

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
vantiv, LLC		05/15/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	JPMorgan Chase Bank, N.A.
Street Address:	500 Stanton Christiana Rd. Ops 2
City:	Newark
State/Country:	DELAWARE
Postal Code:	19713
Entity Type:	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 53**

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:	2417652	SKIPJACK
Registration Number:	1712167	JEANIE
Registration Number:	1120703	JEANIE
Registration Number:	3295429	AGILE, SECURE & POWERFUL PREPAID SOLUTIO
Registration Number:	3299714	AGILE, SECURE & POWERFUL PREPAID SOLUTIO

**TRADEMARK**

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:	4117485	MEMBER MILES
Registration Number:	4076337	OMNISHIELD
Registration Number:	4073249	OMNISHIELD
Registration Number:	3393112	PAYMENT SERVICES. SIMPLY DELIVERED.
Registration Number:	4114100	PAYTALLY
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:	4191540	VANTIV
Registration Number:	4203053	VANTIV
Registration Number:	4210859	VANTIV
Registration Number:	4210860	VANTIV
Serial Number:	85241792	VANTIV
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

	85529445	
Serial Number:	85913548	EXPECT MORE
Serial Number:	85905826	PAYFAC
Serial Number:	85905825	VEST

**CORRESPONDENCE DATA**

Fax Number: 3026365454  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 800-927-9801 x 62348  
Email: tqalls@cscinfo.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	668194 (6)
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/30/2013

**Total Attachments: 16**  
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**Trademark Collateral Agreement**

This May 15, 2013, VANTIV, LLC (“*Debtor*”) with its principal place of business and mailing address at 8500 Governors Hill Drive, Symmes Township, OH 45249, 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 500 Stanton Christiana Rd Ops 2, Newark, DE 19713, acting as collateral agent hereunder for the Secured Parties 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 Parties 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 Parties 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.

[SIGNATURE PAGE TO FOLLOW]

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 Heimbouch

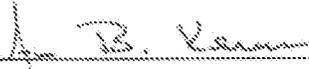
Title: Chief Financial Officer

[Signature Page to Trademark Collateral Agreement]

**TRADEMARK**  
**REEL: 005037 FRAME: 0897**

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

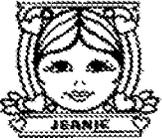
JPMORGAN CHASE BANK, N.A., a national banking  
association, as Agent

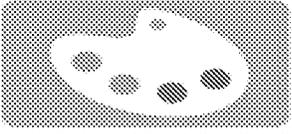
By:   
Name: Ann B. Kerns  
Title: Vice President

**SCHEDULE A  
TO TRADEMARK COLLATERAL AGREEMENT**

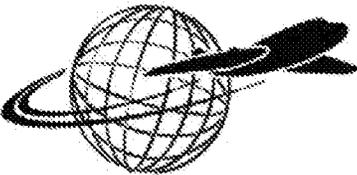
**U.S. TRADEMARK REGISTRATION/APPLICATION NUMBERS**

Title	Reg. No./ App. No.
 JEANIE	3481501
 SPRINGBOK SERVICES	3464161
 SPRINGBOK SERVICES	3410601
<b>SPRINGBOK</b> SPRINGBOK	3299623
<b>SPRINGBOK</b> 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
SKIPJACK	2417652
JEANIE	1712167
 JEANIE	1120703
AGILE, SECURE & POWERFUL PREPAID SOLUTIONS  AGILE, SECURE & POWERFUL PREPAID SOLUTIONS	3295429
AGILE, SECURE & POWERFUL PREPAID SOLUTIONS  AGILE, SECURE & POWERFUL PREPAID SOLUTIONS	3299714
CASH REWARDS2U  CASH REWARDS2U	3435030
DESIGN IT! PHOTOCARD  DESIGN IT! PHOTOCARD	3939459

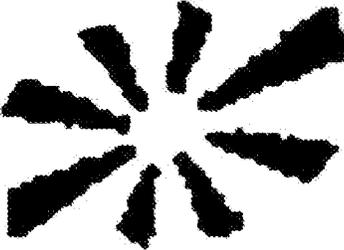
Title	Reg. No./ App. No.
 DESIGN IT! STUDIO DESIGN IT! STUDIO	4059616
E-SIMILATE E-SIMILATE	4082599
EMPOWERING YOUR MISSION EMPOWERING YOUR MISSION	3404392
GOTOMYCARD	2697114
GOTOMYCARD.COM	2813446
 MEMBER MILES	4095694
MEMBER MILES	4117485
OMNISHIELD OMNISHIELD	4076337
OMNISHIELD	4073249
PAYMENT SERVICES. SIMPLY DELIVERED. PAYMENT SERVICES. SIMPLY DELIVERED.	3393112
PAYTALLY	4114100

Title	Reg. No./ App. No.
POWERING PREPAID	3299624
POWERING PREPAID  POWERING PREPAID	3464162
PROKNOW  PROKNOW	3295497
REWARDS 2U	2908571
SCOREWORKS  SCOREWORKS	3545053
 TNB CARD SERVICES	2225054
VANTIV  VANTIV	4191540
VANTIV  VANTIV	4203053
VANTIV  VANTIV	4210859

Title	Reg. No./ App. No.
<p style="text-align: center;"><b>VANTIV</b></p> <p>VANTIV</p>	4210860
<p style="text-align: center;"><b>VANTIV</b></p> <p>VANTIV</p>	85241792
VIP ACCESS	2618794
VIP CARDEX	2699370
<p style="text-align: center;"><b>VIP CARDSTATION</b></p> <p>VIP CARDSTATION</p>	3749842
VIP EXCHANGE	2699410
VIP PAY	2676303
<p style="text-align: center;"><b>VIP PORTFOLIO PRO</b></p> <p>VIP PORTFOLIO PRO</p>	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

Title	Reg. No./ App. No.
 <p data-bbox="123 474 1057 590">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

**Trademark Applications:**

Title	Reg. No./ App. No.
BENEFITS2U	77057047
 <p data-bbox="123 1262 906 1350">DESIGN ONLY (THE MARK CONSISTS OF EIGHT RECTANGLES FORMING A STAR.)</p>	85529445
EXPECT MORE	85913548
PAYFAC	85905826
VEST	85905825