

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM336674

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Payroll 1, Inc.		03/30/2015	CORPORATION: MICHIGAN
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	135 S. LaSalle Street		
Internal Address:	IL4-135-09-61		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1471610	PAYROLL 1	
Registration Number:	2078256	TAXMATE	
Registration Number:	1910428	PAYROLL 1	
CORRESPONDENCE DATA			
Fax Number:	3026365454		
<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>			
Phone:	800-927-9801 x 62348		
Email:	jean.paterson@cscglobal.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:	570395		
NAME OF SUBMITTER:	Jean Paterson		
SIGNATURE:	/jep/		
DATE SIGNED:	03/31/2015		
Total Attachments: 4			
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**NOTICE OF GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

March 30, 2015

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Collateral Agreement dated as of September 4, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among Payroll 1, Inc., a Michigan 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,

PAYROLL 1, INC.,
as Grantor

By: 
Name: David Gilbert
Title: President

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:

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Address of Grantor:

90 Nassau Street
Second Floor
Princeton, NJ 08542

Very truly yours,

PAYROLL I, INC.,
as Grantor

By: _____
Name: David Gilbert
Title: President

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

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
1,471,610	PAYROLL 1 AND DESIGN	January 5, 1988
2,078,256	TAXMATE	July 15, 1997
1,910,428	PAYROLL 1	August 8, 1995

TRADEMARK APPLICATIONS

None.