

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM449123

|   |   |                       |  |
|---|---|-----------------------|--|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                                      |                       |  |
| <b>NATURE OF CONVEYANCE:</b>  | NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS  |                       |  |
| <b>CONVEYING PARTY DATA</b>   |   |                       |  |
| <b>Name</b>   | <b>Formerly</b>                                     | <b>Execution Date</b> | <b>Entity Type</b>                     |
| CP-DBS, LLC   |   | 10/30/2017            | Limited Liability Company:<br>DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |   |                       |  |
| <b>Name:</b>  | BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT      |                       |  |
| <b>Street Address:</b>  | 135 S. LASALLE STREET                               |                       |  |
| <b>Internal Address:</b>  | MAIL CODE: IL4-135-09-61                            |                       |  |
| <b>City:</b>  | CHICAGO   |                       |  |
| <b>State/Country:</b>   | ILLINOIS  |                       |  |
| <b>Postal Code:</b>   | 60603   |                       |  |
| <b>Entity Type:</b>   | National Banking Association: UNITED STATES         |                       |  |
| <b>PROPERTY NUMBERS Total: 3</b>  |   |                       |  |
| <b>Property Type</b>  | <b>Number</b>                                       | <b>Word Mark</b>      |  |
| <b>Registration Number:</b>   | 5099877   | PAYSCHOOLS            |  |
| <b>Registration Number:</b>   | 3303581   | PAYSCHOOLS            |  |
| <b>Registration Number:</b>   | 5112989   | PS                    |  |
| <b>CORRESPONDENCE DATA</b>  |   |                       |  |
| <b>Fax Number:</b>  | 9192868199  |                       |  |
| <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> |   |                       |  |
| <b>Phone:</b>   | 919 286-8000  |                       |  |
| <b>Email:</b>   | PTO_TMconfirmation@mvalaw.com, sandraday@mvalaw.com |                       |  |
| <b>Correspondent Name:</b>  | MOORE & VAN ALLEN PLLC                              |                       |  |
| <b>Address Line 1:</b>  | 3015 CARRINGTON MILL BOULEVARD                      |                       |  |
| <b>Address Line 2:</b>  | SUITE 400   |                       |  |
| <b>Address Line 4:</b>  | MORRISVILLE, NORTH CAROLINA 27560                   |                       |  |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 327000-027705                                       |                       |  |
| <b>NAME OF SUBMITTER:</b>   | John Slaughter                                      |                       |  |
| <b>SIGNATURE:</b>   | /john slaughter/                                    |                       |  |
| <b>DATE SIGNED:</b>   | 10/31/2017  |                       |  |
| <b>Total Attachments: 4</b>   |   |                       |  |

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of October 30, 2017 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

| <u>Trademark No.</u> | <u>Description of<br/>Trademark Item</u> | <u>Date of Trademark</u> |
|----------------------|--|--------------------------|
|----------------------|--|--------------------------|

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

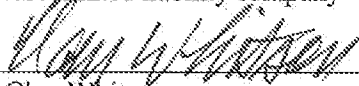
| <u>Trademark Applications No.</u> | <u>Description of<br/>Trademark Applied for</u> | <u>Date of<br/>Trademark Applications</u> |
|-----------------------------------|---|---|
|-----------------------------------|---|---|

See Schedule 1 attached hereto

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CP-DBS, LLC,  
a Delaware limited liability company

By: 

Name: Clay Whitson

Title: Chief Financial Officer and Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Christine Trotter

Name: Christine Trotter

Title: Assistant Vice President

**Schedule 1**

**CP-DBS, LLC  
(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Trademark Registrations**

| <b>Mark</b>   | <b>Reg. No.</b> | <b>Reg. Date</b> |
|---------------|-----------------|------------------|
| PAYSCHOOLS    | 5099877         | 12/13/16         |
| PAYSCHOOLS    | 3303581         | 10/02/07         |
| PS and Design | 5112989         | 01/03/17         |