

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM452786

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ANTARES CAPITAL LP		11/30/2017	Limited Partnership: DELAWARE
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		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
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	
Registration Number:	3010966	INTERSTATE APH	
Registration Number:	4377659		
CORRESPONDENCE DATA			
Fax Number:	2123108007		
<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:	212.310.8397		
Email:	juan.arias@weil.com		
Correspondent Name:	Justin D. Lee		
Address Line 1:	Weil, Gotshal & Manges LLP		

CH \$240.00 4055330

Address Line 2:	767 Fifth Avenue
Address Line 4:	New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	Justin D. Lee - 45382.001
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NAME OF SUBMITTER:	Justin D. Lee
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SIGNATURE:	/Justin D. Lee/
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DATE SIGNED:	11/30/2017
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Total Attachments: 4

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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 ANTARES CAPITAL LP, a Delaware limited partnership (the “Successor Agent”) for the benefit of Agent and Lenders (as defined in the Trademark Security Agreement referred to below).

WHEREAS, pursuant to that certain Credit Agreement dated as of August 30, 2013 (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, and the Lenders and the L/C Issuers from time to time party thereto, the Lenders and the L/C Issuers 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 August 30, 2013 (the “Security Agreement”) and the terms and conditions of that certain Trademark Security Agreement, dated as of January 29, 2016 by BluePay Processing, LLC (the “Grantor”), Grantor granted to Successor Agent for the benefit of the Secured Parties a security interest in the Trademark Collateral, including the Trademarks listed on Schedule A;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office (“USPTO”) on January 29, 2016 at Reel 5723 Frame 0204.

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 Successor Agent (for itself and as agent for the Lenders and the L/C Issuers) and Grantor (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 Successor Agent, for itself and as agent for the Lenders and the L/C Issuers, hereby:

(a) terminates the Trademark Security Agreement, Security Agreement, and any other agreement under which Grantor 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.

ANTARES CAPITAL LP, as Successor Agent

By: 

Name: Stephanie Krebs

Its: Duly Authorized Signatory

Schedule A

REEL 5723 FRAME 0204

Record Owner	Mark	Type of Mark	Registration #	Registration Date
BluePay Processing, LLC	BILLHIGHWAY	Trademark	TMA833455 (Canada)	10/3/2012
BluePay Processing, LLC	BILLHIGHWAY	Trademark	4,055,330	11/15/2011
BluePay Processing, LLC	BILLHIGHWAY ENTERPRISE	Trademark	TMA898269 (Canada)	3/9/2015
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	BILLHIGHWAY PREPAIDCARD	Trademark	TMA866422 (Canada)	12/2/2013
BluePay Processing, LLC	BILLHIGHWAYCARE	Trademark	TMA860544 (Canada)	9/18/2013
BluePay Processing, LLC	BILLHIGHWAYCARE	Trademark	4,373,485	7/23/2013
BluePay Processing, LLC	BILLHIGHWAYS SAFE	Trademark	TMA860066 (Canada)	9/13/2013
BluePay Processing, LLC	BILLHIGHWAYS SAFE	Trademark	4,373,484	7/23/2013
BluePay Processing, LLC	GROUP FINANCES MADE EASY	Trademark	TMA859806 (Canada)	9/10/2013
BluePay Processing, LLC	GROUP FINANCES MADE EASY	Trademark	4,055,331	11/15/2011
BluePay Processing, LLC	HEALTHY FINANCIALS. MISSION ACCOMPLISHED.	Trademark	TMA864929 (Canada)	11/13/2013

BluePay Processing, LLC	HEALTHY FINANCIALS. MISSION ACCOMPLISHED.	Trademark	4,268,379 (Canada)	1/1/2013
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 APPLICATIONS

Record Owner	Mark	Type of Mark	Application #	Filing Date
BluePay Processing, LLC	BILLHIGHWAY GIVE	Trademark	1589107 Application (Canada)	8/7/2012

IP LICENSES

None.