

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM393227

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>SEQUENCE:</b>	2

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CARDCONNECT, LLC		07/29/2016	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Babson Capital Finance LLC, as Administrative Agent
<b>Street Address:</b>	30 South Wacker Drive
<b>Internal Address:</b>	Suite 3920
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60603
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4901752	CARDCONNECT
Serial Number:	86695199	CARDSECURE
Registration Number:	4627474	CARDCONNECT
Registration Number:	4509670	CARDSECURE
Registration Number:	4263412	SMARTPAY
Registration Number:	4187675	PANPAD
Registration Number:	4266059	THE GREEN WAY TO PAY
Registration Number:	3232188	CCS CHARGE CARD SYSTEMS, INC

## CORRESPONDENCE DATA

Fax Number: 3125585700

*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: (312) 558-6352

Email: mfoy@winston.com

Correspondent Name: Michelle Foy, Winston &amp; Strawn LLP

Address Line 1: 35 West Wacker Drive

Address Line 2: Suite 4200

CH \$215.00 4901752

**Address Line 4:** Chicago, ILLINOIS 60601-9703

**ATTORNEY DOCKET NUMBER:** 13757.88

**NAME OF SUBMITTER:** Michelle Foy

**SIGNATURE:** /Michelle Foy/

**DATE SIGNED:** 07/30/2016

**Total Attachments: 11**

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**NOTICE OF GRANT  
OF SECURITY INTEREST IN TRADEMARKS**

United States Patent and Trademark Office  
Trademark Division

Ladies and Gentlemen:


Please be advised that pursuant to the Security and Pledge Agreement dated as of July 29, 2016 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Babson Capital Finance LLC, as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[signature pages follow]

Very truly yours,

CARDCONNECT, LLC

By:  \_\_\_\_\_

Name: Jeffrey Shanahan

Title: Chief Executive Officer and President

Acknowledged and Accepted:

BABSON CAPITAL FINANCE LLC, as Administrative Agent

By:   
Name: Mark Hindson  
Title: Managing Director

Signature Page to Notice of Grant of Security Interest in Trademarks (Babson Capital Finance LLC)

**TRADEMARK**  
**REEL: 005841 FRAME: 0707**

**SCHEDULE 1**  
**TO**  
**NOTICE OF GRANT**  
**OF SECURITY INTEREST IN TRADEMARKS**

(SEE ATTACHED)

TRADEMARKS

Schedule 1


TRADEMARK / IMAGE	JURISDICTION	REGISTRANT	(APPL.) / REG. NUMBER	(FILING) / REG. DATE	STATUS	GOODS AND SERVICES
<p><b>cardconnect</b></p>	<p>U.S. FEDERAL</p>	<p>CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406</p>	<p>4901752</p>	<p>02/16/2016</p>	<p>REGISTERED</p>	<p>(INT. CL. 9) DOWNLOADABLE SOFTWARE FOR ENCRYPTION AND TOKENIZATION OF CREDIT CARD AND OTHER PERSONALLY IDENTIFIABLE INFORMATION (INT. CL. 36) CREDIT CARD PAYMENT PROCESSING SERVICES; MERCHANT SERVICES, NAMELY, PAYMENT TRANSACTION PROCESSING SERVICES (INT. CL. 42) PROVIDING NON-DOWNLOADABLE SOFTWARE FOR SECURING FINANCIAL TRANSACTIONS, NAMELY, CONNECTING AN ERP TO A PAYMENT PROCESSOR AND USING ENCRYPTION AND TOKENIZATION TO SECURE THE TRANSMITTAL OF SENSITIVE PAYMENT INFORMATION</p>

