

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|   |                                 |                          |                               |
|---|---------------------------------|--------------------------|-------------------------------|
| <b>SUBMISSION TYPE:</b>   |                                 | NEW ASSIGNMENT           |                               |
| <b>NATURE OF CONVEYANCE:</b>  |                                 | RELEASE BY SECURED PARTY |                               |
| <b>CONVEYING PARTY DATA</b>   |                                 |                          |                               |
| <b>Name</b>   | <b>Formerly</b>                 | <b>Execution Date</b>    | <b>Entity Type</b>            |
| JPMorgan Chase Bank N.A.  |                                 | 10/23/2013               | National Banking Association: |
| <b>RECEIVING PARTY DATA</b>   |                                 |                          |                               |
| <b>Name:</b>  | Ovation Payroll, Inc.           |                          |                               |
| <b>Street Address:</b>  | 200 Canal View Blvd, Suite 200  |                          |                               |
| <b>City:</b>  | Rochester                       |                          |                               |
| <b>State/Country:</b>   | NEW YORK                        |                          |                               |
| <b>Postal Code:</b>   | 14623                           |                          |                               |
| <b>Entity Type:</b>   | CORPORATION: DELAWARE           |                          |                               |
| <b>PROPERTY NUMBERS Total: 3</b>  |                                 |                          |                               |
| <b>Property Type</b>  | <b>Number</b>                   | <b>Word Mark</b>         |                               |
| <b>Serial Number:</b>   | 85110994                        |                          |                               |
| <b>Serial Number:</b>   | 85073761                        | PAYROLL WITH PERSONALITY |                               |
| <b>Serial Number:</b>   | 85026033                        | OVATION PAYROLL          |                               |
| <b>CORRESPONDENCE DATA</b>  |                                 |                          |                               |
| <b>Fax Number:</b>  |                                 |                          |                               |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> |                                 |                          |                               |
| <b>Email:</b>   | trademarkny@winston.com         |                          |                               |
| <b>Correspondent Name:</b>  | Patrick Strubbe                 |                          |                               |
| <b>Address Line 1:</b>  | 100 North Tryon Street          |                          |                               |
| <b>Address Line 2:</b>  | Winston & Strawn LLP            |                          |                               |
| <b>Address Line 4:</b>  | Charlotte, NORTH CAROLINA 28202 |                          |                               |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 3165.7103                       |                          |                               |
| <b>NAME OF SUBMITTER:</b>   | TrademarkNY                     |                          |                               |

CH \$90.00 85110994

**900269786**

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 REEL: 005136 FRAME: 0713**

|  |            |
|--|------------|
| Signature:   | /MNocera/  |
| Date:  | 10/23/2013 |
| Total Attachments: 4<br>source=Release Reel 5065 Frame 0253#page1.tif<br>source=Release Reel 5065 Frame 0253#page2.tif<br>source=Release Reel 5065 Frame 0253#page3.tif<br>source=Release Reel 5065 Frame 0253#page4.tif |            |

**TERMINATION OF  
TRADEMARK SECURITY AGREEMENT**

**October 23, 2013**

WHEREAS, the undersigned are parties to that certain Trademark Security Agreement, recorded by the Assignment Division of the U.S. Patent and Trademark Office at Reel 5065, Frame 0253 on July 8, 2013 (the "Trademark Security Agreement"), by and among Ovation Payroll, Inc., a Delaware corporation (the "Company"), and JPMorgan Chase Bank, N.A., a national banking association, in its capacity as the administrative agent (in such capacity, the "Administrative Agent") under that certain Second Amended and Restated Credit Agreement dated as of November 24, 2010 by and among Heartland Payment Systems, Inc., the lenders and agents party thereto and the Administrative Agent (as amended, supplemented and otherwise modified, the "Credit Agreement");

WHEREAS, pursuant to the Trademark Security Agreement and certain other agreements entered into in connection with the Credit Agreement, the Company granted a security interest in its right, title and interest in the property listed on Schedule 1 hereto (the "Pledged Collateral") to the Administrative Agent, for the ratable benefit of the Secured Parties referred to therein, as collateral security for the prompt and complete payment and performance of the Secured Obligations referred to therein;


WHEREAS, as of the date hereof, the Secured Obligations have been paid and discharged in full.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intent to be legally bound hereby, each of the undersigned hereby agrees that the Trademark Security Agreement shall be terminated, all security interests of the Administrative Agent in the Pledged Collateral in connection with the Trademark Security Agreement and the Credit Agreement are hereby released, and the parties hereto shall have no further rights, remedies, liabilities or obligations thereunder.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have executed this Termination of Security Interests to be effective as of the date first written above.

JPMorgan Chase Bank, N.A., as  
Administrative Agent

By:   
Name: Goh Siew Tan  
Title: Vice President

State of New York )  
County of New York ) ss.

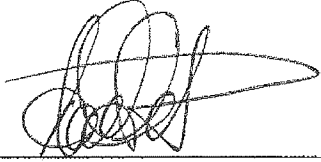
The foregoing instrument was acknowledged before me this 8 day of October, 2013 by Goh Siew Tan, an authorized signatory of JPMorgan Chase Bank, N.A., a national banking corporation, on behalf of said banking corporation.

ADREA S. ADAMS  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN BRONX COUNTY  
REG. #01AD6237811  
MY COMM. EXP. MARCH 28, 2015

  
Notary Public

AGREED AND ACCEPTED

Ovation Payroll, Inc.



By: \_\_\_\_\_

Name: David Gilbert

Title: President

Signature Page to Termination of Trademark Security Agreement  
(Ovation Payroll, Inc.)

TRADEMARK  
REEL: 005136 FRAME: 0717

Schedule 1

Trademarks

| Mark                     | Country       | App No   | App Date  | Reg. No | Reg. Date | Class    | Goods and Services   | Case Status                            |
|--------------------------|---------------|----------|-----------|---------|-----------|----------|--|--|
| [Design]                 | United States | 85110994 | 8/19/2010 | 3991197 | 7/5/2011  | 35<br>36 | Class 35: Administration of business payroll for others; payroll administration and management services; payroll preparation; payroll processing services; wage payroll services for others<br>Class 36: Payroll tax debiting services   | Registered<br>Renewal due<br>7/5/2021  |
| PAYROLL WITH PERSONALITY | United States | 85073761 | 6/29/2010 | 3930164 | 3/8/2011  | 35<br>36 | Class 35: Administration of business payroll for others; payroll administration and management services; payroll preparation; payroll processing services; wage payroll services for others; payroll deduction administration; and payroll administration and management services in the nature of management and administration of employee payroll deductions<br>Class 36: Payroll tax debiting services   | Registered<br>Renewal due<br>3/8/2021  |
| OVATION PAYROLL          | United States | 85026033 | 4/29/2010 | 3921229 | 2/15/2011 | 35<br>36 | Class 35: Administration of business payroll for others; payroll administration and management services; payroll preparation; payroll processing services; wage payroll services for others; time keeping administration and management services for others; payroll deduction administration; and payroll administration and management services in the nature of management and administration of employee payroll deductions<br>Class 36: Payroll tax debiting services | Registered<br>Renewal due<br>2/15/2021 |