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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 ETAS ID: TM328145

Stylesheet Version v1.2

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL	

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cachet Financial Services		11/21/2014	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Payroll Tax Management, Inc.	
Street Address:	1932 East Deere Avenue	
City:	Santa Ana	
State/Country:	CALIFORNIA	
Postal Code:	92705	
Entity Type:	CORPORATION: CALIFORNIA	

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3434596	PTM
Registration Number:	3558364	FLEXTAX
Registration Number:	4112914	PAYTAX

CORRESPONDENCE DATA

Fax Number: 4087208383

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: 310-207-3800

Email: alexis karriker@bstz.com

Correspondent Name: BLAKELY SOKOLOFF TAYLOR & ZAFMAN

Address Line 1: 1279 Oakmead Parkway

Address Line 4: Sunnyvale, CALIFORNIA 94085-4040

ATTORNEY DOCKET NUMBER:	006286.G009
NAME OF SUBMITTER:	Eric S. Hyman
SIGNATURE:	/eric s hyman/
DATE SIGNED:	01/06/2015

Total Attachments: 2

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> TRADEMARK REEL: 005435 FRAME: 0518

ASSIGNMENT

WHEREAS, Cachet Financial Services, a California corporation, having a place of business in Pasadena, CA (hereinafter called the "Assignor"), is the owner of the trademarks and corresponding United States registrations shown in Schedule 1 attached hereto (hereinafter the "Marks"); and

WHEREAS, Payroll Tax Management, Inc., a California corporation, having a place of business at 1932 East Deere Avenue, Santa Ana, CA 92705 (hereinafter called the "Assignee") is desirous of acquiring from said Assignor the entire right, title and interest in and to the Marks together with the goodwill of the business pertaining thereto and corresponding United States registrations thereof, and the Assignor is willing to assign the Marks associated goodwill and corresponding United States registrations to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which Assignor hereby acknowledges, Assignor does hereby sell, assign and transfer unto the Assignee, the entire right, title and interest in and to the Marks, together with the goodwill of the business pertaining thereto and corresponding United States registrations.

IN WITNESS WHEREOF, Assignor has executed this assignment on the day of , 2014.

Cachet Financial Services

"Assignor"

Name: Al Blowers

Title: Chairman of the Board

Payroll Tax Management, Inc.

Matter	Mark	Serial No.	Reg No.
T003	PTM	77232990	3434596
T006	FLEXTAX	77232560	3558364
T015	PAYTAX	85214472	4112914

Schedule 1

TRADEMARK REEL: 005435 FRAME: 0520

RECORDED: 01/06/2015