

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM323386

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank AG New York Branch, as Collateral Agent		11/14/2014	CORPORATION: GERMANY

RECEIVING PARTY DATA

Name:	Ceridian LLC
Street Address:	3311 E. Old Shakopee Road
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55425
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	3085765	ACCOUNTABILITY
Registration Number:	1868786	CERIDIAN
Registration Number:	2890133	CERIDIAN
Registration Number:	3131234	CERIDIAN BENEFITS CARD
Registration Number:	2848481	CERIDIAN FREE TO BE
Registration Number:	3142875	CERIDIAN FREEDOM
Registration Number:	3133771	CERIDIAN FREEDOM
Registration Number:	2541289	CERIDIAN RESOURCE SCREEN
Registration Number:	2541291	CERIDIAN SOURCE TAX
Registration Number:	1128442	EAR
Registration Number:	1506928	ELDER CONNECTIONS
Registration Number:	1140557	EMPLOYEE ADVISORY RESOURCE
Registration Number:	2530280	EXIT INTERVIEW
Registration Number:	2849232	FREE TO BE
Registration Number:	3319970	GENERATIONAL COMPETENCE
Registration Number:	2133234	HR/COMPLY
Registration Number:	3156278	LIFEBALANCE
Registration Number:	1900828	LIFEWORCS
Registration Number:	2956401	LIFEWORCS ONESOURCE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1488246	ORCHESTRATOR
Registration Number:	1817518	PAYROLL 2000
Registration Number:	2535654	POWERPAY
Registration Number:	1676974	SIGNATURE
Registration Number:	2559898	SOURCE TAX
Registration Number:	2767159	SOURCE TAX ONLINE
Registration Number:	2732902	SOURCEWEB
Registration Number:	1613667	TAXSEND
Registration Number:	1652553	TAXTEL

CORRESPONDENCE DATA

Fax Number: 3026365454

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.

Phone: 800-927-9801 x 62348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	378040-5
NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	11/17/2014

Total Attachments: 5

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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Termination"), is dated as of November 14, 2014, and made by Deutsche Bank AG New York Branch, as Collateral Agent, having an office at 60 Wall Street, New York, New York 10005 ("Deutsche Bank") to Ceridian LLC, a Delaware limited liability company (successor in interest to Ceridian Corporation, a Delaware corporation), whose principal place of business is 3311 E. Old Shakopee Road, Minneapolis, Minnesota 55425 (the "Grantor").

WHEREAS, pursuant to (i) that certain Trademark Security Agreement, dated as of November 9, 2007, by the Grantor in favor of Deutsche Bank, and (ii) that certain U.S. Guarantee and Collateral Agreement, dated as of November 9, 2007, by and among, *inter alios*, the Grantor and Deutsche Bank, a lien on and security interest in all right, title and interest in and to any and all of the Grantor's rights (the "Interests") in certain collateral then owned or thereafter acquired by such Grantor was granted by the Grantor to Deutsche Bank in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the Interests were recorded in the Trademark Assignment Recordation Branch of the United States Patent and Trademark Office on October 2, 2008, at Reel 3863 and Frame 0701;

WHEREAS, Deutsche Bank acknowledges full performance by the Grantor of the Obligations; and accordingly Deutsche Bank now desires to terminate and release the Interests; and to reconvey any and all rights in the Trademark Collateral to the Grantor; and

NOW, THEREFORE, for good and valuable consideration, Deutsche Bank hereby states as follows:

1. Definitions. The term "Trademark Collateral" shall mean all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Grantor and wherever located or in which the Grantor now has or at any time in the future may acquire any right, title or interest: (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office, and all extensions or renewals thereof, including those listed on Schedule A (the "Trademarks"), (b) all goodwill associated with or symbolized by the Trademarks; (c) all assets, rights and interests that uniquely reflect or embody the Trademarks; (d) the right to sue third parties for past, present and future infringements of any Trademark; and (e) all proceeds of and rights associated with the foregoing. Capitalized terms used herein without definition are used as defined in the US Guarantee and Collateral Agreement, dated as of November 9, 2007, made by, *inter alios*, the Grantor in favor of Deutsche Bank.

2. Release of Security Interest. Deutsche Bank hereby terminates the Interests and terminates releases, relinquishes and discharges the Interests in the Trademark Collateral, without recourse, representation or warranty.

Deutsche Bank hereby authorizes the Grantor, or the Grantor's authorized representatives to: (a) record this Termination with the United States Patent and Trademark Office and/or any other applicable governmental office or agency, and (b) file UCC financing statement amendments with the applicable filing office in order to memorialize the release of the Interests of Deutsche Bank in the Trademark Collateral. Deutsche Bank agrees to execute and deliver to the Grantor all other instruments and other documents as may be necessary or proper to release the Interests in the Trademark Collateral which had been granted under the Trademark Security Agreement.

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IN WITNESS WHEREOF, Deutsche Bank has caused this Termination to be executed by its duly authorized officer as of the date first written above.

DEUTSCHE BANK AG NEW YORK BRANCH,
AS COLLATERAL AGENT

By: 

Name:

Dusan Lazarov

Title:

Director



Lisa Yong

Vice President

Schedule A

Trademarks and Trademark Applications

Trademark Registrations

Owner	Trademark	Registration Date	Registration Number
Ceridian Corporation	Accountability	04/25/06	3085765
Ceridian HCM, Inc.	Ceridian	12/20/94	1868786
Ceridian HCM, Inc.	Ceridian	09/28/04	2890133
Ceridian HCM, Inc.	Ceridian Benefits Card	08/15/06	3131234
Ceridian Corporation	Ceridian Free to Be (Design)	06/01/04	2848481
Ceridian Corporation	Ceridian Freedom	09/12/06	3142875
Ceridian Corporation	Ceridian Freedom (Design)	08/22/06	3133771
Ceridian Corporation	Ceridian Resource Screen	02/19/02	2541289
Ceridian Corporation	Ceridian Source Tax	02/19/02	2541291
Ceridian HCM, Inc.	Ear	12/25/79	1128442
Ceridian Corporation	Elder Connections	10/04/88	1506928
Ceridian HCM, Inc.	Employee Advisory Resource	10/14/80	1140557
Ceridian Corporation	Exit Interview	01/15/02	2530280
Ceridian Corporation	Free to Be	06/01/04	2849232
Ceridian HCM, Inc.	Generational Competence	10/23/07	3319970
Ceridian HCM, Inc.	HR/Comply	01/27/98	2133234
Ceridian HCM, Inc.	Lifebalance	10/17/06	3156278
Ceridian HCM, Inc.	Lifeworks	06/20/95	1900828
Ceridian Corporation	Lifeworks Onesource	05/31/05	2956401
Ceridian Corporation	Orchestrator	05/17/88	1488246
Ceridian HCM, Inc.	Payroll 2000	01/18/94	1817518
Ceridian Corporation	Powerpay	02/05/02	2535654
Ceridian HCM, Inc.	Signature	02/25/92	1676974
Ceridian Corporation	Source Tax	04/09/02	2559898
Ceridian HCM, Inc.	Source Tax Online	09/23/03	2767159
Ceridian Corporation	Sourceweb	07/01/03	2732902
Ceridian HCM, Inc.	Taxsend	09/18/90	1613667
Ceridian HCM, Inc.	Taxtel	07/30/91	1652553

Trademark Applications

Owner	Trademark	Application Date	Application Number