

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351783

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DOMINION VOTING SYSTEMS INC.		08/14/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	NORTH HAVEN CREDIT PARTNERS II L.P., as Administrative Agent		
Street Address:	1585 Broadway, 39th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	4174339		
Registration Number:	4174338	DOMINION VOTING	
Registration Number:	4153203	DEMOCRACY SUITE	
Registration Number:	4131899	IMAGECAST	
Registration Number:	4269144	AUDITMARK	
Registration Number:	3080674	ASSURE	
Registration Number:	1537309	AVC ADVANTAGE	
Registration Number:	1524218	OPTECH	
Registration Number:	3044159	OPTECH INSIGHT	
Registration Number:	3619175	BALLOTSTATION	
Registration Number:	2261646	AVC EDGE	
CORRESPONDENCE DATA			
Fax Number:	6175269899		
<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:	6175269628		
Email:	cslattery@proskauer.com		
Correspondent Name:	Christine Slattery		
Address Line 1:	Proskauer Rose LLP		

CH \$290.00 4174339

Address Line 2: One International Place
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	51025/046
NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	08/18/2015

Total Attachments: 3

source=2.i. Grant of a Security Interest - Trademarks (U.S.) (MS-Dominion)#page1.tif
source=2.i. Grant of a Security Interest - Trademarks (U.S.) (MS-Dominion)#page2.tif
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GRANT OF A SECURITY INTEREST -- TRADEMARKS

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of August 14, 2015, by DOMINION VOTING SYSTEMS INC., a Delaware corporation ("Grantor"), in favor of NORTH HAVEN CREDIT PARTNERS II L.P., a Delaware limited partnership, in its capacity as Administrative Agent for itself and the other Purchaser Parties (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated as of the date hereof (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Purchaser Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations of such Grantor, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Purchaser Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations of such Grantor.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.


The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

DOMINION VOTING SYSTEMS, INC.


By: 
Name: John Poulos
Title: President, Treasurer and Secretary

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005601 FRAME: 0672

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

Trademark	Country	Serial #	File Date	Reg #	Reg Date
	US	85407877	Aug-25-2011	4174339	Jul-17-2012
DOMINION VOTING	US	85/407,870	Aug-25-2011	4174338	Jul-17-2012
DEMOCRACY SUITE	US	85407749	Aug-25-2011	4153203	Jun-5-2012
IMAGECAST	US	85407735	Aug-25-2011	4131899	Apr-24-2012
AUDITMARK	US	85407731	Aug-25-2011	4269144	Jan-1-2013
ASSURE	US	78440857	Jun-24-2004	3080674	Apr-11-2006
AVC ADVANTAGE	US	73755922	Sep-30-1988	1537309	May-2-1989
AVC EDGE	US	75404858	Dec-11-1997	2261646	Jul-13-1999
OPTECH	US	73689072	Oct-13-1987	1524218	Feb-14-1989
OPTECH INSIGHT	US	76624215	Dec-9-2004	3044159	Jan-17-2006
BALLOTSTATION	US	77585795	Oct-5-2008	3619175	May-12-2009