

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Collateral Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
vantiv, LLC	FORMERLY Fifth Third Processing Solutions, LLC	03/27/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA	
Name:	JPMorgan Chase Bank, N.A.
Street Address:	1111 Fannin Street
Internal Address:	Floor 10
City:	Houston
State/Country:	TEXAS
Postal Code:	77002-6925
Entity Type:	: UNITED STATES

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	3481501	JEANIE
Registration Number:	3464161	SPRINGBOK SERVICES
Registration Number:	3410601	SPRINGBOK SERVICES
Registration Number:	3299623	SPRINGBOK
Registration Number:	3299622	SPRINGBOK
Registration Number:	3281504	EMPLOYEE GIFT GIVING MADE EASY
Registration Number:	2733728	CMC
Registration Number:	2646000	SKIPJACK
Registration Number:	2626436	PREMIER ISSUE
Registration Number:	2569811	CARD MANAGEMENT CORPORATION
Registration Number:	2417652	SKIPJACK
Registration Number:	1712167	JEANIE
Registration Number:	1120703	JEANIE

CH \$1315.00 3481501

Registration Number:	3295429	AGILE, SECURE & POWERFUL PREPAID SOLUTIONS
Registration Number:	3299714	AGILE, SECURE & POWERFUL PREPAID SOLUTIONS
Registration Number:	3435030	CASH REWARDS2U
Registration Number:	3939459	DESIGN IT! PHOTOCARD
Registration Number:	4059616	DESIGN IT! STUDIO
Registration Number:	4082599	E-SIMILATE
Registration Number:	3404392	EMPOWERING YOUR MISSION
Registration Number:	2697114	GOTOMYCARD
Registration Number:	2813446	GOTOMYCARD.COM
Registration Number:	4095694	MEMBER MILES
Registration Number:	4076337	OMNISHIELD
Registration Number:	4073249	OMNISHIELD
Registration Number:	3393112	PAYMENT SERVICES. SIMPLY DELIVERED.
Registration Number:	3299624	POWERING PREPAID
Registration Number:	3464162	POWERING PREPAID
Registration Number:	3295497	PROKNOW
Registration Number:	2908571	REWARDS 2U
Registration Number:	3545053	SCOREWORKS
Registration Number:	2225054	TNB CARD SERVICES
Registration Number:	2993074	TNB MEMBERS CARD
Registration Number:	2618794	VIP ACCESS
Registration Number:	2699370	VIP CARDEX
Registration Number:	3749842	VIP CARDSTATION
Registration Number:	2699410	VIP EXCHANGE
Registration Number:	2676303	VIP PAY
Registration Number:	3400822	VIP PORTFOLIO PRO
Registration Number:	2768606	VIP REPORTS
Registration Number:	2714989	VIP SOLUTIONS
Registration Number:	4059848	
Registration Number:	4059850	
Serial Number:	77057047	BENEFITS2U
Serial Number:	85298830	MEMBER MILES
Serial Number:	85315401	PAYTALLY
Serial Number:	85278212	VANTIV
Serial Number:	85241718	VANTIV

	85241733	VANTIV
Serial Number:	85241778	VANTIV
Serial Number:	85241792	VANTIV
Serial Number:	85529445	

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (212) 455-2024
 Email: jnull@stblaw.com
 Correspondent Name: Corina Gugler
 Address Line 1: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1667
NAME OF SUBMITTER:	J. Jason Mull
Signature:	/J. Jason Mull/
Date:	04/02/2012

Total Attachments: 9
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Trademark Collateral Agreement

This March 27, 2012, vantiv, LLC (formerly, Fifth Third Processing Solutions, LLC) ("*Debtor*") with its principal place of business and mailing address at 8500 Governor's Hill Drive, MD 1GH4YE, Symmes Township, OH 45249-1384, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges as collateral security to JPMORGAN CHASE BANK, N.A., a national banking association (the "*Agent*"), with its mailing address at 1111 Fannin Street, Floor 10, Houston, TX 77002-6925, acting as collateral agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns, and grants to the Agent for the benefit of the Secured Creditors a first priority lien on and security interest in, and acknowledges and agrees that the Agent has and shall continue to have until the Termination Date for the benefit of the Secured Creditors a continuing first priority lien on and security interest in, and right of set-off against, all right, title, and interest of such Debtor, whether now owned or existing or hereafter created, acquired or arising, in and to all of the following:

(i) Each trademark, trademark registration, and trademark application owned by the Debtor, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application, including those listed on Schedule A hereto; 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 trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the prompt and complete payment and performance of all Secured Obligations of Debtor as set out in that certain Security Agreement bearing even date herewith among Debtor, Agent and the other debtors party thereto, as the same may be amended, restated, amended and restated or otherwise modified from time to time (the "*Security Agreement*"). All capitalized terms used herein without definition have the meanings given to such terms in the Security Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark 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. In the event of any conflict between the terms of this Trademark Collateral Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

THIS TRADEMARK COLLATERAL AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND CONSTRUED BY AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

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

VANTIV, LLC

By: 

Name: Mark Heimboch

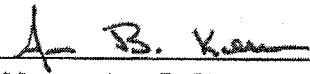
Title: Vice President and
Chief Financial Officer

[Signature Page to Trademark Collateral Agreement- vantiv]

