

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM452788

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--|----------|----------------|-----------------------|
| ARES CAPITAL CORPORATION, as successor to American Capital Agent Services, LLC | | 11/30/2017 | Corporation: MARYLAND |

RECEIVING PARTY DATA

| | |
|--------------------------|-------------------------------------|
| Name: | BluePay Processing, LLC |
| Street Address: | 184 Shuman Blvd. |
| Internal Address: | Suite 350 |
| City: | Naperville |
| State/Country: | ILLINOIS |
| Postal Code: | 60563 |
| Entity Type: | Limited Liability Company: DELAWARE |
| Name: | CDI TECHNOLOGY, LLC |
| Street Address: | 184 Shuman Blvd. |
| Internal Address: | Suite 350 |
| City: | Naperville |
| State/Country: | ILLINOIS |
| Postal Code: | 60563 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 11

| Property Type | Number | Word Mark |
|-----------------------------|---------|--------------------------|
| Registration Number: | 2646932 | BLUEPAY |
| Registration Number: | 4695118 | ERP2WEB |
| Registration Number: | 4055330 | BILLHIGHWAY |
| Registration Number: | 4398747 | BILLHIGHWAY ENTERPRISE |
| Registration Number: | 4389439 | BILLHIGHWAY GIVE |
| Registration Number: | 4272414 | BILLHIGHWAY PREPAID CARD |
| Registration Number: | 4373485 | BILLHIGHWAYCARE |
| Registration Number: | 4373484 | BILLHIGHWAYS SAFE |
| Registration Number: | 4055331 | GROUP FINANCES MADE EASY |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|----------------|
| Registration Number: | 3010966 | INTERSTATE APH |
| Registration Number: | 4377659 | |

CORRESPONDENCE DATA

Fax Number: 2123108007
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: 212.310.8397
Email: juan.arias@weil.com
Correspondent Name: Justin D. Lee
Address Line 1: Weil, Gotshal & Manges LLP
Address Line 2: 767 Fifth Avenue
Address Line 4: New York, NEW YORK 10153

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|--------------------------------|---------------------------|
| ATTORNEY DOCKET NUMBER: | Justin D. Lee -45382.0019 |
| NAME OF SUBMITTER: | Justin D. Lee |
| SIGNATURE: | /Justin D. Lee/ |
| DATE SIGNED: | 11/30/2017 |

Total Attachments: 3

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of November 30, 2017 (this "Release"), is made by ARES CAPITAL CORPORATION, as successor to American Capital Agent Services, LLC (the "Agent") for the benefit of Agent and Lenders (as defined in the Trademark Security Agreement referred to below).

WHEREAS, pursuant to the Second Lien Credit Agreement dated as of January 29, 2016 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among BluePay Processing, LLC, a Delaware limited liability company (f/k/a BluePay Processing, Inc.) (the "Borrower"), the other Credit Parties party thereto, Agent, as successor to American Capital Agent Services, LLC, and the Lenders from time to time party thereto, the Lenders provided for extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, pursuant to the Guaranty and Security Agreement dated as of January 29, 2016 (the "Security Agreement") and the terms and conditions of that certain Trademark Security Agreement, dated as of January 29, 2016 by Borrower and CDI Technology, LLC, a Delaware limited liability company (the "Grantors"), Grantors granted to Agent for the benefit of the Secured Parties a security interest in the Trademark Collateral, including the Trademarks listed on Schedule A; and

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office ("USPTO") on February 4, 2016 at Reel 5720 Frame 0519.

NOW THEREFOR, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, the Agent (for itself and as agent for the Lenders) and Grantors (the "parties") agree as follows:

SECTION 1. Defined Terms. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Trademark Security Agreement.

SECTION 2. Termination and Release. The Agent, for itself and as agent for the Lenders, hereby:

(a) terminates the Trademark Security Agreement, Security Agreement, and any other agreement under which Grantors has granted a collateral mortgage, pledge, hypothecation, grant, assignment, Lien, or security interest in, to, and under the Trademark Collateral;

(b) cancels, discharges, and releases the mortgage, pledge, and hypothecation and Lien on and security interest in, all of its right, title, and interest in, to, and under the Trademark Collateral, including the Trademark Collateral listed on Schedule A attached hereto; and

(c) authorizes the recordation of this Release with the USPTO.

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IN WITNESS WHEREOF, the Agent has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

ARES CAPITAL CORPORATION, as successor to
American Capital Agent Services, LLC

By: 

Name:

Joshua M. Bloomstein

Title:

Authorized Signatory

[Signature Page to 2L Trademark Release – Reel/Frame 5720-0519]

TRADEMARK
REEL: 006217 FRAME: 0725

Schedule A

REEL 5720/0519

Trademark Registrations

| Record Owner | Mark | Type of Mark | Registration # | Registration Date |
|-------------------------|--------------------------|---------------------|-----------------------|--------------------------|
| BluePay Processing, LLC | BLUEPAY | Trademark | 2646932 | 11/5/2002 |
| CDI Technology, LLC | ERP2Web | Trademark | 4695118 | 12/16/2014 |
| BluePay Processing, LLC | BILLHIGHWAY | Trademark | 4,055,330 | 11/15/2011 |
| BluePay Processing, LLC | BILLHIGHWAY ENTERPRISE | Trademark | 4,398,747 | 9/10/2013 |
| BluePay Processing, LLC | BILLHIGHWAY GIVE | Trademark | 4,389,439 | 8/20/2013 |
| BluePay Processing, LLC | BILLHIGHWAY PREPAID CARD | Trademark | 4,272,414 | 1/8/2013 |
| BluePay Processing, LLC | BILLHIGHWAYCARE | Trademark | 4,373,485 | 7/23/2013 |
| BluePay Processing, LLC | BILLHIGHWAYS SAFE | Trademark | 4,373,484 | 7/23/2013 |
| BluePay Processing, LLC | GROUP FINANCES MADE EASY | Trademark | 4,055,331 | 11/15/2011 |
| BluePay Processing, LLC | INTERSTATE APH & Design | Trademark | 3,010,966 | 11/1/2005 |
| BluePay Processing, LLC | Smile Design | Trademark | 4,377,659 | 7/30/2013 |

Trademark Application

None.