

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM352842

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
General Capital Corporation		08/21/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Antares Capital LP		
<b>Street Address:</b>	500 West Monroe		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60661		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86323109	ERP2WEB	
<b>Registration Number:</b>	2646932	BLUEPAY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4045725134		
<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>	404.572.4600		
<b>Email:</b>	ssexton@kslaw.com		
<b>Correspondent Name:</b>	King & Spalding		
<b>Address Line 1:</b>	1180 Peachtree St.		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>ATTORNEY DOCKET NUMBER:</b>	09636.015105		
<b>NAME OF SUBMITTER:</b>	Sally Sexton		
<b>SIGNATURE:</b>	/sallysexton/		
<b>DATE SIGNED:</b>	08/26/2015		
<b>Total Attachments: 4</b>			
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**ASSIGNMENT OF INTELLECTUAL PROPERTY  
SECURITY AGREEMENTS**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS** (this “**Assignment**”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

**RECITALS:**

**WHEREAS**, BluePay Processing, LLC (formerly known as BluePay Processing, Inc.) and CDI Technology, LLC (each, a “**Grantor**”) and the Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”); and

**WHEREAS**, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as the Successor Agent, the Retiring Agent has assigned to the Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

**NOW, THEREFORE**, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Retiring Agent hereby assigns and transfers to the Successor Agent and its successors and assigns all of its rights, title and interest in and to the Agreements.


This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

*– Remainder of Page Intentionally Left Blank; Signature Page Follows –*

IN WITNESS WHEREOF, the Retiring Agent and the Successor Agent have caused this Assignment to be duly executed as of the date first above written.


**RETIRING AGENT:**

**GENERAL ELECTRIC CAPITAL  
CORPORATION**

By:   
Name: Stephanie Krebs  
Its: Duly Authorized Signatory

**SUCCESSOR AGENT:**

**ANTARES CAPITAL LP**

By:   
Name: Stephanie Krebs  
Title: Duly Authorized Signatory

**EXHIBIT A**

**Intellectual Property Security Agreements**

Trademark Security Agreement dated as of August 30, 2013 and filed with the United States Patent and Trademark Office on August 30, 2013 at Reel 5101, Frame 0349.

Trademark Security Agreement dated as of January 2, 2015 and filed with the United States Patent and Trademark Office on August 18, 2015.

**EXHIBIT B**

**Intellectual Property**

Trademark Registrations

<b>Trademark Registration</b>	<b>Registration Number</b>
BLUEPAY	2646932
ERP2Web	86323109