

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5863690

| | |
|---|-------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/26/2018 |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| INDEPENDENT TECHNOLOGIES, INC. | 07/26/2018 |
| RECEIVING PARTY DATA | |
| Name: | INDEPENDENT TECHNOLOGIES, LLC |
| Street Address: | 1960 RIDGEVIEW ROAD |
| City: | BLAIR |
| State/Country: | NEBRASKA |
| Postal Code: | 68008 |
| PROPERTY NUMBERS Total: 7 | |
| Property Type | Number |
| Patent Number: | 6556661 |
| Patent Number: | 7304588 |
| Patent Number: | D515039 |
| Patent Number: | D565534 |
| Patent Number: | D599188 |
| Patent Number: | D573984 |
| Patent Number: | 8079245 |
| 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: | 212-728-8000 |
| Email: | ipdept@willkie.com |
| Correspondent Name: | EUGENE CHANG |
| Address Line 1: | 787 SEVENTH AVENUE |
| Address Line 4: | NEW YORK, NEW YORK 10019 |
| ATTORNEY DOCKET NUMBER: | 120588.00078 |
| NAME OF SUBMITTER: | EUGENE CHANG |
| SIGNATURE: | /Eugene Chang/ |

DATE SIGNED:

12/12/2019

Total Attachments: 18

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PERFECTION CERTIFICATE**November 13, 2019**

Reference is hereby made to that certain (i) Credit Agreement, dated as of November 13, 2019 (the “Credit Agreement”), by and among DataOnline Intermediate Holdings, LLC, a Delaware limited liability company (“Parent”), DataOnline Corp., a Delaware corporation (“Borrower”), certain subsidiaries of Parent from time to time party thereto, as Subsidiary Guarantors, the Lenders from time to time party thereto and Monroe Capital Management Advisors, LLC, as administrative agent (in such capacity, the “Administrative Agent”); and (ii) Pledge and Security Agreement, dated as of November 13, 2019 the “Security Agreement”), by and among Borrower, Parent, the other Grantors from time to time party thereto and the Administrative Agent. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Credit Agreement or the Security Agreement, as applicable.

As used herein, the term “Grantors” means, collectively, the entities listed out in **Schedule 1(a)** here below. The term “Grantor” means each of the foregoing individually.

The undersigned, in his capacity as a Responsible Officer of Borrower, and not individually, hereby certifies as of the date hereof to the Administrative Agent, for the benefit of each Credit Party (as defined in the Credit Agreement), as follows:

1. Names.

(a) The exact legal name of each Grantor, as such name appears in its respective certificate of formation or similar organizational document of formation, as applicable, the Organizational Identification Number, if any, of each Grantor that is a registered organization (to the extent such organizational identification number is required to be listed on UCC financing statements), the Federal Taxpayer Identification Number, if any, of each Grantor and the jurisdiction of incorporation or formation, as applicable, of each Grantor, is as follows:

| Exact Legal Name of Each Grantor | Jurisdiction | Organization Identification Number | Federal Taxpayer Identification Number |
|---|---------------------|---|---|
| DataOnline Intermediate Holdings, LLC | Delaware | 6371026 | 82-1086707 |
| DataOnline Corp. | Delaware | 6819283 | 82-4968709 |
| DataOnline LLC | New Jersey | 0600161103 | 20-1591351 |
| Independent Technologies, LLC | Nebraska | 0797863 | 47-0685933 |
| Sheyenne Dakota, LLC | North Dakota | 5461200 | 45-0446418 |
| iTank, LLC | Delaware | 7192257 | 83-2846863 |

(b) Set forth below is each other legal name each Grantor has had in the past five years, together with the date of the relevant change and all other names used by each Grantor on any filings with the Internal Revenue Service:

| Grantor | Other Legal Name in Past Five Years | Date of Name Change |
|---------------------------------------|--|----------------------------|
| DataOnline Intermediate Holdings, LLC | FFL CP IV/DOL BLC, LLC | March 29, 2018 |
| DataOnline Corp. | None. | n/a |
| DataOnline LLC | DataQwest RMS, LLC | July 9, 2004 |
| Independent Technologies, LLC | Independent Technologies, Inc. | July 26, 2018 |
| Sheyenne Dakota, LLC | Sheyenne Dakota, Inc. | October 17, 2018 |
| iTank, LLC | None. | n/a |

