

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM449548

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECOND LIEN TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DEUTSCHE BANK TRUST COMPANY AMERICAS, as administrative agent		11/01/2017	Trust Company: NEW YORK
RECEIVING PARTY DATA			
Name:	JPAY, INC.		
Street Address:	12864 Biscayne Blvd.		
Internal Address:	Suite 243		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33181		
Entity Type:	Corporation: FLORIDA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2724377	JPAY	
Registration Number:	3929607	JP3	
Registration Number:	4280128	JP4	
Registration Number:	4723627	JP5	
Registration Number:	4723649	JP5S	
Serial Number:	86642142	JPAY	
CORRESPONDENCE DATA			
Fax Number:			
<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:	6463667120		
Email:	iprecordations@whitecase.com		
Correspondent Name:	DANIEL GOLD/WHITE & CASE LLP		
Address Line 1:	1221 AVENUE OF THE AMERICAS		
Address Line 4:	NEW YORK, NEW YORK 10020		
ATTORNEY DOCKET NUMBER:	1111779-2369-N997		

CH \$165.00 2724377

NAME OF SUBMITTER:	Daniel Gold
SIGNATURE:	/Daniel Gold/
DATE SIGNED:	11/02/2017
Total Attachments: 3 source=2L TM Release JPAY 5589_0894#page1.tif source=2L TM Release JPAY 5589_0894#page2.tif source=2L TM Release JPAY 5589_0894#page3.tif	

**SECOND LIEN TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

This Second Lien Termination and Release of Security Interest in Trademarks (“Trademark Release”) is made as of November 1, 2017, by DEUTSCHE BANK TRUST COMPANY AMERICAS, a New York trust company, in its capacity as administrative agent (the “Administrative Agent”) in favor of JPAY, INC., a Florida corporation with an address at 12864 Biscayne Blvd., Suite 243, Miami, Florida 33181 (the “Grantor”).

W I T N E S S E T H:

WHEREAS, the Grantor entered into a certain trademark security agreement dated July 31, 2015 (the “Trademark Security Agreement”) with the Administrative Agent, notice of which was recorded on July 31, 2015 at the United States Patent and Trademark Office at Reel 5589, Frame 0894.

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

WHEREAS, Grantor granted the Administrative Agent, under the terms of the Trademark Security Agreement, a continuing security interest (the “Security Interest”) in favor of the Administrative Agent, in and to its Trademark Collateral, including the trademarks listed in Schedule I, and the goodwill connected with the use thereof and symbolized thereby.

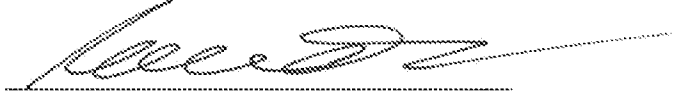
WHEREAS, the Administrative Agent has agreed to terminate and release its security interest in all such Trademark Collateral as herein provided.

NOW, THEREFORE, in consideration of the foregoing and intending to be legally bound, the Administrative Agent, for itself and on behalf of the lenders in association with the Security Interest, hereby releases, terminates and discharges any and all of its Security Interest in the Trademark Collateral of the Grantor, and the goodwill connected with the use thereof and symbolized thereby, and assigns, transfers and conveys to Grantor any right, title or interest the Administrative Agent may have in the foregoing.

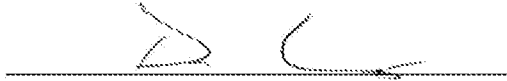
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IN WITNESS WHEREOF, the Administrative Agent has caused this Trademark Release to be executed as of the day and year first written above.

**DEUTSCHE BANK TRUST COMPANY
AMERICAS,**
as Administrative Agent

By: 

Name: **Anca Trifan**
Title: **Managing Director**

By: 

Name: **Diana Lazarov**
Title: **Director**

Schedule I

**TRADEMARK REGISTRATIONS AND
APPLICATIONS**

Owner	Mark	Registration / Filing Date	Registration No. / Serial No.
JPAY Inc.	JPay	6/10/2003	Registration #2724377
JPAY Inc.	JP3	3/8/2011	Registration #3929607
JPAY Inc.	JP4	1/22/2013	Registration #4280128
JPAY Inc.	JP5	4/21/15	Registration # 4723627
JPAY Inc.	JP5s	4/21/15	Registration # 4723649
JPAY Inc.	JPAY	Filed 5/27/15	Serial # 86642142