

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM534902

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARKS (RELEASES RF 5037/0893)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Morgan Stanley Senior Funding, Inc., as successor-in-interest to JPMorgan Chase Bank, N.A.		07/31/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Vantiv, LLC		
Street Address:	8500 Governors Hill Drive		
City:	Symmes Township		
State/Country:	OHIO		
Postal Code:	45249		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 53			
Property Type	Number	Word Mark	
Registration Number:	3481501	JEANIE	
Registration Number:	3464161	SPRINGBOK SERVICES	
Registration Number:	3410601	SPRINGBOK SERVICES	
Registration Number:	3299623	SPRINGBOK	
Registration Number:	3299622	SPRINGBOK	
Registration Number:	3281504	EMPLOYEE GIFT GIVING MADE EASY	
Registration Number:	2733728	CMC	
Registration Number:	2646000	SKIPJACK	
Registration Number:	2626436	PREMIER ISSUE	
Registration Number:	2417652	SKIPJACK	
Registration Number:	1712167	JEANIE	
Registration Number:	1120703	JEANIE	
Registration Number:	3295429	AGILE, SECURE & POWERFUL PREPAID SOLUTIO	
Registration Number:	3299714	AGILE, SECURE & POWERFUL PREPAID SOLUTIO	
Registration Number:	3435030	CASH REWARDS2U	
Registration Number:	3939459	DESIGN IT! PHOTOCARD	
Registration Number:	4059616	DESIGN IT! STUDIO	
TRADEMARK			

OP \$1340.00 3481501

Property Type	Number	Word Mark
Registration Number:	4082599	E-SIMILATE
Registration Number:	3404392	EMPOWERING YOUR MISSION
Registration Number:	2697114	GOTOMYCARD
Registration Number:	2813446	GOTOMYCARD.COM
Registration Number:	4095694	MEMBER MILES
Registration Number:	4117485	MEMBER MILES
Registration Number:	4076337	OMNISHIELD
Registration Number:	4073249	OMNISHIELD
Registration Number:	3393112	PAYMENT SERVICES. SIMPLY DELIVERED.
Registration Number:	4114100	PAYTALLY
Registration Number:	3299624	POWERING PREPAID
Registration Number:	3464162	POWERING PREPAID
Registration Number:	3295497	PROKNOW
Registration Number:	2908571	REWARDS 2U
Registration Number:	3545053	SCOREWORKS
Registration Number:	2225054	TNB CARD SERVICES
Registration Number:	4191540	VANTIV
Registration Number:	4203053	VANTIV
Registration Number:	4210859	VANTIV
Registration Number:	4210860	VANTIV
Registration Number:	4210861	VANTIV
Registration Number:	2618794	VIP ACCESS
Registration Number:	2699370	VIP CARDEX
Registration Number:	3749842	VIP CARDSTATION
Registration Number:	2699410	VIP EXCHANGE
Registration Number:	2676303	VIP PAY
Registration Number:	3400822	VIP PORTFOLIO PRO
Registration Number:	2768606	VIP REPORTS
Registration Number:	2714989	VIP SOLUTIONS
Registration Number:	4059848	
Registration Number:	4059850	
Registration Number:	4426117	
Registration Number:	4673725	EXPECT MORE
Registration Number:	4777673	PAYFAC
Registration Number:	4637911	VEST
Serial Number:	77057047	BENEFITS2U

CORRESPONDENCE DATA

Fax Number: 7147558290

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: 714-540-1235

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive, Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	042742-0096
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NAME OF SUBMITTER:	Anna T Kwan
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SIGNATURE:	/atk/
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DATE SIGNED:	08/01/2019
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Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE, dated as of July 31, 2019 (this “Release”), is made by Morgan Stanley Senior Funding, Inc., a Delaware corporation with its mailing address at 1300 Thames Street—4th Floor, Baltimore, MD 21231, as collateral agent and administrative agent (“Morgan Stanley”), as successor-in-interest to JPMorgan Chase Bank, N.A. (“JPMorgan Chase”), a national banking association with its mailing address at 500 Stanton Christiana Rd Ops 2, Newark, DE 19713, in favor of Vantiv, LLC (the “Debtor”) with its principal place of business and mailing address at 8500 Governors Hill Drive, Symmes Township, OH 45249. Capitalized Terms not defined herein shall have the meanings attributed to them in the Security Agreement, Trademark Collateral Agreement or the Assignment Agreement (as defined below).

