type | Number |
|----------------|---------|
| Patent Number: | 5955986 |
| Patent Number: | 6094162 |
| Patent Number: | 6154171 |
| Patent Number: | 6169514 |
| Patent Number: | 6243648 |
| Patent Number: | 6480788 |
| Patent Number: | 6560536 |
| Patent Number: | 6725158 |
| Patent Number: | 7010066 |
| Patent Number: | 7020190 |
| Patent Number: | 7027486 |
| Patent Number: | 7265668 |
| Patent Number: | 7266142 |
| Patent Number: | 7327783 |

CH \$1400.00 5955986

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|---------------------|-----------|
| Application Number: | 11849333 |
| Application Number: | 11834052 |
| Application Number: | 11757645 |
| Application Number: | 11741236 |
| Application Number: | 11696713 |
| Application Number: | 11696707 |
| Application Number: | 11639425 |
| Application Number: | 11639424 |
| Application Number: | 11624668 |
| Application Number: | 11606298 |
| Application Number: | 11528577 |
| Application Number: | 11518520 |
| Application Number: | 11448981 |
| Application Number: | 11397936 |
| Application Number: | 11377653 |
| Application Number: | 11377651 |
| Application Number: | 11044708 |
| Application Number: | 11030983 |
| Application Number: | 10754492 |
| Application Number: | 61038116 |
| PCT Number: | US0853264 |

CORRESPONDENCE DATA

Fax Number: (650)849-7400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 650 843 5381
Email: dsanchezbentz@cooley.com
Correspondent Name: Diana Sanchez Bentz
Address Line 1: Cooley Godward Kronish LLP
Address Line 2: 5 Palo Alto Square, 3000 El Camino Real
Address Line 4: Palo Alto, CALIFORNIA 94306

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|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 307038-111 |
| NAME OF SUBMITTER: | Diana Sanchez Bentz |

Total Attachments: 10
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (this “*Agreement*”) is entered into as of August 26, 2008 by and among **ORIX Venture Finance LLC** (“*ORIX*”) and **SkyBitz, Inc.**, a Delaware corporation and (the “*Grantor*”), with reference to the following facts:

A. ORIX and Grantor are parties to that certain Loan and Security Agreement dated of even date herewith (as amended from time to time, the “*Loan Agreement*”). (Capitalized terms used herein and not otherwise defined have the respective meanings assigned to such terms in the Loan Agreement.)

B. Pursuant to the Loan Agreement, Grantor has granted to ORIX a security interest in all of the Collateral. The Collateral includes without limitation all Intellectual Property (including without limitation the Intellectual Property described herein).

Grantor agrees as follows:

1. To secure performance of all of its “*Obligations*” as defined in the Loan Agreement, Grantor grants to ORIX a security interest in all of Grantor’s right, title and interest in Grantor’s Intellectual Property, including without limitation (i) the trademarks and servicemarks listed on Schedule A hereto, whether registered or not, and all applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks, and (ii) the patents and patent applications listed on Schedule B hereto and all like protections including, without limitation, all improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same, and (iii) all copyrights, maskworks, software, computer programs and other works of authorship listed on Schedule C hereto, and all extensions and renewals thereof, and (iv) all rights to recover for past or future infringement of any of the foregoing, and (v) all right, title and interest in and to any and all present and future license agreements with respect to any of the foregoing, and (vi) all present and future accounts, accounts receivable, proceeds and other rights to payment arising from, in connection with or relating to any of the foregoing.

2. Grantor represents and warrants that (i) listed on Schedule A hereto are all trademark registrations and pending registrations owned or controlled by Grantor or licensed to Grantor, (ii) listed on Schedule B are all patents and patent applications owned or controlled by Grantor or licensed to Grantor, and (iii) listed on Schedule C are all copyrights, software, computer programs, mask works, and other works of authorship owned or controlled by Grantor which are registered with the United States Copyright Office.

3. Grantor shall not, hereafter, register any maskworks, software, computer programs or other works of authorship subject to United States copyright protection with the United States Copyright Office without first complying with the following: (i) providing ORIX with at least 15 days prior written notice thereof, (ii) providing ORIX with a copy of the application for any such registration and (iii) executing and filing such other instruments, and taking such further actions as ORIX may reasonably request from time to time to perfect or continue the perfection of ORIX’s interest in the Collateral, including without limitation the filing with the United States Copyright Office, simultaneously with the filing by Grantor of the application for any such registration, of a copy of this Agreement or any supplement hereto in form acceptable to ORIX identifying the maskworks, software, computer programs


or other works of authorship being registered and confirming the grant of a security interest therein in favor of ORIX.

