

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PAYROLL PLUS CORPORATION		04/02/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MARQUETTE CAPITAL FUND II, LP
Street Address:	60 South Sixth Street
Internal Address:	Suite 3510
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	MERION INVESTMENT PARTNERS II, L.P.
Street Address:	555 East Lancaster Avenue
Internal Address:	Suite 500
City:	Radnor
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	HIGH STREET CAPITAL IV SBIC, L.P.
Street Address:	11 South LaSalle Street
Internal Address:	5th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
		TRADEMARK

Registration Number:

1407925

PAYROLL PLUS

CORRESPONDENCE DATA

Fax Number: (612)492-7077

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 612-492-7000

Email: ip@fredlaw.com

Correspondent Name: Patricia A. Larson, Senior Paralegal

Address Line 1: Fredrikson & Byron, P.A.

Address Line 2: 200 S. SIXTH STREET, SUITE 4000

Address Line 4: MINNEAPOLIS, MINNESOTA 55402

NAME OF SUBMITTER:

Patricia A. Larson

Signature:

/Patricia A. Larson/

Date:

04/05/2012

Total Attachments: 3

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NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

United States Patent and Trademark Office:

Please be advised that pursuant to a Security Agreement dated as of April 2, 2012 (the "Security Agreement") by PAYROLL PLUS CORPORATION, a Delaware corporation ("Grantor"), for the benefit of MARQUETTE CAPITAL FUND II, LP, a Delaware limited partnership, ("Marquette" or the "Agent"), MERION INVESTMENT PARTNERS II, L.P., a Delaware limited partnership ("Merion"), and HIGH STREET CAPITAL IV SBIC, L.P., a Delaware limited partnership ("High Street", and collectively with Marquette and Merion, the "Secured Parties"), Grantor has granted to Secured Parties a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below together with the goodwill of the business with which any trademarks and trademark applications included with such intellectual property are associated:

TRADEMARKS

See Part I of Exhibit A attached hereto and incorporated herein by reference.

TRADEMARK APPLICATIONS

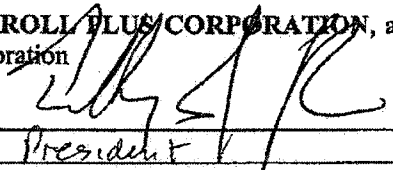
See Part II of Exhibit A attached hereto and incorporated herein by reference.

Secured Parties' security interest in the described trademarks and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

[Signature Page Follows]

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

PAYROLL PLUS CORPORATION, a Delaware corporation

By: 
Its: President

Signature Page to Notice of Security Interest in Trademarks (Payroll Plus Corporation)

EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

PART I. TRADEMARKS

Mark	Registration No.	Registration Date
PAYROLL PLUS	1,407,925	9/2/1986

PART II. TRADEMARK APPLICATIONS

MARK	SERIAL NUMBER	FILING DATE
None		