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
Heartland Payment Systems, Inc.		10/23/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Adminstrative Agent
Street Address:	135 S. LaSalle Street
Internal Address:	Mail Code: IL4-135-09-61
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 85

Property Type	Number	Word Mark
Registration Number:	3971687	ACCELURAID
Registration Number:	2989436	CAFE ENTERPRISE
Registration Number:	4152876	CAFÉ PREPAY
Registration Number:	2949857	CHOCKSTONE
Registration Number:	1600557	COMALEX
Registration Number:	3989644	COMALEX
Registration Number:	4163416	COMALEX
Registration Number:	3905202	CONFIRMPAY
Registration Number:	3894896	CONFIRMPAY
Registration Number:	3336877	DELIVERING THE FUTURE OF STORED VALUE
Registration Number:	3857617	E3
Registration Number:	3808022	E3 END-TO-END ENCRYPTION POWERED BY HEAR
Registration Number:	3250944	ECSI

CH $2140.00 3971687

Registration Number:	3250945	ECSI
Registration Number:	3734084	FRESHTXT
Registration Number:	3869521	FULL COURSE BUSINESS SOLUTIONS
Registration Number:	3869522	FULL COURSE BUSINESS SOLUTIONS
Registration Number:	3712487	GIVE SOMETHING BACK NETWORK
Registration Number:	3712488	GIVE SOMETHING BACK NETWORK
Registration Number:	3541056	GSB NETWORK
Registration Number:	3541055	GSB NETWORK
Registration Number:	4074537	HEARTLAND
Registration Number:	4074538	HEARTLAND
Registration Number:	4339003	HEARTLAND
Registration Number:	3941413	HEARTLAND
Registration Number:	3642349	HEARTLAND AUTO RECOVERY
Registration Number:	3865522	HEARTLAND BATCH EXPRESS
Registration Number:	3736615	HEARTLAND CARES FOUNDATION
Registration Number:	3904967	HEARTLAND CONNECT
Registration Number:	2742163	HEARTLAND PAYMENT SYSTEMS
Registration Number:	3315693	HEARTLAND PAYMENT SYSTEMS THE HIGHEST ST
Registration Number:	3578543	HEARTLAND PAYMENT SYSTEMS THE HIGHEST ST
Registration Number:	3304298	HEARTLAND POS G·A·T·E·W·A·Y
Registration Number:	3304297	HEARTLAND POS GATEWAY
Registration Number:	3868306	HEARTLAND SMARTLINK
Registration Number:	3642348	HEARTLAND TABLE SIDE
Registration Number:	3625889	HEARTLAND WEBCONNECT
Registration Number:	3303529	HPS
Registration Number:	3308348	HPS
Registration Number:	3132232	INSTAVIEW
Registration Number:	2310350	LUNCHBOX
Registration Number:	3762235	MERCHANT BILL OF RIGHTS
Registration Number:	3786316	MERCHANT BILL OF RIGHTS
Registration Number:	4283578	MOBUYLE
Registration Number:	4365219	MOBUYLE
Registration Number:	3484768	MY PAL
Registration Number:	2420916	MYCARD@SCHOOL
Registration Number:	2832956	MYCARD@SCHOOL

	2748710	MYLUNCHMONEY.COM
Registration Number:	3296122	MYNUTRIKIDS.COM
Registration Number:	3337854	MYNUTRIKIDS.COM
Registration Number:	4255165	MYSCHOOLBUCKS
Registration Number:	1977843	NUTRIKIDS
Registration Number:	2077503	NUTRIKIDS
Registration Number:	3270808	NUTRIKIDS
Registration Number:	3310365	NUTRIKIDS
Registration Number:	3695183	NUTRIKIDS
Registration Number:	4335109	ONECARD
Registration Number:	3905751	ONECARD
Registration Number:	3303428	PASSPORT
Registration Number:	4333982	REFUNDSELECT
Registration Number:	3250943	SERVICE NEVER RESTS.
Serial Number:	77279494	SIMPLYLOYALTY
Registration Number:	3604275	SINGLE SWIPE
Registration Number:	3713394	SINGLESWIPE
Registration Number:	3488076	SL TECH
Registration Number:	4408135	WAVEREADER SPIN
Registration Number:	4282598	WAVEREADER SPIN
Serial Number:	77737060	HEARTLAND CAMPUS ONECARD
Serial Number:	85717365	HEARTLAND MOSAIC
Serial Number:	85717377	HEARTLAND MOSAIC
Serial Number:	85874092	HEARTLAND PAYMENT SYSTEMS
Serial Number:	85874096	HEARTLAND PAYMENT SYSTEMS
Serial Number:	85874100	HEARTLAND PAYMENT SYSTEMS
Serial Number:	85874101	HEARTLAND PAYMENT SYSTEMS
Serial Number:	77757779	HEARTLAND SMARTLINK
Serial Number:	85337809	MOBUYLE
Serial Number:	85662769	PORTICO
Serial Number:	85662828	PORTICO
Serial Number:	85642043	PROSPER
Serial Number:	85642064	PROSPER
Serial Number:	85642077	PROSPER
Serial Number:	85707753	SMARTLINK