4. This Agreement is being executed and delivered pursuant to the Loan Agreement; nothing herein limits any of the terms or provisions of the Loan Agreement, and ORIX's rights hereunder and under the Loan Agreement are cumulative. This Agreement, the Loan Agreement and the other Loan Documents set forth in full all of the representations and agreements of the parties with respect to the subject matter hereof and supersede all prior discussions, oral representations, oral agreements and oral understandings between the parties. This Agreement may not be modified or amended, nor may any rights hereunder be waived, except in a writing signed by the parties hereto. Notwithstanding the foregoing, Grantor agrees that ORIX may, from time to time, update the Schedules to this Agreement pursuant to notice by Grantor (in accordance with the notice provisions set forth in Section 8.5 of the Loan Agreement) of any additions or deletions thereto. In the event of any litigation between the parties based upon, arising out of, or in any way relating to this Agreement, the prevailing party shall be entitled to recover all of its costs and expenses (including without limitation attorneys' fees) from the non-prevailing party. This Agreement and all acts, transactions, disputes and controversies arising hereunder or relating hereto, and all rights and obligations of ORIX and Grantor shall be governed by, and construed in accordance with the internal laws (and not the conflict of laws rules) of the State of New York.

Address of Grantor:


22455 Davis Dr.
Suite 100
Sterling, VA 20164

SkyBitz, Inc.

By: 

Homaira Akbari,
~~Chief Executive Officer~~

President and CEO

By: 

Robert Blair,
Chief Financial Officer

Address of ORIX:

245 Park Avenue
19th Floor
New York, NY 10167-0001

ORIX Venture Finance LLC

By: _____

Kevin P. Sheehan,
President and CEO

or other works of authorship being registered and confirming the grant of a security interest therein in favor of ORIX.

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Address of Grantor:

SkyBitz, Inc.

22455 Davis Dr.
Suite 100
Sterling, VA 20164

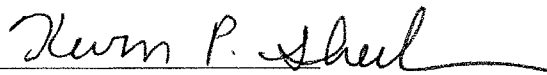
By: _____
Homaira Akbari,
Chief Executive Officer

By: _____
Robert Blair,
Chief Financial Officer

Address of ORIX:

ORIX Venture Finance LLC

245 Park Avenue
19th Floor
New York, NY 10167-0001

By: 
Kevin P. Sheehan,
President and CEO

SCHEDULE A

US Trademarks

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|----------------------------|--|---|
| Service mark for "SkyBitz" | The serial number is 75577703 and the registration number is 2536980 | Effective February 5, 2002 |
| Service mark for "SkyBitz" | The serial number is 76-547,882 and the registration number is 3,016,736 | Effective December 22, 2005 |
| Trademark for "SkyBitz" | The serial number is 76-548,096 and the registration number is 2,899,066 | Effective December 2, 2004 |

Mexican Trademarks

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|---|---|---|
| Titulo de Registro de Marca Signo distintivo – SkyBitz | Marca No. 842570 | |
| Titulo de Registro de Marca Signo distintivo – SkyBitz | Marca No. 842569 | |

SCHEDULE B

US Patents and Patent Applications

| <u>Description</u> | <u>Registration/ Application/ Publication Number</u> | <u>Registration/ Application/ Publication Date</u> |
|--|--|--|
| Low-Power Satellite-Based Geopositioning System | U.S. Patent No. 5,955,986 | Issued 9/21/99 |
| Low-Power Satellite-Based Geopositioning System | U.S. Patent No. 6,094,162 | Issued 7/25/00 |
| Low-Power Satellite-Based Geopositioning System | U.S. Patent No. 6,154,171 | Issued 11/28/00 |
| Low-Power Satellite-Based Geopositioning System | U.S. Patent No. 6,169,514 | Issued 1/2/01 |
| Fast Acquisition Position Reporting System | U.S. Patent No. 6,243,648 | Issued 6/5/01 |
| System and Method for Fast Acquisition Reporting Using Communication Satellite Range Measurement | U.S. Patent No. 6,480,788 | Issued 11/12/02 |
| System and Method for Rapid Telepositioning | U.S. Patent No. 6,560,536 | Issued 5/6/03 |
| System and Method for Fast Acquisition Reporting Using Communication Satellite Range Measurement | U.S. Patent No. 6,725,158 | Issued 4/20/04 |
| System and Method for Fast Code Phase and Carrier Frequency Acquisition in GPS Receiver | U.S. Patent No. 7,010,066 | Issued 3/7/06 |
| Frequency Translator Using a Cordic Phase Rotator | U.S. Patent No. 7,020,190 | Issued 3/28/06 |
| System and Method for Fast Code Phase and Carrier Frequency Acquisition in GPS Receiver | U.S. Patent No. 7,027,486 | Issued 4/11/06 |
| System and Method for Asset Tracking and Monitoring | U.S. Patent No. 7,265,668 | Issued 9/4/07 |
| System and Method for Fast Code Phase and Carrier Frequency Acquisition in GPS Receiver | U.S. Patent No. 7,266,142 | Issued 9/4/07 |
| Frequency Translator Using a Cordic Phase Rotator | U.S. Patent No. 7,327,783 | Issued 2/05/08 |
| System and Method for Fast Code Phase and Carrier Frequency Acquisition in GPS Receiver | App. No. 11/849,333 | Filed 9/3/07 |
| System and Method for Asset Tracking and Monitoring | App. No. 11/834,052 | Filed 8/6/07 |
| System and Method for Asset Tracking and Monitoring Using Antenna Diversity | App. No. 11/757,645 | Filed 6/4/07 |
| Satellite Aided Location Tracking with User Interface | App. No. 11/741,236 | Filed 4/27/07 |
| Satellite Aided Location Tracking and Data Services Using GEO and LEO Satellites | App. No. 11/696,713 | Filed 4/4/07 |
| Satellite Aided Location Tracking and Data Services Using GEO and LEO Satellites with Global Locating System | App. No. 11/696,707 | Filed 4/4/07 |
| System and Method for Remotely Tracking and | App. No. 11/639,425 | Filed 12/15/06 |

