

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Capital Finance, Inc., as Agent		05/08/2013	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	PAI Group, Inc.
Street Address:	840 North Lenola Road, Unit 6
City:	Moorestown
State/Country:	NEW JERSEY
Postal Code:	08057
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3137499	ONLINE EMPLOYER
Registration Number:	3313782	PAYCHOICE
Registration Number:	2819365	PAYCHOICE ENCORE
Registration Number:	2800158	PAYCHOICE ONLINE
Registration Number:	2797405	PAYROLL IN A FLASH
Registration Number:	2611839	PEOPLECHOICE HR
Registration Number:	2291782	PAYROLL ASSOCIATES
Registration Number:	2313983	THE PAYCHOICE CONNECTION
Registration Number:	2307476	PAYCHOICE
Registration Number:	2931436	EASYCHOICE

CORRESPONDENCE DATA

Fax Number:

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

900254777

**TRADEMARK
 REEL: 005024 FRAME: 0568**

OP \$265.00 3137499

via US Mail.

Email: daniel.cote@thomsonreuters.com
Correspondent Name: Robin Riley, Legal Assistant
Address Line 1: 75 East 55th Street
Address Line 2: Paul Hastings LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Robin Riley, Legal Assistant
Signature:	/daniel cote thomsonreuters/
Date:	05/09/2013

Total Attachments: 4

source=PAI - Trademark Release (executed) with Cover Page#page1.tif
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source=PAI - Trademark Release (executed) with Cover Page#page3.tif
source=PAI - Trademark Release (executed) with Cover Page#page4.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Wells Fargo Capital Finance, Inc., as Agent

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: California
 Other _____

Citizenship (see guidelines) American

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: PAI Group, Inc.

Internal

Address: _____

Street Address: 840 North Lenola Road, Unit 6

City: Moorestown

State: New Jersey

Country: USA Zip: 08057

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship USA - Delaware
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) May 8, 2013

- Assignment Merger
 Security Agreement Change of Name
 Other Release of Trademarks

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See attached Schedule A.

B. Trademark Registration No.(s)

See attached Schedule A.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Robin Riley, Legal Assistant

Internal Address: Paul Hastings LLP

Street Address: 75 East 55th Street

City: New York

State: NY Zip: 10022

Phone Number: 212-318-6493

Fax Number: 212-319-4090

Email Address: robinriley@paulhastings.com

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Robin Riley

 Signature

May 9, 2013

_____ Date

Robin Riley

 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of May 8, 2013, is made by Wells Fargo Capital Finance, Inc. (successor in interest to Wells Fargo Foothill, Inc.), as Agent for the Lender Group and the Bank Product Providers (together with its successors and assigns, the "Agent").

WHEREAS, (i) PAI Group, Inc., a Delaware corporation, (ii) Payroll Associates, LLC, a Delaware limited liability company, (iii) PAI Services, LLC, a Delaware limited liability company, (iv) PAI Services Texas, L.P., a Delaware limited partnership, and (v) PAI Securities, LLC, a Delaware limited liability company, (together, the "Grantors") have granted a security interest in certain personal property to the Agent, including without limitation a security interest in certain trademarks and trademark applications ("Trademarks"), pursuant to that certain Trademark Security Agreement dated as of March 10, 2006;

WHEREAS, the security interests granted to the Agent were recorded at the United States Patent and Trademark Office as follows: on March 10, 2006 at Reel 003265 and Frame 0031;

WHEREAS, the Agent has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the Agent hereby terminates and releases all mortgages, liens, and security interests granted to the Agent in the following:

1. all of the Grantors' Trademarks including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by Grantors against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Agent has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

WELLS FARGO CAPITAL FINANCE, INC,
as Agent

By: 
Name: Matthew Maclay
Title: Director

[Release of Trademarks]

TRADEMARK
REEL: 005024 FRAME: 0572

Schedule A

Trademarks

Trademark	Application / Registration No.
ONLINE EMPLOYER	3,137,499
PAYCHOICE	3,313,782
PAYCHOICE ENCORE	2,819,365
PAYCHOICE ONLINE	2,800,158
PAYROLL IN A FLASH	2,797,405
PEOPLECHOICE HR	2,611,839
PAYROLL ASSOCIATES	2,291,782
THE PAYCHOICE CONNECTION	2,313,983
PAYCHOICE	2,307,476
EASYCHOICE	2,931,436