

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM436538

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
iPayment, Inc.		04/11/2017	Corporation: DELAWARE
GeoPass, Inc.		04/11/2017	Corporation: WASHINGTON
Flagship Merchant Services, LLC		04/11/2017	Limited Liability Company: DELAWARE
NBS ACQUISITION, LLC		04/11/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Savings Fund Society, FSB
Street Address:	500 Delaware Avenue
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	Association: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	4910385	BANQ
Registration Number:	3497619	CAMBRIDGE PAYMENT SYSTEMS
Registration Number:	3998975	CARDSYNC
Registration Number:	2871023	E
Registration Number:	4231618	IACCESS
Registration Number:	4155979	IACCOUNTING
Registration Number:	4302116	IADVANTAGE
Registration Number:	4269045	IADVANTAGE
Registration Number:	4269046	IADVANTAGE
Registration Number:	4280415	IBUY
Registration Number:	4307020	IEMPLOYEE
Registration Number:	4165785	IFILESAFE
Registration Number:	4155968	IHOMEPAGE
Registration Number:	4306982	ILEGAL

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3733920	IPAYMENT
Registration Number:	4509361	IPAYMENT
Registration Number:	2619094	ONLINE APP
Registration Number:	2454967	QUICKCOMMERCE
Registration Number:	5009304	TISO
Registration Number:	5009305	TISO
Registration Number:	4310569	WHERE SMALL BUSINESS & TECHNOLOGY UNITE.
Registration Number:	4280821	WHERE SMALL BUSINESS & TECHNOLOGY UNITE.
Registration Number:	4280822	WHERE SMALL BUSINESS & TECHNOLOGY UNITE.
Registration Number:	2810233	
Registration Number:	4899631	PIRQ
Registration Number:	4899632	PIRQ
Registration Number:	3851763	FLAGSHIP MERCHANT SERVICES
Registration Number:	3745496	FLAGSHIP MERCHANT SERVICES
Serial Number:	87245861	DART

CORRESPONDENCE DATA

Fax Number:

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: 2023704750

Email: ipteam@cogencyglobal.com

Correspondent Name: Darlena Bari Stark

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F171602 Second Lien
NAME OF SUBMITTER:	Emily Ohannessian
SIGNATURE:	/Emily Ohannessian/
DATE SIGNED:	07/25/2017

Total Attachments: 6

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

United States Patent and Trademark Office
Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of April 11, 2017 (the “**Security Agreement**”) by and among the Grantors party thereto (each a “**Grantor**” and collectively, the “**Grantors**”) and Wilmington Savings Fund Society, FSB, as Collateral Agent (the “**Collateral Agent**”) for the holders of the Secured Obligations referenced therein, the undersigned Grantors have granted a continuing security interest in and continuing lien upon the U.S. trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantors hereby grant to the Collateral Agent, on behalf of the holders of the Secured Obligations, a continuing security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto that (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature Pages Follow]

Very truly yours,

iPAYMENT, INC., a Delaware
corporation

By: 

Name: Robert N. Purcell

Title: Executive Vice President and
Chief Financial Officer

FLAGSHIP MERCHANT SERVICES,
LLC, a Delaware limited liability
company
NBS ACQUISITION, LLC, a Delaware
limited liability company

By: iPAYMENT, INC., as sole Member

By: 

Name: Robert N. Purcell

Title: Executive Vice President and
Chief Financial Officer

GEOPASS, INC., a Washington
corporation

By: 

Name: Robert N. Purcell

Title: Executive Vice President and
Chief Financial Officer

[Signature Page to Second Lien Trademark Security Agreement]

TRADEMARK
REEL: 006116 FRAME: 0742

Acknowledged and Accepted:

WILMINGTON TRUST SAVINGS FUND
SOCIETY, FSB, as Collateral Agent

By:



Name:

Title:


Geoffrey J. Lewis
Vice President


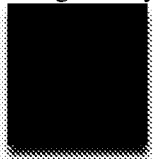


[Signature Page to Second Lien Trademark Security Agreement]

TRADEMARK
REEL: 006116 FRAME: 0743


Schedule 1

U.S. Trademarks

Owner	Mark	Registration No./ Application Number	Registration Date/Application Date	Status
iPayment, Inc.	BANQ	4910385	03/01/2016	Registered
iPayment, Inc.	CAMBRIDGE PAYMENT SYSTEMS	3497619	09/09/2008	Registered
iPayment, Inc. (CardSync Processing, Inc.)	CARDSYNC	3998975	07/19/2011	Registered
iPayment, Inc.	DART	87-245861	03/03/2017	Pending
iPayment, Inc.	E and Design 	2871023	08/10/2004	Registered
iPayment, Inc.	IACCESS	4231618	10/23/2012	Registered
iPayment, Inc.	IACCOUNTING	4155979	06/05/2012	Registered
iPayment, Inc.	IADVANTAGE	4302116	03/12/2013	Registered
iPayment, Inc.	IADVANTAGE	4269045	01/01/2013	Registered
iPayment, Inc.	IADVANTAGE	4269046	01/01/2013	Registered
iPayment, Inc.	IBUY	4280415	01/22/2013	Registered
iPayment, Inc.	IEMPLOYEE	4307020	03/19/2013	Registered
iPayment, Inc.	IFILESAFE	4165785	06/26/2012	Registered
iPayment, Inc.	IHOMEPAGE	4155968	06/05/2012	Registered
iPayment, Inc.	ILEGAL	4306982	03/19/2013	Registered
iPayment, Inc.	IPAYMENT and Design	3733920	01/05/2010	Registered

Owner	Mark	Registration No./ Application Number	Registration Date/Application Date	Status
				
iPayment, Inc.	IPAYMENT	4509361	04/08/2014	Registered
iPayment, Inc.	ONLINE APP	2619094	09/10/2012	Registered
iPayment, Inc.	QUICKCOMMERCE	2454967	05/29/2001	Registered
iPayment, Inc.	TISO	5009304	07/26/2016	Registered
iPayment, Inc.	TISO	5009305	07/26/2016	Registered
iPayment, Inc.	WHERE SMALL BUSINESS & TECHNOLOGY UNITE.	4310569	03/26/2013	Registered
iPayment, Inc.	WHERE SMALL BUSINESS & TECHNOLOGY UNITE.	4280821	01/22/2013	Registered
iPayment, Inc.	WHERE SMALL BUSINESS & TECHNOLOGY UNITE.	4280822	01/22/2013	Registered
iPayment, Inc.	Design Only 	2810233	02/03/2004	Registered
GeoPass, Inc.	PIRQ and Design 	4899631	02/09/2016	Registered
GeoPass, Inc.	PIRQ and Design 	4899632	02/09/2016	Registered
Flagship Merchant Services,	FLAGSHIP MERCHANT SERVICES and	3851763	09/21/2010	Registered

[Signature Page to First Lien Trademark Security Agreement]

Owner	Mark	Registration No./ Application Number	Registration Date/Application Date	Status
LLC	Design 			
Flagship Merchant Services, LLC	FLAGSHIP MERCHANT SERVICES	3745496	02/02/2010	Registered

[Signature Page to First Lien Trademark Security Agreement]