

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496681

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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 |
| SILICON VALLEY BANK | | 11/02/2018 | BANK: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | PAYCOR, INC. | | |
| Street Address: | 4811 Montgomery Road | | |
| City: | Cincinnati | | |
| State/Country: | OHIO | | |
| Postal Code: | 45212 | | |
| Entity Type: | Corporation: DELAWARE | | |
| Name: | NEWTON SOFTWARE, INC. | | |
| Street Address: | 4811 Montgomery Road | | |
| City: | Cincinnati | | |
| State/Country: | OHIO | | |
| Postal Code: | 45212 | | |
| Entity Type: | Corporation: OHIO | | |
| PROPERTY NUMBERS Total: 10 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4826196 | PERFORM | |
| Registration Number: | 4515305 | PERFORM | |
| Registration Number: | 4382223 | PAYCOR | |
| Registration Number: | 4317591 | CPA CARE | |
| Registration Number: | 3948319 | TIME ON DEMAND | |
| Registration Number: | 2124315 | PAYCOR | |
| Registration Number: | 4907123 | | |
| Registration Number: | 4089333 | GREEN IS GO. RED IS NO. | |
| Registration Number: | 3313217 | NEWTON | |
| Registration Number: | 4155850 | | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |

CH \$265.00 4826196

TRADEMARK

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: 212.318.6532
Email: alanagramer@paulhastings.com
Correspondent Name: Alana Gramer
Address Line 1: c/o Paul Hastings LLP
Address Line 2: 200 Park Avenue
Address Line 4: NEW YORK, NEW YORK 10166

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|---------------------------|--------------|
| NAME OF SUBMITTER: | ALANA GRAMER |
|---------------------------|--------------|

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|-------------------|------------------|
| SIGNATURE: | /s/ ALANA GRAMER |
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|---------------------|------------|
| DATE SIGNED: | 11/02/2018 |
|---------------------|------------|

Total Attachments: 3

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTERESTS IN TRADEMARKS** (this "*Termination and Release*") is made as of November 2, 2018 by **SILICON VALLEY BANK**, in its capacity as Administrative Agent under the Grant described below (in such capacity, the "*Administrative Agent*"), in favor of **PAYCOR, INC.**, a Delaware corporation, and **NEWTON SOFTWARE, INC.**, an Ohio corporation (each and together, jointly and severally, "*Grantor*").

WHEREAS, Grantor executed and delivered a Trademark Security Agreement dated as of June 30, 2017 (as amended, modified or supplemented prior to the date hereof, the "*Grant*") granting the Administrative Agent a security interest in and lien on certain Trademarks (as defined and described therein);

WHEREAS, the Grant was recorded in the Assignment Division of the United States Patent and Trademark Office ("*USPTO*") on July 5, 2017, at Reel 6098, Frame 0305;

WHEREAS, Grantor has requested that the Administrative Agent terminate, release and discharge fully its security interests in and liens on all right, title and interest of Grantor in, to and under all of the trademarks and trademark applications described in the Grant (collectively, the "*Trademarks*") as herein provided; and

WHEREAS, Grantor has requested that the Administrative Agent provide a document suitable for recording in the USPTO to evidence the release of its security interests in and liens on the Trademarks as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby:

1. terminates the Grant and releases, terminates and discharges all liens and security interests in Grantor's right, title and interest in, to and under the Trademarks, and all goodwill associated therewith, including those Trademarks identified in Schedule I hereto; and
2. authorizes and requests that this Termination and Release be recorded at the USPTO.


THIS TERMINATION AND RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE INTERNAL LAWS (AND NOT THE CONFLICT OF LAW RULES) OF THE STATE OF NEW YORK.

This Termination and Release may be executed by one or more of the parties to this Termination and Release on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Termination and Release by electronic transmission shall be equally effective as delivery of an original executed counterpart hereof.

[Signature page follows this page.]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

SILICON VALLEY BANK, as Administrative Agent

By: 
Name: Marc Neri
Title: Director

SCHEDULE I
TO
TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

Registered Trademarks of Paycor, Inc.

| <u>Jurisdiction</u> | <u>Registration No.</u> | <u>Registration Date</u> | <u>Filing Date</u> | <u>Registered Owner</u> | <u>Mark</u> |
|---------------------|-------------------------|--------------------------|--------------------|-------------------------|----------------|
| US | 4826196 | 10/06/15 | 02/12/15 | Paycor, Inc. | PERFORM |
| US | 4515305 | 04/15/14 | 05/31/12 | Paycor, Inc. | PERFORM |
| US | 4382223 | 08/13/13 | 05/29/12 | Paycor, Inc. | PAYCOR |
| US | 4317591 | 04/09/13 | 01/19/11 | Paycor, Inc. | CPA CARE |
| US | 3948319 | 04/19/11 | 03/05/09 | Paycor, Inc. | TIME ON DEMAND |
| US | 2124315 | 12/23/97 | 04/29/96 | Paycor, Inc. | PAYCOR |

Registered Trademarks of Newton Software, Inc.

| <u>Jurisdiction</u> | <u>Registration No.</u> | <u>Registration Date</u> | <u>Filing Date</u> | <u>Registered Owner</u> | <u>Mark</u> |
|---------------------|-------------------------|--------------------------|--------------------|-------------------------|-------------------------|
| US | 4907123 | 03/01/16 | 11/17/14 | Gravity Technologies | GREEN WHITE RED DESIGN |
| US | 4155850 | 06/05/12 | 06/17/11 | Gravity Technologies | GREEN WHITE RED DESIGN |
| US | 4089333 | 01/24/12 | 06/17/11 | Gravity Technologies | GREEN IS GO. RED IS NO. |
| US | 3313217 | 04/24/07 | 07/13/06 | Gravity Technologies | NEWTON |