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|---|---------------------|----------------|
| Monitoring a Container and its Contents System and Method for Satellite Aided Truck/Trailer Tracking and Monitoring | App. No. 11/639,424 | Filed 12/15/06 |
| System and Method for Generating a Mileage Report | App. No. 11/624,668 | Filed 1/18/07 |
| System and Method for Generating an Alert for a Trailer | App. No. 11/606,298 | Filed 11/30/06 |
| Sensor Interface with Mobile Terminal Satellite Modem and Global Location System | App. No. 11/528,577 | Filed 9/28/06 |
| Wireless Sensor Interface with Mobile Terminal Satellite Modem and Global Location System | App. No. 11/518,520 | Filed 9/11/06 |
| System and Method for Mobile Terminal Initiated Communications | App. No. 11/448,981 | Filed 6/8/06 |
| Multiple Return Link | App. No. 11/397,936 | Filed 4/5/06 |
| System and Method for Adaptive Motion Sensing with Location Determination | App. No. 11/377,653 | Filed 3/17/06 |
| System and Method for Reporting a Status of an Asset | App. No. 11/377,651 | Filed 3/17/06 |
| System and Method for Dual-Mode Location Determination | App. No. 11/044,708 | Filed 1/28/05 |
| System and Method for Fast Acquisition Reporting Using Communication Satellite Range Measurement | App. No. 11/030,983 | Filed 1/10/05 |
| System and Method for Fast Acquisition Reporting Using Communication Satellite Range Measurement | App. No. 10/754,492 | Filed 1/12/04 |
| System and Method for Using Data Phase to Reduce Position Ambiguities | App. No. 61/038,116 | Filed 3/20/08 |

Canada Patents and Patent Applications

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application/ Date</u> |
|---|---|--|
| Fast Acquisition Position Reporting System | 2,378,727 | 7/12/00 |
| System and Method for Fast Code Phase and Carrier Frequency Acquisition in GPS Receiver | 2,418,855 | 8/9/01 |
| System and Method for Fast Code Phase and Carrier Frequency Acquisition in GPS Receiver | 2,422,776 | 9/10/01 |
| System and Method for Rapid Telepositioning | 2,426,920 | 10/29/01 |
| System and Method for Fast Acquisition Reporting Using Communication Satellite Range Measurement | 2,426,954 | 10/29/01 |
| System and Method for Asset Tracking and Monitoring | 2,548,841 | 6/6/06 |
| System and Method for Reporting a Status of an Asset | 2,621,955 | 3/31/08 |

Europe Patents and Patent Applications

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application/ Date</u> |
|---|---|--|
| Low-Power Satellite-Based Geopositioning System | 98963760.8 | 11/17/98 |
| System and Method for Rapid Telepositioning | 01983222.9 | 10/29/01 |
| System and Method for Fast Acquisition Reporting Using Communication Satellite Range Measurement | 01981894.7 | 10/29/01 |
| System and Method for Asset Tracking and Monitoring | 04821781.4 | 6/19/06 |
| System and Method for Reporting a Status of an Asset | 06803309.1 | 3/31/08 |

Mexico Patents and Patent Applications

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|---|---|---|
| System and Method for Asset Tracking and Monitoring | PA/a/2006/006667 | 6/12/06 |

Patent Cooperation Treaty Patents and Patent Applications

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|--|---|---|
| Satellite Aided Location Tracking and Data Services Using GEO and LEO Satellites | PCT/US08/53264 | Filed 2/7/08 |

SCHEDULE C

Copyrights

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|--------------------|---|---|
|--------------------|---|---|

N/A