

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM381902

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Payroll 1, Inc.		04/22/2016	Corporation: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	901 Main Street		
<b>Internal Address:</b>	MC: TX1-492-14-06		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75202		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3197292	PAYROLL 1 ON DEMAND	
<b>Registration Number:</b>	2078256	TAXMATE	
<b>Registration Number:</b>	1910428	PAYROLL 1	
<b>Registration Number:</b>	1471610	PAYROLL 1	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9192868199		
<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>	919 286-8000		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	MOORE & VAN ALLEN PLLC		
<b>Address Line 1:</b>	3015 CARRINGTON MILL BOULEVARD		
<b>Address Line 2:</b>	SUITE 400		
<b>Address Line 4:</b>	MORRISVILLE, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	017625.4980		
<b>NAME OF SUBMITTER:</b>	John E. Slaughter, III.		
<b>SIGNATURE:</b>	/jes/		
<b>DATE SIGNED:</b>	04/26/2016		

OP \$115.00 3197292

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of April 22, 2016 (as the same may be amended, modified, extended or restated from time to time, the “Agreement”) by and among the Obligors party thereto (each an “Obligor” and collectively, the “Obligors”) and Bank of America, N.A., as Administrative Agent (the “Administrative Agent”) for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark Reg. No.</u>	<u>Trademark</u>
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See Schedule 1 attached hereto


TRADEMARK APPLICATIONS

<u>Trademark Ser. No.</u>	<u>Trademark</u>
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See Schedule 1 attached hereto

Very truly yours,

**PAYROLL 1, INC.,**  
a Michigan corporation



By: \_\_\_\_\_  
Name: David Green  
Title: Secretary

NOTICE OF GRANT OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005777 FRAME: 0848**

Acknowledged and Accepted:

**BANK OF AMERICA, N.A.,**  
as Administrative Agent

By: Marva E. Weedy  
Name: Marva E. Weedy  
Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005777 FRAME: 0849**

**Schedule 1**

**Payroll 1, Inc.  
(Michigan Corporation)**

**U.S. Trademarks**

**Trademark Registrations**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
PAYROLL 1 ON DEMAND	3197292	01/09/07
TAXMATE	2078256	07/15/97
PAYROLL 1	1910428	08/08/95
PAYROLL 1	1471610	01/05/88