

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.		02/28/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative 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: 3			
Property Type	Number	Word Mark	
Registration Number:	3991197		
Registration Number:	3921229	OVATION PAYROLL	
Registration Number:	3930164	PAYROLL WITH PERSONALITY	
CORRESPONDENCE DATA			
Fax Number:	7043507800		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	(704) 350-7738		
Email:	trademarkny@winston.com		
Correspondent Name:	James Lucarello		
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		

CH \$90.00 3991197

NAME OF SUBMITTER:	James Lucarelo
Signature:	/W&S/
Date:	03/03/2014
Total Attachments: 4 source=HPS Executed Security Interest#page1.tif source=HPS Executed Security Interest#page2.tif source=HPS Executed Security Interest#page3.tif source=HPS Executed Security Interest#page4.tif	

**NOTICE OF GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

February 28, 2014

United States Trademark 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 the undersigned Administrative Agent (including any successors and assigns) 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:

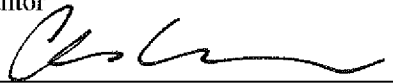
90 Nassau Street
Second Floor
Princeton, NJ 08542

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: Charles H. N. Kallenbach
Title: Chief Legal Officer

Acknowledged and accepted:

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

By: _____

Name:
Title:

Address of Grantor:

90 Nassau Street
Second Floor
Princeton, NJ 08542

Very truly yours,

HEARTLAND PAYMENT SYSTEMS, INC.,
as Grantor

By: _____

Name:

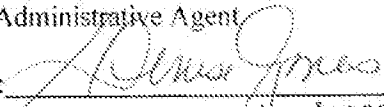
Title:

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:

Denise Jones

Title:

Assistant Vice President

SCHEDULE 1

<u>TRADEMARKS</u>		
<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
3991197		7/5/2011
3921229	OVATION PAYROLL	2/15/2011
3930164	PAYROLL WITH PERSONALITY	3/8/2011
<u>TRADEMARK APPLICATIONS</u>		
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
None.		