WHEREAS, the Debtor, JPMorgan Chase and the other debtors party thereto executed a Security Agreement, dated as of May 15, 2013 (as amended, restated, amended and restated or otherwise modified from time to time, the “Security Agreement”);

WHEREAS, pursuant to the Security Agreement, the Debtor executed and delivered the Trademark Collateral Agreement, dated as of May 15, 2013, in favor of JPMorgan Chase, which was recorded in the records of the United States Patent and Trademark Office at Reel 5037, Frame 0893, on May 30, 2013 (the “Trademark Collateral Agreement”);

WHEREAS, pursuant to the Trademark Collateral Agreement, the Debtor assigned, mortgaged and pledged as collateral security and granted to JPMorgan Chase for the benefit of the Secured Parties a continuing first priority lien on and security interest in, and a right of set-off against, all right, title, and interest of such Debtor, whether then owned or existing or thereafter created, acquired or arising, in and to all of the following (collectively, the “Trademark Collateral”):

(i) Each trademark, trademark registration, and trademark application owned by the Debtor, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application, including those listed on Schedule A hereto; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

WHEREAS, JPMorgan Chase, as resigning Agent and in other capacities, and Morgan Stanley, as successor Agent and in other capacities, entered into that certain Resignation and Appointment Agreement, dated as of September 21, 2017 (the “Successor Agent Agreement”), pursuant to which JPMorgan Chase resigned as Agent and from other capacities under the Loan Documents and appointed Morgan Stanley as the successor Agent and to other capacities under the Loan Documents, and the Borrower and the Required Lenders consented to the same;

WHEREAS, pursuant to the Successor Agent Agreement, JPMorgan Chase and Morgan Stanley executed the Notice of Assignment of Security Interest in Trademark Collateral dated as

of September 21, 2017, which was recorded in the records of the United States Patent and Trademark Office at Reel 6179, Frame 0791, on October 11, 2017 (the "Assignment Agreement"); and

WHEREAS, Morgan Stanley acknowledges that the conditions for termination of its lien on and security interest in the Trademark Collateral have been met, and accordingly, Morgan Stanley has agreed to: (i) release all of its security interest covering the Trademark Collateral; (ii) restore all right, title and interest in and to the Trademark Collateral to the Debtor; and (iii) dissolve any and all liens and encumbrances respecting the Trademark Collateral under the Trademark Collateral Agreement or otherwise.

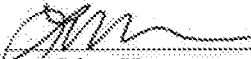
NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, Morgan Stanley hereby irrevocably and forever releases and terminates in its entirety its lien on and security interest in the Trademark Collateral, and discharges, quit claims, and relinquishes unto the Debtor, and re-assigns to the Debtor, any and all right, title and interest it has in and to, the Trademark Collateral.

THIS RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND CONSTRUED BY AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[Signature Page Follows]

IN WITNESS WHEREOF, Morgan Stanley has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.





MORGAN STANLEY SENIOR FUNDING, INC.,
as Agent



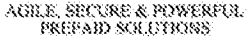
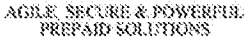
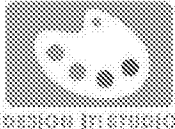


By: 


Name: Lisa Hanson

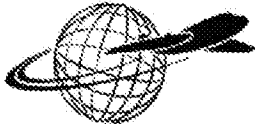
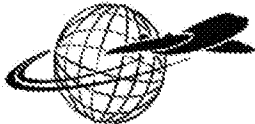

Title: Vice President

SCHEDULE A

Title	Reg. No./ App. No.
JEANIE 	3481501
SPRINGBOK SERVICES 	3464161
SPRINGBOK SERVICES 	3410601
SPRINGBOK 	3299623
SPRINGBOK 	3299622
EMPLOYEE GIFT GIVING MADE EASY 	3281504

Title	Reg. No./ App. No.
CMC 	2733728
SKIPJACK	2646000
PREMIER ISSUE	2626436
SKIPJACK	2417652
JEANIE	1712167
JEANIE 	1120703
AGILE, SECURE & POWERFUL PREPAID SOLUTIONS 	3295429
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CASH REWARDS2U	3435030
DESIGN IT! PHOTOCARD	3939459
DESIGN IT! STUDIO 	4059616
E-SIMILATE E-SIMILATE	4082599
EMPOWERING YOUR MISSION 	3404392
GOTOMYCARD	2697114
GOTOMYCARD.COM	2813446
MEMBER MILES 	4095694
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REWARDS 2U	2908571
SCOREWORKS SCOREWORKS	3545053
TNB CARD SERVICES 	2225054
VANTIV VANTIV	4191540
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VIP PAY	2676303
VIP PORTFOLIO PRO	3400822
VIP PORTFOLIO PRO	
VIP REPORTS	2768606
VIP SOLUTIONS	2714989
DESIGN ONLY (THE MARK CONSISTS OF A GLOBE MADE UP OF A GRID WITH AN AIRPLANE CIRCLING IT COMING FROM THE LEFT HAND SIDE OF THE GLOBE TO THE RIGHT IN AN UPWARD MOTION FOLLOWED BY PARALLEL MOTION MARKS.) 	4059848
DESIGN ONLY (THE MARK CONSISTS OF A GLOBE MADE UP OF A GRID WITH AN AIRPLANE CIRCLING IT COMING FROM THE LEFT HAND SIDE OF THE GLOBE TO THE RIGHT IN AN UPWARD MOTION FOLLOWED BY PARALLEL MOTION MARKS.) 	4059850
BENEFITS2U	77057047
Design Only (THE MARK CONSISTS OF EIGHT RECTANGLES FORMING A STAR) 	4426117
EXPECT MORE	4673725
PAYFAC	4777673
VEST	4637911