

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM302449

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Heartland Payment Systems, Inc.		04/23/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A.		
<b>Street Address:</b>	135 S. LaSalle St.		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4348824	MCS SOFTWARE	
<b>Registration Number:</b>	4323067	MCS SOFTWARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7043507800		
<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>	7043507738		
<b>Email:</b>	JLucarello@winston.com, trademarkny@winston.com		
<b>Correspondent Name:</b>	James F. Lucarello		
<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 28202-1078		
<b>ATTORNEY DOCKET NUMBER:</b>	003165-07103		
<b>NAME OF SUBMITTER:</b>	James F. Lucarello		
<b>SIGNATURE:</b>	/W&S/		
<b>DATE SIGNED:</b>	04/23/2014		
<b>Total Attachments: 4</b>			
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CH \$65.00 4348824

TRADEMARK



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

April 23, 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

Very truly yours,

HEARTLAND PAYMENT SYSTEMS, INC.,  
as Grantor

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

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

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:

Address of Grantor:

90 Nassau Street  
Second Floor  
Princeton, NJ 08542

Very truly yours,

HEARTLAND PAYMENT SYSTEMS, INC.,  
as Grantor

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

Name:

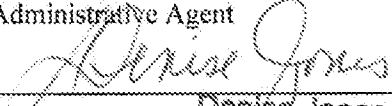
Title:

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:

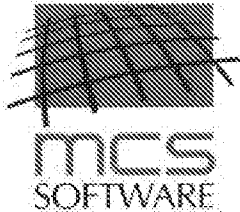
BANK OF AMERICA, N.A.,  
as Administrative Agent

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>
4348824	<b>mcs SOFTWARE</b>	June 11, 2013
4323067		April 23, 2013
<u>TRADEMARK APPLICATIONS</u>		
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
None.		