TRADEMARK
REEL: 004753 FRAME: 0740

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

JPMORGAN CHASE BANK, N.A., a national banking
association, as Agent




By: 
Name: Ann B. Kerns
Title: Vice President


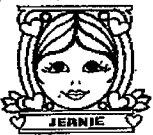
[Signature Page to Trademark Collateral Agreement- vantiv]

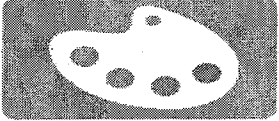

TRADEMARK
REEL: 004753 FRAME: 0741


**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**




U.S. TRADEMARK REGISTRATION/APPLICATION NUMBERS

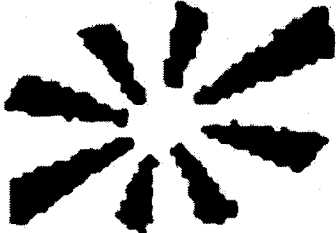
Title	Reg. No./ App. No.
 JEANIE	3481501
 SPRINGBOK SERVICES	3464161
 SPRINGBOK SERVICES	3410601
SPRINGBOK SPRINGBOK	3299623
SPRINGBOK SPRINGBOK	3299622
EMPLOYEE GIFT GIVING MADE EASY EMPLOYEE GIFT GIVING MADE EASY	3281504

Title	Reg. No./ App. No.
 CMC	2733728
SKIPJACK	2646000
PREMIER ISSUE	2626436
CARD MANAGEMENT CORPORATION	2569811
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CASH REWARDS2U CASH REWARDS2U	3435030
DESIGN IT! PHOTOCARD DESIGN IT! PHOTOCARD	3939459

Title	Reg. No./ App. No.
 <p>DESIGN IT! STUDIO</p>	4059616
<p>E-SIMILATE</p> <p>E-SIMILATE</p>	4082599
<p>EMPOWERING YOUR MISSION</p> <p>EMPOWERING YOUR MISSION</p>	3404392
<p>GOTOMYCARD</p>	2697114
<p>GOTOMYCARD.COM</p>	2813446
 <p>MEMBER MILES</p>	4095694
<p>OMNISHIELD</p> <p>OMNISHIELD</p>	4076337
<p>OMNISHIELD</p> <p>OMNISHIELD</p>	4073249
<p>PAYMENT SERVICES. SIMPLY DELIVERED.</p> <p>PAYMENT SERVICES. SIMPLY DELIVERED.</p>	3393112

Title	Reg. No./ App. No.
POWERING PREPAID POWERING PREPAID	3299624
POWERING PREPAID POWERING PREPAID	3464162
PROKNOW PROKNOW	3295497
REWARDS 2U	2908571
SCOREWORKS SCOREWORKS	3545053
 TNB CARD SERVICES	2225054
TNB MEMBERS CARD	2993074
VIP ACCESS	2618794
VIP CARDEX	2699370
VIP CARDSTATION VIP CARDSTATION	3749842
VIP EXCHANGE	2699410
VIP PAY	2676303

Title	Reg. No./ App. No.
VIP PORTFOLIO PRO VIP PORTFOLIO PRO	3400822
VIP REPORTS	2768606
VIP SOLUTIONS	2714989
 <p>DESIGN ONLY (THE MARK CONSISTS OF A GLOBE MADE UP OF A GRID WITH AN AIRPLANE CIRCLING IT COMING FROM THE LEFT HAND SIDE OF THE GLOBE TO THE RIGHT IN AN UPWARD MOTION FOLLOWED BY PARALLEL MOTION MARKS.)</p>	4059848
 <p>DESIGN ONLY (THE MARK CONSISTS OF A GLOBE MADE UP OF A GRID WITH AN AIRPLANE CIRCLING IT COMING FROM THE LEFT HAND SIDE OF THE GLOBE TO THE RIGHT IN AN UPWARD MOTION FOLLOWED BY PARALLEL MOTION MARKS.)</p>	4059850
BENEFITS2U BENEFITS2U	77057047
 <p>MEMBER MILES</p>	85298830
PAYTALLY PAYTALLY	85315401

Title	Reg. No./ App. No.
<p data-bbox="175 363 431 422">VANTIV</p> <p data-bbox="136 478 233 506">VANTIV</p>	<p data-bbox="1175 317 1276 344">85278212</p>
<p data-bbox="175 573 431 632">VANTIV</p> <p data-bbox="136 688 233 716">VANTIV</p>	<p data-bbox="1175 527 1276 554">85241718</p>
<p data-bbox="175 783 431 842">VANTIV</p> <p data-bbox="136 898 233 926">VANTIV</p>	<p data-bbox="1175 737 1276 764">85241733</p>
<p data-bbox="175 993 431 1052">VANTIV</p> <p data-bbox="136 1108 233 1136">VANTIV</p>	<p data-bbox="1175 947 1276 974">85241778</p>
<p data-bbox="175 1203 431 1262">VANTIV</p> <p data-bbox="136 1318 233 1346">VANTIV</p>	<p data-bbox="1175 1157 1276 1184">85241792</p>
 <p data-bbox="136 1644 1013 1696">DESIGN ONLY (THE MARK CONSISTS OF EIGHT RECTANGLES FORMING A STAR.)</p>	<p data-bbox="1175 1367 1276 1394">85529445</p>