

PATENT ASSIGNMENT COVER SHEET

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EPAS ID: PAT2795028

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	SECURITY AGREEMENT	
CONVEYING PARTY DATA		
Name		Execution Date
AMERICAN TRAFFIC SOLUTIONS, INC.		01/31/2014
RECEIVING PARTY DATA		
Name:	BMO HARRIS BANK N.A., AS AGENT	
Street Address:	111 WEST MONROE STREET	
City:	CHICAGO	
State/Country:	ILLINOIS	
Postal Code:	60603	
PROPERTY NUMBERS Total: 17		
Property Type	Number	
Application Number:	13214063	
Application Number:	14070213	
Patent Number:	6127938	
Patent Number:	6970102	
Patent Number:	5701398	
Patent Number:	5479574	
Patent Number:	6281808	
Patent Number:	6560360	
Patent Number:	6573929	
Patent Number:	6647361	
Patent Number:	6950789	
Patent Number:	8600116	
Patent Number:	7149533	
Patent Number:	7221928	
Patent Number:	8213685	
Patent Number:	8184863	
Patent Number:	8134693	
CORRESPONDENCE DATA		
Fax Number:	(302)636-5454	
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via PATENT		

US Mail.

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Correspondent Name: CORPORATION SERVICE COMPANY
Address Line 1: 1090 VERMONT AVENUE NW, SUITE 430
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ATTORNEY DOCKET NUMBER:	078825
NAME OF SUBMITTER:	JEAN PATERSON
SIGNATURE:	/jep/
DATE SIGNED:	04/01/2014

Total Attachments: 5

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PATENT COLLATERAL AGREEMENT

This 31st day of January, 2014, American Traffic Solutions, Inc., a Kansas corporation ("*Debtor*") with its principal place of business and mailing address at 1330 W Southern Ave, Suite 110 Tempe, Arizona 85282, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, mortgages and pledges to BMO Harris Bank N.A., a national banking association ("*BMO Harris*"), with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (BMO Harris, acting as such administrative agent and any successor(s) or assign(s) to BMO Harris acting in such capacity being hereinafter referred to as the "*Agent*"), and grants to the Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each patent and patent application listed on Schedule A hereto and all of the inventions described and claimed therein and any and all reissues, continuations, continuations-in-part or extensions thereof; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any patent or patent application listed on Schedule A hereto, in each case together with the right to sue for and collect said damages;


to secure the payment and performance of all Secured Obligations of Debtor as set out in that certain Third Amended and Restated Security Agreement dated as of January 31, 2014, among Debtor, the other debtors from time to time party thereto and Agent, as the same may be amended, modified, or restated from time to time (the "*Security Agreement*").

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the mortgage, pledge and security interest in the patents and patent applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature page immediately follows]

IN WITNESS WHEREOF, Debtor has caused this Patent Collateral Agreement to be duly executed as of the date and year last above written.

AMERICAN TRAFFIC SOLUTIONS, INC.

By 
Heather Zorge, Chief Financial Officer

[Signature Page to Patent Collateral Agreement]

Accepted and agreed to as of the date and year last above written.

BMO HARRIS BANK N.A., as Agent

By Mary Rhrens
Name MARY RHRENS
Title SVP

[Signature Page to Patent Collateral Agreement]

**SCHEDULE A
TO PATENT COLLATERAL AGREEMENT**

PATENT APPLICATIONS

DEBTOR	PENDING U.S. PATENT APPLICATION NUMBER	TITLE OF APPLICATION	FILING DATE
American Traffic Solutions, Inc.	13/214,063	System and method for detecting traffic violations on restricted roadways	8/19/2011
American Traffic Solutions, Inc.	14/070,213	Video Speed Detection System	11/1/2013

ISSUED PATENTS

DEBTOR	PATENT	PATENT NO.	DATE ISSUED
PlatePass, L.L.C.	Adjustable Shield for Vehicle Mounted Toll Collector Identifier	6,127,938	10/3/2000
American Traffic Solutions, Inc.	Traffic violation detection, recording and evidence processing system	6,970,102	12/29/2005
American Traffic Solutions, Inc.	Adaptive classifier having multiple subnetworks	5,701,398	7/19/1996
American Traffic Solutions, Inc.	Method and apparatus for adaptive classification	5,479,574	12/26/1995
American Traffic Solutions, Inc.	Traffic light collision avoidance system	6,281,808	8/28/2001
American Traffic Solutions, Inc.	Feed forward feed back multiple neural network and context driven recognition	6,560,360	5/6/2003
American Traffic Solutions, Inc.	Traffic light violation prediction and recording system	6,573,929	6/3/2003
American Traffic Solutions, Inc.	Non-violation event filtering for a traffic light violation detection system	6,647,361	11/11/2003
American Traffic Solutions, Inc.	Traffic violation detection at an intersection employing virtual violation line	6,950,789	9/27/2005
American Traffic Solutions, Inc.	Video speed detection system	8,600,116	12/13/2013
American Traffic Solutions, Inc.	Wireless virtual campus escort system	7,149,533	12/12/2006
American Traffic Solutions, Inc.	Mobile emergency notification	7,221,928	5/22/2007

	system		
American Traffic Solutions, Inc.	Video Speed Detection System	8.213.685	7/3/2012
American Traffic Solutions, Inc.	Video speed detection system	8.184.863	5/22/2012
American Traffic Solutions, Inc.	Traffic violation detection, recording and evidence processing system	8.134.693	3/13/2012