TRADEMARK / IMAGE	JURISDICTION	REGISTRANT	(APPL.) / REG. NUMBER	(FILING) / REG. DATE	STATUS	GOODS AND SERVICES
<b>cardsecure</b>	U.S. FEDERAL	CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	(86/695,199)	(07/16/2015)	PUBLISHED (PENDING)	(INT. CL. 9) DOWNLOADABLE SOFTWARE FOR ENCRYPTION AND TOKENIZATION OF CREDIT CARD AND OTHER PERSONALLY IDENTIFIABLE INFORMATION (INT. CL. 36) CREDIT CARD PAYMENT PROCESSING SERVICES; MERCHANT SERVICES; NAMELY, PAYMENT TRANSACTION PROCESSING SERVICES (INT. CL. 42) PROVIDING NON-DOWNLOADABLE SOFTWARE FOR SECURING FINANCIAL TRANSACTIONS, NAMELY, CONNECTING AN ERP TO A PAYMENT PROCESSOR AND USING ENCRYPTION AND TOKENIZATION TO SECURE THE TRANSMITTAL OF SENSITIVE PAYMENT INFORMATION
CARDCONNECT	U.S. FEDERAL	CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	4627474	10/28/2014	REGISTERED	(INT. CL. 36) CREDIT CARD PAYMENT PROCESSING SERVICES; MERCHANT SERVICES; NAMELY, PAYMENT TRANSACTION PROCESSING SERVICES (INT. CL. 42) PROVIDING NON-DOWNLOADABLE SOFTWARE FOR PROCESSING FINANCIAL TRANSACTIONS, NAMELY, FOR CONNECTING AN ELECTRONIC PAYMENT SYSTEM OR SOFTWARE TO A PAYMENT PROCESSOR



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CARDSECURE	U.S. FEDERAL	CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	4509670	04/08/2014	REGISTERED	(INT. CL. 9) DOWNLOADABLE SOFTWARE FOR ENCRYPTION AND TOKENIZATION OF CREDIT CARD AND OTHER PERSONALLY IDENTIFIABLE INFORMATION (INT. CL. 42) PROVIDING NON-DOWNLOADABLE SOFTWARE FOR ENCRYPTION AND TOKENIZATION OF CREDIT CARD AND OTHER PERSONALLY IDENTIFIABLE INFORMATION
SMARTPAY	U.S. FEDERAL	CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	4263412	12/25/2012	REGISTERED	(INT. CL. 42) PROVIDING TEMPORARY USE OF NON-DOWNLOADABLE COMPUTER SOFTWARE FOR PREPARING INVOICES OVER COMPUTER NETWORKS, INTRANETS AND THE INTERNET WHICH ALLOWS BUSINESSES TO GENERATE AND EMAIL INVOICES TO CUSTOMERS AND ALLOWS CUSTOMERS TO PAY IN RESPONSE TO THE EMAILED INVOICE AND RECEIVE INVOICE PAYMENT DATA

TRADEMARK / IMAGE	JURISDICTION	REGISTRANT	(APPL.) / REG. NUMBER	(FILING) / REG. DATE	STATUS	GOODS AND SERVICES
PANPAD	U.S. FEDERAL	CARDCONNECT, LLC DELAWARE LIMITED LIABILITY CO. 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	4187675	08/07/2012	REGISTERED	(INT. CL. 9) SECURE PAYMENT DEVICES, NAMELY, ELECTRONIC ENCRYPTION UNITS AND SECURE ELECTRONIC ENCRYPTION TERMINALS, INCLUDING POINT-OF-SALE TERMINALS, FOR READING, ACCEPTING, AND ENCRYPTING DATA RELATING TO PAYMENT CARDS, CREDIT CARDS, DEBIT CARDS, GIFT CARDS, SMART CARDS, STORED VALUE CARDS, AND OTHER FINANCIAL TRANSACTION DATA
SEE CAPTION WAVE TO PANE	U.S. FEDERAL	CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	4266059	01/01/2013	REGISTERED	(INT. CL. 36) BILL PAYMENT SERVICES PROVIDED THROUGH A WEBSITE: ELECTRONIC PAYMENT, NAMELY, ELECTRONIC PROCESSING AND TRANSMISSION OF BILL PAYMENT DATA; PAYMENT PROCESSING SERVICES, NAMELY, CREDIT CARD AND DEBIT CARD TRANSACTION PROCESSING SERVICES; PROVIDING ELECTRONIC PROCESSING OF ACH AND CREDIT CARD TRANSACTIONS AND ELECTRONIC PAYMENTS VIA A GLOBAL COMPUTER NETWORK; PROVIDING ELECTRONIC PROCESSING OF CREDIT CARD TRANSACTIONS AND ELECTRONIC PAYMENTS VIA A GLOBAL COMPUTER