(c) Set forth below is each other trade name and d/b/a's each Grantor has used at any point during the past five years:

| Grantor | Other Trade Names in Past Five Years |
|---------------------------------------|---|
| DataOnline Intermediate Holdings, LLC | None. |
| DataOnline Corp. | None. |
| DataOnline LLC | None. |
| Independent Technologies, LLC | Wesroc Wintel Service Corporation |
| Sheyenne Dakota, LLC | SDI |
| iTank, LLC | None. |

(d) Set forth in **Schedule 1** is a list of any other business or organization to which each Grantor became the successor by merger, consolidation, or acquisition (or acquired any personal property with a fair market value in excess of \$1,000,000 in a transaction not in the ordinary course of business) in the preceding five years, and any changes in form, nature or jurisdiction of organization or otherwise. Except as set forth in **Schedule 1**, no Grantor has changed its jurisdiction of organization at any time during the past four months.

2. Current Locations.

(a) The chief executive office of each Grantor is located at the address set forth¹ opposite its name below. Except as set forth below, no Grantor has changed its chief executive office within the past five years.

| Grantor | Address of Chief Executive Office | County |
|---------------------------------------|--|---------------|
| DataOnline Intermediate Holdings, LLC | 210 South Street New Providence, NJ 07974 | Union County |

¹ Chief Executive office means the place from which such entity manages the main part of its business operations or other affairs.

| Grantor | Address of Chief Executive Office | County |
|-------------------------------|--|-------------------|
| DataOnline Corp. | 210 South Street New Providence, NJ 07974 | Union County |
| DataOnline LLC | 210 South Street New Providence, NJ 07974 | Union County |
| Independent Technologies, LLC | 1960 Ridgeview Road Blair, NE 68008 | Washington County |
| | 11640 Arbor Street, Omaha, NE, 68144 (prior to 9/30/2013) | Douglas County |
| Sheyenne Dakota, LLC | 200 7 th Ave NW West Fargo, ND 58078-1054 | Cass County |
| iTank, LLC | 1960 Ridgeview Road Blair, NE 68008 | Washington County |

(b) The following is a list of all locations not identified in Item 2(a), above, where each Grantor maintains its books and records:

| Grantor | Address of Location of Books and Records | County |
|---------------------------------------|---|---------------|
| DataOnline Intermediate Holdings, LLC | None. | n/a |
| DataOnline Corp. | None. | n/a |
| DataOnline LLC | None. | n/a |
| Independent Technologies, LLC | None. | n/a |
| Sheyenne Dakota, LLC | None. | n/a |
| iTank, LLC | None. | n/a |

(c) Set forth below opposite the name of each Grantor are all locations not identified in Items 2(a), 2(b), 2(d), or 2(e) where such Grantor maintains any other Collateral with a value in excess of \$700,000 in the aggregate (other than (x) mobile goods, (y) Inventory or Equipment in transit or out for repair or refurbishment, and (z) Inventory and Equipment in the possession of employees or customers of the Grantors in the ordinary course of business):

| Grantor | Address of Location of Other Collateral | County |
|---------------------------------------|---|---------------|
| DataOnline Intermediate Holdings, LLC | None. | n/a |
| DataOnline Corp. | None. | n/a |
| DataOnline LLC | None. | n/a |
| Independent Technologies, LLC | 1051 Bennett Drive, Suite 101 Longwood, FL 32750 | n/a |

| Grantor | Address of Location of Other Collateral | County |
|----------------------|--|--------|
| Sheyenne Dakota, LLC | 601 4 th Street SE De Smet, SD 57231 | n/a |
| iTank, LLC | None. | n/a |

(d) Attached hereto as **Schedule 2(a)** is a list all fee-owned real property owned by any Grantor that has a fair market value in excess of \$3,000,000 each.

(e) Attached hereto as **Schedule 2(b)** is a list of all real property leased by any Grantor.

3. **Stock Ownership and Other Equity Interests.** Attached hereto as **Schedule 3** is a true and correct list of all of the issued and outstanding Equity Interests directly owned by each Grantor with respect to its Subsidiaries.

4. **Other Pledged Collateral.** Attached hereto as **Schedule 4** is a true and correct list of all promissory notes, instruments, other evidence of indebtedness having a face amount exceeding \$700,000 and investment property with value in excess of \$1,000,000 held by any Grantor that are required to be pledged under the Security Agreement.