	85652762	WAVERIDER
Serial Number:	85652764	WAVERIDER

CORRESPONDENCE DATA

Fax Number:

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

Email:	trademarkny@winston.com
Correspondent Name:	Patrick Strubbe
Address Line 1:	100 North Tryon Street
Address Line 2:	Winston & Strawn LLP
Address Line 4:	Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	3165.7103
NAME OF SUBMITTER:	W&S
Signature:	/Patrick Strubbe/
Date:	10/24/2013

Total Attachments: 14
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NOTICE OF GRANT OF SECURITY INTEREST
IN
TRADEMARKS

October 23, 2013

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of October 23, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among Heartland Payment Systems, Inc., a Delaware corporation (the "Grantor"), the other grantors party thereto and Bank of America, N.A., as administrative agent (in such capacity, including any successors and assigns, the "Administrative Agent") for the Secured Parties referenced in the Agreement, the Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks identified on Schedule 1 hereto (the "Trademark Collateral") to the Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Loan Documents and (b) is not to be construed as an assignment of any Trademark or Trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[*Remainder of Page Intentionally Left Blank;*
Signature Page Follows]

Address of Grantor:

90 Nassau Street
Second Floor
Princeton, NJ 08542

Very truly yours,

HEARTLAND PAYMENT SYSTEMS, INC.,
as Grantor

By:_____
Name: Robert H. Baldwin, Jr.
Title: Vice Chair

Address of Administrative Agent:

Bank of America, N.A., as Administrative Agent
135 S. LaSalle St.
Mail Code: IL4-135-09-61
Chicago, IL 60603

Acknowledged and accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By:_____
Name:
Title:

[*Signature Page to Notice of Grant of Security Interest in Trademarks - Heartland Payment Systems, Inc.*]

Address of Grantor:

90 Nassau Street
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Princeton, NJ 08542

Address of Administrative Agent:

Bank of America, N.A., as Administrative Agent
135 S. LaSalle St.
Mail Code: IL4-135-09-61
Chicago, IL 60603

Very truly yours,

HEARTLAND PAYMENT SYSTEMS, INC.,
as Grantor

By:_____
Name: Robert H. B. Baldwin, Jr.
Title: Vice Chair

Acknowledged and accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By:_____
Name: Denise Jones
Title: Assistant Vice President

[Signature Page to Notice of Grant of Security Interest in Trademarks - Heartland Payment Systems, Inc.]

SCHEDULE 1

TRADEMARKS

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
»Acceleraid	3971687	31-May-11
CAFE ENTERPRISE	2989436	30-Aug-05
CAFÉ PREPAY	4152876	5-Jun-12
CHOCKSTONE	2949857	10-May-05
COMALEX	1600557	12-Jun-90
COMALEX	3989644	5-Jul-11
COMALEX	4163416	26-Jun-12

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
CONFIRMPAY	3905202	11-Jan-11
CONFIRMPAY	3894896	21-Dec-10
DELIVERING THE FUTURE OF STORED VALUE	3336877	13-Nov-07
E3	3857617	5-Oct-10
End-to-End Encryption powered by Heartland Payment Systems	3808022	22-Jun-10
ECSI	3250944	12-Jun-07
ECSI	3250945	12-Jun-07
FRESHTXT	3734084	5-Jan-10

