

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM581973

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Confirmatory Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Payfone, Inc.		06/17/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chaase Bank, N.A.		
Street Address:	237 Park Avenue, 6th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	77420648	PAYFONE	
Registration Number:	3757474	PAYFONE	
Registration Number:	4419424	VERIFIED BY PAYFONE	
Registration Number:	4413068	1 TOUCHCHECKOUT	
Registration Number:	2613132	AUTHENTIFY	
Registration Number:	4900291	AUTHENTIFY XFA	
Registration Number:	4196993	2CHK	
CORRESPONDENCE DATA			
Fax Number:	6175236850		
<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:	617-523-2700		
Email:	susan.dinicola@hklaw.com,khyshboo.patel@hklaw.com		
Correspondent Name:	Holland & Knight LLP		
Address Line 1:	10 St. James Avenue		
Address Line 4:	Boston, MASSACHUSETTS 02116		
NAME OF SUBMITTER:	Susan C. DiNicola		
SIGNATURE:	/Susan C. DiNicola/		
DATE SIGNED:	06/18/2020		

OP \$190.00 77420648

Total Attachments: 5

source=JPM_Payfone - Confirmatory Grant of Security Interest in Trademarks#page1.tif

source=JPM_Payfone - Confirmatory Grant of Security Interest in Trademarks#page2.tif

source=JPM_Payfone - Confirmatory Grant of Security Interest in Trademarks#page3.tif

source=JPM_Payfone - Confirmatory Grant of Security Interest in Trademarks#page4.tif

source=JPM_Payfone - Confirmatory Grant of Security Interest in Trademarks#page5.tif

CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Confirmatory Grant”), is entered into as of June 17, 2020, by and between PAYFONE, INC., a Delaware corporation (the “Grantor”), and JPMORGAN CHASE BANK, N.A. (the “Administrative Agent”), acting in its capacity as administrative agent pursuant to that certain Credit Agreement dated as of June 17, 2020 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”) by and among Grantor, the other Loan Parties, the Administrative Agent, and the financial institutions signatory thereto.

RECITALS:

A The Grantor, certain of the Grantor’s affiliates from time to time party thereto, the financial institution from time to time party thereto, and the Administrative Agent on behalf of the Secured Parties have entered into that certain Pledge and Security Agreement dated as of June 17, 2020 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”; all terms defined in the Security Agreement, wherever used herein, shall have the same meanings herein as are prescribed by the Security Agreement).

B Pursuant to the terms of the Security Agreement, the Grantor has granted to the Administrative Agent on behalf of the Secured Parties a Lien on and security interest in all of the Grantor’s right, title, and interest in, to and under all now owned and hereafter acquired Trademarks, and all products and proceeds thereof, to secure the payment of the Obligations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, on behalf of the Secured Parties, a continuing Lien on and security interest in all of the Grantor’s right, title, and interest in, to, and under the following (all of the following items or types of property being herein collectively referred to as the “Trademark Collateral”), whether now owned or hereafter created, acquired or arising:

- (a) all trademarks (including service marks), trade names, trade dress, and trade styles and the registrations and applications for registration thereof and the goodwill of the business symbolized by the foregoing, including, without limitation, each United States trademark and trademark application referred to in Schedule 1 attached hereto;
- (b) all licenses of the foregoing, whether as licensee or licensor;
- (c) all renewals of the foregoing;
- (d) all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements thereof;
- (e) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing; and
- (f) all rights corresponding to any of the foregoing throughout the world.

The Lien and security interest contained in this Confirmatory Grant is granted in conjunction with the security interest granted to the Administrative Agent on behalf of the Secured Parties pursuant to the Security Agreement.

This Confirmatory Grant shall be governed by, and construed in accordance with, the internal laws of the State of New York, but giving effect to federal laws applicable to national banks.

This Confirmatory Grant may be executed in any number of counterparts, all of which taken together shall constitute one agreement, and any of the parties hereto may execute this Confirmatory Grant by signing any such counterpart. Delivery of an executed counterpart of a signature page of this Confirmatory Grant by facsimile or other electronic transmission shall be effective as delivery of a manually executed counterpart of this Confirmatory Grant.

[Signature pages follow.]

IN WITNESS WHEREOF, Grantor has caused this Confirmatory Grant to be duly executed by its duly authorized as of the date first written above.

PAYPHONE, INC., a Delaware corporation

By: 

Name: Tom FitzSimmons

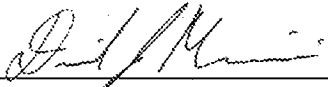
Title: Chief Financial Officer

[IMP:PAYPHONE - GRANT OF SECURITY INTERESTS IN TRADEMARKS]

TRADEMARK
REEL: 006974 FRAME: 0228

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A., as
Administrative Agent

By: 
Name: Daniel J. Maniaci
Title: Vice President

SCHEDULE 1

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

<u>Trademark</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
PAYFONE	77420648	March 13, 2008	PENDING	PENDING
PAYFONE	77792346	July 29, 2009	3757474	March 9, 2010
VERIFIED BY PAYFONE	8538971	May 30, 2012	4419424	October 15, 2013
1 TOUCHCHECKOUT	85638310	May 30, 2012	4413068	October 8, 2013
BILL OF TRUST	88358795	March 27, 2019	PENDING	PENDING
BILL OF TRUST	88358794	March 27, 2019	PENDING	PENDING
BILL OF TRUST	88358788	March 27, 2019	PENDING	PENDING
BILL OF TRUST	88358785	March 27, 2019	PENDING	PENDING
BILL OF TRUST	88358783	March 27, 2019	PENDING	PENDING
BILL OF TRUST	88358780	March 27, 2019	PENDING	PENDING
AUTHENTIFY	75846751	November 12, 1999	2613132	August 27, 2002
AUTHENTIFY Xfa	86452247	November 12, 2014	4900291	February 16, 2016
2CHK	85364033	July 6, 2011	4196993	August 28, 2012
PAVE	88936085	May 27, 2020	PENDING	PENDING
PAVE	88936038	May 27, 2020	PENDING	PENDING