5. **Intellectual Property.** Attached hereto as **Schedule 5(a)** in substantially proper form for filing with the United States Patent and Trademark Office is a schedule setting forth all of each Grantor's registered and applied for United States Patents and Trademarks, including the name of the registered owner and the registration number of each such Patent and Trademark. Attached hereto as **Schedule 5(b)** in substantially proper form for filing with the United States Copyright Office is a schedule setting forth all of each Grantor's registered and applied for United States Copyrights, including the name of the registered owner and the registration number of each such Copyright.

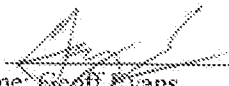
6. **Commercial Tort Claims.** Attached hereto as **Schedule 6** is a true and correct list of all Commercial Tort Claims of which each Grantor has knowledge and for which a claim has been made with a potential recovery in Grantor's reasonable estimation in excess of, individually, equal to or greater than \$3,000,000, including a brief description thereof.

7. **Letter-of-Credit Rights.** Attached hereto as **Schedule 7** is a true and correct list of all letters of credit issued in favor of each Grantor, as beneficiary thereunder.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this certificate as of the date first written above.

DATAONLINE CORP.

By: 
Name: Geoff Evans
Title: Vice President and Secretary

[Signature Page to Perfection Certificate]

PATENT
REEL: 051260 FRAME: 0631

Schedule 1

Changes in Identity or Corporate Structure within the Past Five Years

| Grantor | Changes in Corporate Identity or Structure (or acquisitions of personal property not in the ordinary course of business) |
|---------------------------------------|--|
| DataOnline Intermediate Holdings, LLC | Formed as FFL CP IV/DOL BLC, LLC on April 5, 2017. Changed name to DataOnline Intermediate Holdings, LLC on March 29, 2018. |
| DataOnline Corp. | Acquisition of Independent Technologies, LLC on July 13, 2018. |
| DataOnline LLC | DataOnline Holding Co., LLC, a New Jersey limited liability company, merged with and into DataOnline LLC, a New Jersey limited liability company, on April 12, 2017. |
| | DataOnline Intellectual Property LP, a New Jersey partnership, merged with and into DataOnline LLC, a New Jersey limited liability company, on April 12, 2017. |
| | Acquisition of Wikon Kommunikationstechnik GMBH on March 28, 2018. |
| | Acquisition of Digital Masons, Inc. on May 23, 2019. |
| | Acquisition of Intelligent Sensing Anywhere, S.A. on June 7, 2019. |
| Independent Technologies, LLC | Conversion from Independent Technologies, Inc., a Nebraska corporation, to Independent Technologies, LLC, a Nebraska limited liability company, on July 26, 2018. |
| | Acquisition of iTank, LLC on December 31, 2018. |
| Sheyenne Dakota, LLC | Conversion from Sheyenne Dakota Inc., a North Dakota corporation, to Sheyenne Dakota, LLC a North Dakota limited liability company, on October 17, 2018. |
| iTank, LLC | None. |

Schedule 2(a)

Fee-Owned Real Property

| Grantor | Address | County |
|-------------------------------|---|------------------|
| Independent Technologies, LLC | 26 1 st Avenue SE, New London, MN 56273 | Kandiyohi County |
| Sheyenne Dakota, LLC | 200 7 th Avenue NW, West Fargo, ND 58078 | Cass County |

Schedule 2(b)

Leased Real Property

| Grantor | Address | County |
|-------------------------------|--|-------------------|
| DataOnline Corp. | 210 South Street, New Providence, NJ 07974 | Union County |
| Independent Technologies, LLC | 1960 Ridgeview Road, Blair, NE 68008 | Washington County |
| | 1051 Bennett Drive, Suite 101, Longwood, FL 32750 (leased by Independent Technologies, LLC d/b/a Wintel Service Corporation) | Seminole County |
| Sheyenne Dakota, LLC | 601 4th Street SE, De Smet, SD 57231 | Kingsbury County |