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
FULL COURSE BUSINESS SOLUTIONS	3869521	2-Nov-10
Full Course Business Solutions	3869522	2-Nov-10
GIVE SOMETHING BACK NETWORK	3712487	17-Nov-09
GIVE SOMETHING BACK NETWORK	3712488	17-Nov-09
GSB NETWORK	3541056	2-Dec-08
GSB NETWORK	3541055	2-Dec-08
HEARTLAND	4074537	20-Dec-11
HEARTLAND	4074538	20-Dec-11

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
HEARTLAND	4339003	21-May-13
HEARTLAND	3941413	5-Apr-11
HEARTLAND AUTO RECOVERY	3642349	23-Jun-09
Heartland BatchExpress	3865522	19-Oct-10
Heartland Cares FOUNDATION	3736615	12-Jan-10
Heartland CONNECT	3904967	11-Jan-11
HEARTLAND PAYMENT SYSTEMS	2742163	29-Jul-03
Heartland PAYMENT SYSTEMS THE HIGHEST STANDARDS	3315693	23-Oct-07

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
Heartland PAYMENT SYSTEMS The Highest Standards | The Most Trusted Transactions	3578543	24-Feb-09
HEARTLAND POS GATEWAY	3304298	2-Oct-07
HEARTLAND POS GATEWAY	3304297	2-Oct-07
HEARTLAND SMARTLINK	3868306	26-Oct-10
HEARTLAND TABLE SIDE	3642348	23-Jun-09
Heartland WEBCONNECT	3625889	26-May-09
HPS	3303529	2-Oct-07

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
	3308348	9-Oct-07
INSTAVIEW	3132232	22-Aug-06
LUNCHBOX	2310350	25-Jan-00
MERCHANT BILL OF RIGHTS	3762235	23-Mar-10
MERCHANT BILL OF RIGHTS	3786316	4-May-10
MOBUYLE	4283578	29-Jan-13
MOBUYLE	4365219	9-Jul-13

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
my PAL	3484768	12-Aug-08
Mycard@School	2420916	16-Jan-01
Mycard@School	2832956	13-Apr-04
MYLUNCHMONEY.COM	2748710	5-Aug-03
MYNUTRIKIDS.COM	3296122	25-Sep-07
MYNUTRIKIDS.COM	3337854	20-Nov-07
MYSHCOOLBUCKS	4255165	4-Dec-12
NUTRIKIDS	1977843	4-Jun-96

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
NUTRIKIDS	2077503	8-Jul-97
NUTRIKIDS	3270808	31-Jul-07
NUTRIkids	3310365	16-Oct-07
NUTRIKIDS	3695183	13-Oct-09
onecard	4335109	14-May-13
onecard	3905751	11-Jan-11
PASSPORT	3303428	2-Oct-07
RefundSelect	4333982	14-May-13

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
SERVICE NEVER RESTS	3250943	12-Jun-07
SIMPLYLOYALTY	77279494	4-Oct-11
SINGLE SWIPE	3604275	7-Apr-09
SINGLESWIPE	3713394	17-Nov-09
SL TECH	3488076	19-Aug-08
WAVEREADER SPIN	4408135	24-Sep-13
WAVEREADER SPIN	4282598	29-Jan-13

TRADEMARK APPLICATIONS

TRADEMARK	SERIAL NUMBER	FILING DATE
HEARTLAND CAMPUS ONECARD	77737060	14-May-09
HEARTLAND MOSAIC	85717365	30-Aug-12
HEARTLAND MOSAIC	85717377	30-Aug-12
HEARTLAND PAYMENT SYSTEMS	85874092	12-Mar-13
Heartland PAYMENT SYSTEMS	85874096	12-Mar-13
Heartland PAYMENT SYSTEMS	85874100	12-Mar-13
Heartland PAYMENT SYSTEMS	85874101	12-Mar-13
HEARTLAND SMARTLINK	77757779	11-Jun-09
MOBUYLE	85337809	3-Jun-11
PORTICO	85662769	27-Jun-12
PORTICO	85662828	27-Jun-12
PROSPER	85642043	4-Jun-12

PROSPER	85642064	4-Jun-12
PROSPER	85642077	4-Jun-12
SMARTLINK	85707753	20-Aug-12
WAVERIDER	85652762	15-Jun-12
WAVERIDER	85652764	15-Jun-12