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	U.S. FEDERAL	CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	3232188	04/24/2007	REGISTERED SECTION 8 & 15 - ACCEPTED AND ACKNOWLEDGED	NETWORK. PROVIDING FINANCIAL RISK MANAGEMENT SERVICES FOR ELECTRONIC FUNDS TRANSFER, CREDIT AND DEBIT CARD AND ELECTRONIC CHECK TRANSACTIONS VIA A GLOBAL COMPUTER NETWORK (INT. CL. 9) COMPUTER PROGRAMS, SOFTWARE AND HARDWARE RELATED TO FINANCIAL SERVICES, NAMELY SOFTWARE FOR DATA STORAGE AND RETRIEVAL AND TRANSMISSION OF CUSTOMER INFORMATION USED BY INDIVIDUALS, MERCHANT BANKING AND FINANCIAL INSTITUTIONS AND FOR THE PROCESSING OF FINANCIAL TRANSACTIONS VIA CREDIT, DEBIT, AND SMART CARDS; POINT OF SALE TRANSACTION TERMINALS AND COMPUTER PROGRAMS AND SOFTWARE FOR TRANSMITTING, DISPLAYING AND STORING TRANSACTION, IDENTIFICATION AND FINANCIAL INFORMATION FOR USE IN THE FINANCIAL SERVICES AND MERCHANT BANKING INDUSTRIES; AND DEVICES, NAMELY ELECTRONIC VERIFICATION APPARATUS FOR VERIFYING AUTHENTICATION OF CHARGE CARDS, CREDIT

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						<p>CARDS, BANK CARDS, DEBIT CARDS AND OTHER PAYMENT CARDS  (INT. CL. 36) FINANCIAL SERVICES RELATED TO CREDIT CARDS AND PAYMENT CARDS, NAMELY CREDIT CARD AND DEBIT CARD SERVICES;  MERCHANT BANKING SERVICES; CHARGE CARD AND PREPAID CARD SERVICES PROVIDING TRANSACTION AUTHORIZATION AND SETTLEMENT SERVICES, ELECTRONIC PAYMENTS SERVICES, ELECTRONIC FUNDS AND CURRENCY TRANSFER SERVICES, AND CASH DISBURSEMENT SERVICES;  PAYMENT SERVICES UTILIZING A DEVICE TO ALLOW PAYMENT TO BE CHARGED TO A PREVIOUSLY SPECIFIED PAYMENT MEDIUM, SUCH AS A DEBIT CARD OR CREDIT CARD;  CHECK VERIFICATION SERVICES; AND ADVISORY AND CONSULTING SERVICES RELATING TO ALL THE AFORESAID SERVICES</p>

TRADEMARK / IMAGE	JURISDICTION	REGISTRANT	(APPL.) / REG. NUMBER	(FILING) / REG. DATE	STATUS	GOODS AND SERVICES
<b>PANPAD</b>	EUROPEAN UNION  COMMUNITY TRADEMARKS	CARDCONNECT, LLC DELAWARE CORPORATION 1000 CONTINENTAL DRIVE SUITE 600 KING OF PRUSSIA, PENNSYLVANIA 19406	10349314	03/21/2012	REGISTERED	(INT. CL. 9) SECURE PAYMENT DEVICES AND SECURE TERMINALS, INCLUDING POINT-OF-SALE TERMINALS, FOR READING, ACCEPTING, ENCRYPTING, AND UNENCRYPTING DATA RELATING TO PAYMENT CARDS, CREDIT CARDS, DEBIT CARDS, GIFT CARDS, SMART CARDS, STORED VALUE CARDS, AND OTHER FINANCIAL TRANSACTION DATA

**TRADEMARK**

**REEL: 005841 FRAME: 0715**

**RECORDED: 07/30/2016**