Schedule 3**Stock Ownership and Other Equity Interests**

| Issuer | Record Owner / Grantor | Certificate No. | No. Shares / Interest | % Owned of Total Outstanding | % Pledged of Total Outstanding |
|--|---------------------------------------|------------------------|--|-------------------------------------|---------------------------------------|
| DataOnline Corp. | DataOnline Intermediate Holdings, LLC | 2 ² | 78,501.223 Class A Voting Common Stock | 100% | 100% |
| | DataOnline Intermediate Holdings, LLC | 2 ³ | 21,498.777 Class B Non-Voting Common Stock | | |
| DataOnline LLC | DataOnline Corp. | N/A | 100% membership interest | 100% | 100% |
| Independent Technologies, LLC | DataOnline Corp. | N/A | 100% membership interest | 100% | 100% |
| Sheyenne Dakota, LLC | Independent Technologies, LLC | N/A | 100% membership interest | 100% | 100% |
| iTank, LLC | Independent Technologies, LLC | N/A | 100% membership interest | 100% | 100% |
| Metro Tel Company of Minnesota, LLC | Independent Technologies, LLC | N/A | 100% membership interest | 100% | 100% |

² To be reissued.³ To be reissued.

| | | | | | |
|--|----------------|----------------|-----------------------------------|-------|------|
| WIKON Kommunikationstechnik GmbH | DataOnline LLC | N/A | 100% shares (Geschäftsanteile) | 100% | 65% |
| Digital Masons Inc. | DataOnline LLC | 2 ⁴ | 65 Class A Common Shares | 100% | 65% |
| | | 3 | 35 Class A Common Shares | | |
| Intelligent Sensing Anywhere, S.A. | DataOnline LLC | N/A | 1,647,889 Ordinary Shares | 98.4% | 65% |
| Dataonline (UK) Limited | DataOnline LLC | 8 | 65 Ordinary Shares | 100% | 100% |
| | | 9 | 35 Ordinary Shares | | |
| Silicon Controls Australian BidCo Pty Ltd | DataOnline LLC | 2 | 15,277,937 Ordinary Shares | 100% | 100% |

⁴ To be reissued.

31665736.13

Schedule 4

Other Pledged Collateral

None.



Schedule 5(a)**United States Patents and Trademarks****Issued Patents:**

| Patent | App. No. | Filing Date | Patent No. | Issue Date | Applicant / Registered Owner |
|--|-----------------|--------------------|-------------------|-------------------|--------------------------------------|
| Method of Replacing Electrical Components of a Monitoring System | 12/756,227 | 4/8/2010 | 8,061,021 | 11/22/2011 | DataOnline Intellectual Property, LP |
| Optical Non-Contact Sensor for Detecting Material Level in a Container | 11/457,206 | 7/13/2006 | 7,399,985 | 7/15/2008 | DataOnline Intellectual Property, LP |
| Telemetry System Adaptation for Non-Telemetry Equipped Sensors | 13/088,584 | 4/18/2011 | 8,840,147 | 9/23/2014 | DataOnline LLC |
| In-Line Telephony Data Protector with Line Condition Announce | 09/713,978 | 11/16/2000 | 6,556,661 | 4/29/2003 | Independent Technologies, Inc. |
| Monitoring Technology | 10/901,529 | 7/29/2004 | 7,304,588 | 12/4/2007 | Independent Technologies, Inc. |
| Controller and Display | 29/217,033 | 11/12/2004 | D515,039 | 2/14/2006 | Independent Technologies, Inc. |
| Transmitter Antenna | 29/258,736 | 4/26/2006 | D565,534 | 4/1/2008 | Independent Technologies, Inc. |
| Purse Hanger | 29/294,687 | 1/23/2008 | D599,188 | 9/1/2009 | Independent Technologies, Inc. |
| Transmitter Antenna | 29/301,051 | 2/7/2008 | D573,984 | 7/29/2008 | Independent Technologies, Inc. |
| Fuel Oil and Propane Monitoring, Delivery and Sale System and Method | 12/038,895 | 2/28/2008 | 8,079,245 | 12/20/2011 | Independent Technologies, Inc. |

Pending Patent Applications:

| Patent | App. No. | Filing Date | Registration No. | Registration Date | Applicant / Registered Owner |
|--|-----------------|--------------------|-------------------------|--------------------------|-------------------------------------|
| Coordination of Gas Pump with Tank Level Sensors for Fraud Detection | 14/872,780 | 10/1/2015 | - | - | iTank, LLC |
| Closed Tank Fill Level Sensor | 14/872,997 | 10/1/2015 | - | - | iTank, LLC |

