

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM314838

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SUPPLEMENT NO. 1 TO TRADEMARK SECURITY AGREEMENT		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ASURE SOFTWARE, INC.		08/08/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	WELLS FARGO BANK, National Association, As Agent		
<b>Street Address:</b>	2450 Colorado Avenue, Suite 3000W		
<b>City:</b>	Santa Monica		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90404		
<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>	3597925	ROOMTAG	
<b>Registration Number:</b>	3517517	ROOMTAG	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9497200182		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	949-224-6263		
<b>Email:</b>	Trademark@Buchalter.com		
<b>Correspondent Name:</b>	Deena Hochmuth		
<b>Address Line 1:</b>	18400 Von Karman Ave., Suite 800		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		
<b>ATTORNEY DOCKET NUMBER:</b>	W3344-0046		
<b>NAME OF SUBMITTER:</b>	Deena Hochmuth		
<b>SIGNATURE:</b>	/Deena Hochmuth/		
<b>DATE SIGNED:</b>	08/21/2014		
<b>Total Attachments: 4</b>			
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## SUPPLEMENT NO. 1 TO TRADEMARK SECURITY AGREEMENT

August 8, 2014

**ASURE SOFTWARE, INC.**, a Delaware corporation (“Grantor”) with offices located at 110 Wild Basin Rd., Suite 100, Austin, TX 78746, hereby acknowledges that it has granted to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, a national banking association, as collateral agent (in such capacity, together with its successors and assigns in such capacity, “Agent”) for the Lenders (as such term is defined in the Agreement; Agreement shall have the meaning set forth in the paragraph below) with offices located at 2450 Colorado Avenue, Suite 3000W, Santa Monica, CA 90404, a security interest in and to all of Grantor’s right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Schedule I attached hereto and herein incorporated by this reference owned by Grantor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Agreement (as such term is defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Trademark Security Agreement dated as of March 20, 2014, by and between Grantor and Agent, and which was recorded in the records of the United States Patent and Trademark Office (“USPTO”) on March 20, 2014 as Reel and Frame No. 005241/0115 (the “Agreement”), as security for the obligations as set forth in the Agreement and any other agreements referred to therein. Nothing contained in this Supplement No. 1 to Trademark Security Agreement shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent or Secured Parties may have in any other collateral described in the Agreement or otherwise.

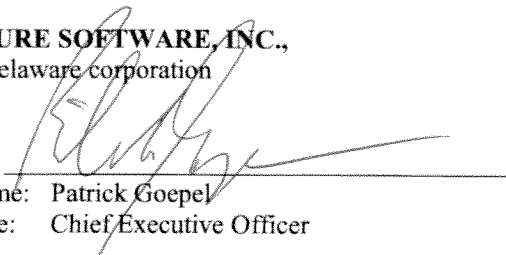
Schedule I attached hereto is intended to supplement the original Schedule I which was attached to the Agreement and recorded with the USPTO.

THIS SUPPLEMENT NO. 1 TO TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF CALIFORNIA.

*[Signature Page(s) Follow]*

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

**ASURE SOFTWARE, INC.,**  
a Delaware corporation

By:   
Name: Patrick Goepel  
Title: Chief Executive Officer

*[Signatures Continue on the Following Page(s)]*

**ACCEPTED AND ACKNOWLEDGED BY:**

**WELLS FARGO BANK, NATIONAL ASSOCIATION**


By: 

Name: Lendell Thompson

Title: Managing Director

**Schedule I**

**TRADEMARKS and TRADEMARK APPLICATIONS**

<b>No.</b>	<b>Trademark</b>	<b>Serial No./ Reg. No.</b>	<b>File Date/ Issue Date</b>
1.	 roomtag	3597925	03/31/2009
2.	ROOMTAG	3517517	10/14/2008

Schedule I