

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM299778

<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>
Deerpath Funding, LP, as Agent		03/20/2014	LIMITED PARTNERSHIP: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Asure Software, Inc.		
<b>Street Address:</b>	110 Wild Basin Road		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Austin		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78746		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4205490	ASUREFORCE	
<b>Registration Number:</b>	4325525	ASURESPACE	
<b>Registration Number:</b>	3568332	ASURE SOFTWARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2136305846		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	213-891-0700		
<b>Email:</b>	meason@buchalter.com		
<b>Correspondent Name:</b>	Michele A. Eason, Sr. Paralegal		
<b>Address Line 1:</b>	1000 Wilshire Blvd.		
<b>Address Line 2:</b>	Suite 1500		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90017		
<b>ATTORNEY DOCKET NUMBER:</b>	W3344-0046		
<b>NAME OF SUBMITTER:</b>	Michele A. Eason		
<b>SIGNATURE:</b>	/Michele A. Eason/		
<b>DATE SIGNED:</b>	03/31/2014		
<b>Total Attachments: 3</b>			

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**RELEASE OF SECURITY INTEREST AND REASSIGNMENT OF  
TRADEMARKS AND TRADEMARK APPLICATIONS**

**March 20, 2014**

Reference is hereby made to that certain Trademark Security Agreement, dated as of July 1, 2012 (the "Agreement"), executed by Asure Software, Inc., a Delaware corporation (the "Corporation") whose address is 110 Wild Basin Rd., Suite 100, Austin, TX 78746, in favor of Deerpath Funding, LP, a Delaware limited partnership ("Agent") whose address is 405 Lexington Avenue, 53<sup>rd</sup> Floor, New York, NY 10174, which was recorded in the United States Patent and Trademark Office on August 15, 2012 at Reel 004843, Frame 0425, pursuant to which the Corporation assigned and granted to the Agent a security interest in and to all of the Corporation's right, title and interest in and to certain trademarks and trademark applications, including those trademarks and trademark applications specifically listed on Exhibit A attached hereto and the goodwill associated therewith (collectively, the "Marks");

WHEREAS, the Obligations (as defined in the Agreement) have been paid in full and Agent wishes to terminate the Agreement, release said security interest in and to the Marks, and retransfer and reassign to the Corporation, without representation or warranty, all of Agent's right, title and interest in and to the Marks and the goodwill associated therewith;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Agent hereby terminates the Agreement, releases said security interest in and to the Marks, and retransfers and reassigns to the Corporation, without representation or warranty, all of Agent's right, title and interest in and to the Marks and the goodwill associated therewith.

*[Signature page to follow.]*

IN WITNESS WHEREOF, Agent has executed this Release of Security Interest and Reassignment of Trademarks and Trademark Applications as of the date first above written.

**DEERPATH FUNDING, LP**  
a Delaware limited partnership,  
as Agent

By: Deerpath Funding General Partner, Inc.  
its general partner

By:   
Name: Anish Bahl  
Title: Chief Financial Officer

**Exhibit A**  
**Trademarks**

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
1.	Asure Software, Inc.	<b>AsureForce</b>	4205490	09/11/2012
2.	Asure Software, Inc.	<b>AsureSpace</b>	4325525	04/23/2013
3.	Asure Software, Inc.	<b>ASURE SOFTWARE</b>	3568332	01/27/2009