Trademarks/Service marks:

| Mark | Application No. | Application Date | Registration No. | Registration Date | Owner/ Applicant |
|--|------------------------|-------------------------|-------------------------|--------------------------|--------------------------------|
| TANKCLARITY | 87552600 | 08/02/2017 | 5412523 | 02/27/2018 | DATAONLINE, LLC |
| SONEX | 87342245 | 2/20/2017 | 5285442 | 9/12/2017 | DataOnLine LLC |
| DATAONLINE (and Design)  | 86494169 | 1/2/2015 | 4838315 | 10/20/2015 | DataOnline, LLC |
| "A BETTER WORLD, CONNECTED" | 86494195 | 1/2/2015 | 4838316 | 10/20/2015 | DataOnline, LLC |
| DATAONBOARD | 77901295 | 12/28/2009 | 4436744 | 11/19/2013 | DataOnLine LLC |
| HAZ-PASS | 77182121 | 5/16/2007 | 3648108 | 6/30/2009 | DataOnline LLC |
| DATAONLINE | 78554208 | 1/26/2005 | 3036969 | 12/27/2005 | DataOnline LLC |
| WINTEL | 73686015 | 9/24/1987 | 1490526 | 5/31/1988 | INDEPENDENT TECHNOLOGIES, INC. |
| WESROC | 74034269 | 3/5/1990 | 1624633 | 11/27/1990 | Independent Technologies, Inc. |
| I-TANK (and Design)  | 77749615 | 6/2/2009 | 3802078 | 6/15/2010 | ITANK, LLC |

Pending Trademarks Applications:

| Mark | Application No. | Application Date | Registration No. | Registration Date | Owner/ Applicant |
|--------------------|------------------------|-------------------------|-------------------------|--------------------------|-------------------------|
| ANOVA ⁵ | 88248151 | 01/03/2019 | - | - | DataOnline Corp. |

⁵ This mark is an intent-to-use trademark application.

Schedule 5(b)**United States Copyrights****Copyrights:**

| Copyright | Registration No. | Registration Date | Registered Owner |
|----------------------|-----------------------------|------------------------------|--------------------------------|
| WESROC.PRG | TXu000626948 | 01/24/1994 | Independent Technologies, Inc. |
| Wesroc host software | TXu000645193 | 09/12/1994 | Independent Technologies, Inc. |

Pending Copyright Applications:

None.

31665736.13

Schedule 6

Commercial Tort Claims

None.

31665736.13

Schedule 7

Letter of Credit Rights

None.

**ARTICLES OF CONVERSION OF
INDEPENDENT TECHNOLOGIES, INC.
INTO
INDEPENDENT TECHNOLOGIES, LLC**

Pursuant to the provisions of the Nebraska Model Business Corporation Act, Independent Technologies, Inc., a Nebraska corporation (the "Corporation"), hereby adopts the following Articles of Conversion for the purpose of converting the Corporation into Independent Technologies, LLC, a Nebraska limited liability company:

1. Independent Technologies, Inc., a Nebraska corporation, shall be converted into a new limited liability company called Independent Technologies, LLC.
2. Independent Technologies, LLC shall be formed under the laws of the State of Nebraska.
3. The conversion is effective upon the filing of these Articles of Conversion.
4. The conversion was approved by the shareholders and directors of the Corporation on July 26, 2018, pursuant to the terms of the Nebraska Model Business Corporation Act.
5. The conversion was approved as required by the Nebraska Uniform Limited Liability Company Act.

IN WITNESS WHEREOF, these Articles of Conversion have been executed by the undersigned as of July 26, 2018.

INDEPENDENT TECHNOLOGIES, INC.,
a Nebraska corporation

By: Henry L. Smith
Henry L. Smith, President and CEO

**CERTIFICATE OF ORGANIZATION
OF
INDEPENDENT TECHNOLOGIES, LLC**

**ARTICLE 1
NAME**

The name of this limited liability company is Independent Technologies, LLC (the "Company").

**ARTICLE 2
DESIGNATED OFFICE**

The Company's designated office in Nebraska is 1960 Ridgeview Road, Blair, Nebraska 68008.

**ARTICLE 3
REGISTERED AGENT**

The name of the registered agent of the Company is Michael F. Kivett whose mailing address is 11240 Davenport Street, Omaha Nebraska 68154.

IN WITNESS WHEREOF, this Certificate of Organization has been executed by the undersigned, effective as of July 26, 2018.

Henry L. Smith

Henry L. Smith, Organizer