

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Paymerica, LLC		12/31/2008	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	YapStone, Inc.		
Street Address:	1411 5th Street, Suite 400		
City:	Santa Monica		
State/Country:	CALIFORNIA		
Postal Code:	90401		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3461316	PAYMERICA	
CORRESPONDENCE DATA			
Fax Number:	(312)980-0728		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3122698000		
Email:	mhall@ngelaw.com		
Correspondent Name:	William J. Lenz		
Address Line 1:	Two North LaSalle Street		
Address Line 4:	Chicago, ILLINOIS 60602		
NAME OF SUBMITTER:	William J. Lenz		
Signature:	/William J. Lenz/		
Date:	01/07/2009		

CH \$40.00 3461316

Total Attachments: 4

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**TRADEMARK
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is effective as of December 31, 2008 (the "Effective Date"), by **Paymerica, LLC**, a Delaware limited liability company with a place of business at 7751 Belfort Parkway, Suite 350, Jacksonville, Florida 32256 ("Assignor"), to **YapStone, Inc.**, a Delaware corporation with a place of business at 1411 5th Street, Suite 400, Santa Monica, California 90401 ("YapStone").

RECITALS

WHEREAS, Assignor is the owner of all right, title and interest in the trademark registration listed on Schedule A attached hereto (the "Trademark"), including the common law rights in the Trademark, and any goodwill associated with and symbolized by the Trademark; and

WHEREAS, YapStone desires to acquire all right, title and interest in and to the Trademark that Assignor may have, including all common law rights in the Trademark, and any goodwill associated with and symbolized by the Trademark.

NOW, THEREFORE, in consideration of the foregoing, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned, transferred and conveyed, and does hereby sell, assign, transfer and convey to YapStone, its successors, legal representatives and assigns, all of Assignor's right, title and interest in, to and under the Trademark, including: (i) all common law rights in the Trademark, (ii) any goodwill associated with and symbolized by the Trademark, (iii) the right to further assign and/or to license any and all right, title and interest in and to the Trademark; and (iv) the right to sue and collect damages for past infringement of the Trademark by any third party.

Assignor hereby authorizes and requests the Commissioner of Trademark to record YapStone as the owner of such Trademark and to issue all registrations for said Trademark to YapStone, as assignee of the U.S. trademark registration listed on Schedule A, for the sole use and enjoyment of YapStone, its successors, legal representatives and assigns. Assignor further agrees to execute any additional documents as may be reasonably necessary or desirable to confirm the assignment of the Trademark to YapStone without charge, provided, however, that all additional costs of preparing and recording such additional documents shall be borne exclusively by YapStone.

Assignor represents and warrants that it is the exclusive owner of all right, title and interest in and to the Trademark, has no knowledge as to any liens, encumbrances, claims and assignments with respect to the Trademark, and has the authority to assign its rights to the Trademark to Assignee.

IN WITNESS WHEREOF, Assignor and YapStone have executed this Trademark Assignment as follows, effective as of the Effective Date.

ASSIGNOR:

PAYMERICA, LLC,
a Delaware limited liability company

By: David Bork
David Bork Manager

YAPSTONE:

YAPSTONE, INC.,
a Delaware corporation

By: Thomas Villante, its Chairman

IN WITNESS WHEREOF, Assignor and YapStone have executed this Trademark Assignment as follows, effective as of the Effective Date.

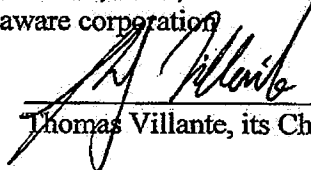
ASSIGNOR:

PAYMERICA, LLC,
a Delaware limited liability company

By: _____
_____, Manager

YAPSTONE:

YAPSTONE, INC.,
a Delaware corporation

By: 

Thomas Villante, its Chairman

SCHEDULE A

Paymerica, LLC Trademark (US)

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
PAYMERICA	Registered	77317738	October 31, 2007	3461316	July 8, 2008