

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT												
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Execution Date to 10/16/2013. previously recorded on Reel 005129 Frame 0710. Assignor(s) hereby confirms the CONVERSION FROM A DELAWARE CORPORATION TO A DELAWARE LIMITED LIABILITY COMPANY.												
CONVEYING PARTY DATA													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 20%;">Formerly</th> <th style="width: 15%;">Execution Date</th> <th style="width: 35%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>BluePay Processing, Inc.</td> <td></td> <td>10/16/2013</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	BluePay Processing, Inc.		10/16/2013	CORPORATION: DELAWARE				
Name	Formerly	Execution Date	Entity Type										
BluePay Processing, Inc.		10/16/2013	CORPORATION: DELAWARE										
RECEIVING PARTY DATA													
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name:</td> <td>BluePay Processing, LLC</td> </tr> <tr> <td>Street Address:</td> <td>184 SHUMAN BLVD., PARK LAKE OFFICE BUILDING, SUITE 350</td> </tr> <tr> <td>City:</td> <td>NAPERVILLE</td> </tr> <tr> <td>State/Country:</td> <td>ILLINOIS</td> </tr> <tr> <td>Postal Code:</td> <td>60563</td> </tr> <tr> <td>Entity Type:</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </table>		Name:	BluePay Processing, LLC	Street Address:	184 SHUMAN BLVD., PARK LAKE OFFICE BUILDING, SUITE 350	City:	NAPERVILLE	State/Country:	ILLINOIS	Postal Code:	60563	Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	BluePay Processing, LLC												
Street Address:	184 SHUMAN BLVD., PARK LAKE OFFICE BUILDING, SUITE 350												
City:	NAPERVILLE												
State/Country:	ILLINOIS												
Postal Code:	60563												
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE												
PROPERTY NUMBERS Total: 1													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 15%;">Number</th> <th style="width: 65%;">Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>2646932</td> <td>BLUEPAY</td> </tr> </tbody> </table>		Property Type	Number	Word Mark	Registration Number:	2646932	BLUEPAY						
Property Type	Number	Word Mark											
Registration Number:	2646932	BLUEPAY											
CORRESPONDENCE DATA													
<p>Fax Number: 6175231231</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 6175701000</p> <p>Email: rthomas@goodwinprocter.com</p> <p>Correspondent Name: Ryan E. Thomas</p> <p>Address Line 1: Goodwin Procter LLP</p> <p>Address Line 2: Exchange Place, 53 State Street</p> <p>Address Line 4: Boston, MASSACHUSETTS 02109-2881</p>													
ATTORNEY DOCKET NUMBER:	087724/224165												
NAME OF SUBMITTER:	Ryan E. Thomas												

OP \$40.00 2646932

Signature:	/Ryan E. Thomas/
Date:	11/14/2013
Total Attachments: 4 source=BluePay#page1.tif source=BluePay#page2.tif source=BluePay#page3.tif source=BluePay#page4.tif	

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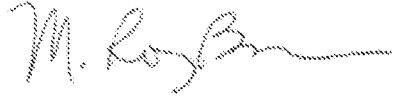
SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CONVERSION FROM A DELAWARE CORPORATION TO A DELAWARE LIMITED LIABILITY COMPANY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BluePay Processing, Inc.		10/11/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BluePay Processing, LLC		
Street Address:	184 SHUMAN BLVD., PARK LAKE OFFICE BUILDING, SUITE 350		
City:	NAPERVILLE		
State/Country:	ILLINOIS		
Postal Code:	60563		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
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CORRESPONDENCE DATA			
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<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6175701000		
Email:	rthomas@goodwinprocter.com		
Correspondent Name:	Ryan E. Thomas		
Address Line 1:	Goodwin Procter LLP		
Address Line 2:	Exchange Place, 53 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109-2881		
ATTORNEY DOCKET NUMBER:	087724/224165		
NAME OF SUBMITTER:	Ryan E. Thomas		
Signature:	/Ryan E. Thomas/		
Date:	10/11/2013		
Total Attachments: 1 source=TA _ BluePay - Processing LLC Certificate of Conversion (EXECUTED) (2) (2)#page1.tif			

OP 340.00 2646932

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Corporation first formed is July 31, 2013.
4. The name of the Corporation immediately prior to filing this Certificate is BluePay Processing, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is BluePay Processing, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 11th day of October, 2013.



By: _____
Name: M. Roy Burns
Title: Vice President

Delaware

PAGE 1

The First State

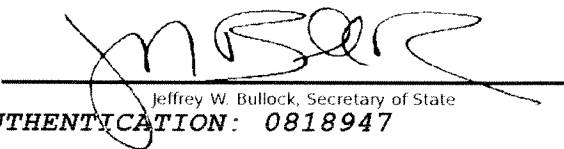
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BLUEPAY PROCESSING, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BLUEPAY PROCESSING, INC." TO "BLUEPAY PROCESSING, LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2013, AT 1:21 O'CLOCK P.M.



5355241 8100V

131202301

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0818947

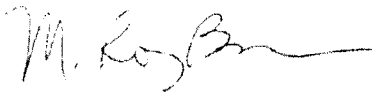
DATE: 10-16-13

TRADEMARK
REEL: 005153 FRAME: 0628

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5. The name of the Limited Liability Company as set forth in the Certificate of Formation is BluePay Processing, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 16th day of October, 2013.

By: 
Name: M. Roy Burns
Title: Vice President