

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
Heartland Payment Systems, Inc.	07/08/2013
RECEIVING PARTY DATA	
Name:	JPMorgan Chase Bank N.A., as Administrative Agent
Street Address:	10 South Dearborn Street
Internal Address:	19th Floor, Loan and Agency Services Group
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	13453405
Application Number:	13271072
Application Number:	12816356
CORRESPONDENCE DATA	
Fax Number:	2146614926
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2149536926
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Correspondent Name:	Elizabeth K. Stanley
Address Line 1:	2001 Ross Avenue
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Address Line 4:	Dallas, TEXAS 75201
ATTORNEY DOCKET NUMBER:	002642.2423
NAME OF SUBMITTER:	Elizabeth K. Stanley

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PATENT
 REEL: 030763 FRAME: 0743

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Signature:	/Elizabeth K. Stanley/
Date:	07/08/2013
Total Attachments: 7 source=11 - HPS PATent Security Agreement (July 8 2013)#page1.tif source=11 - HPS PATent Security Agreement (July 8 2013)#page2.tif source=11 - HPS PATent Security Agreement (July 8 2013)#page3.tif source=11 - HPS PATent Security Agreement (July 8 2013)#page4.tif source=11 - HPS PATent Security Agreement (July 8 2013)#page5.tif source=11 - HPS PATent Security Agreement (July 8 2013)#page6.tif source=11 - HPS PATent Security Agreement (July 8 2013)#page7.tif	

PATENT SECURITY AGREEMENT

July 8, 2013

WHEREAS, Heartland Payment Systems, Inc., a Delaware corporation (herein called "**Grantor**"), owns certain Patents (as defined below); and

WHEREAS, Grantor has entered into that certain Second Amended and Restated Credit Agreement dated as of November 24, 2010 (as it may be amended, restated, modified or supplemented from time to time, the "**Credit Agreement**" and capitalized terms used and not otherwise defined herein shall have the meanings assigned to them in the Credit Agreement), among Grantor, the lending and other financial institutions from time to time party thereto (the "Lenders"), and JPMorgan Chase Bank, N.A., as Administrative Agent for the Lenders and the other Secured Parties (as defined in the Credit Agreement);

WHEREAS, pursuant to the terms of the Amended and Restated Pledge and Security Agreement dated as of November 24, 2010, made by Grantor and certain Affiliates (as such term is defined in the Credit Agreement) of Grantor (as from time to time amended, supplemented, restated or otherwise modified, the "**Security Agreement**"), Grantor has granted to the Administrative Agent for its benefit and for the ratable benefit of the Secured Parties (in such capacity, the "**Grantee**") a continuing security interest in various assets of Grantor, including all right, title and interest of Grantor in and to the Patent Collateral (as defined herein), whether now owned or existing or hereafter acquired or arising, to secure the Secured Obligations (as such term is defined in the Credit Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby pledges and assigns to Grantee and grants to Grantee a continuing security interest, for the ratable benefit of the Secured Parties, in and to all of Grantor's right, title and interest in and to all of the following property (all of the following items or types of property being herein collectively referred to as the "**Patent Collateral**"), whether now owned or existing or hereafter acquired or arising, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Secured Obligations, whether now existing or hereafter incurred or arising:

(a) all letters patent and design letters patent of the United States and all applications for letters patent and design letters patent of the United States filed with the United States Patent and Trademark Office, including without limitation those described in ***Schedule I*** hereto;

(b) all reissues, divisions, continuations, continuations-in-part, renewals and extensions thereof;


(c) all claims for, and rights to sue for, past or future infringements of any of the foregoing; and

(d) all income, royalties, damages and payments now or hereafter due or payable with respect to any of the foregoing, including damages and payments for past or future infringements thereof.

This security interest is granted in conjunction with the security interests granted to Grantee pursuant to the Security Agreement. Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first written above.

HEARTLAND PAYMENT SYSTEMS, INC.

By: _____

Name:

Title:

Charles H. N. Kallenbach

Secretary

[PATENT SECURITY AGREEMENT - HPS]

PATENT
REEL: 030763 FRAME: 0747

Acknowledged:

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

By: 
Name: Goh Siew Tan
Title: Vice President

[PATENT SECURITY AGREEMENT - HPS]

PATENT
REEL: 030763 FRAME: 0748

Schedule 1

Patents

Title	Country	Patent No. (Application No.)	Issue Date (Date of Application)	Description
Provision of alert messages to customers of an establishment	United States	20120296680 Patent Application	11/22/2012 Application Date	Customer management for an establishment involves operating a server that hosts system software and interacts with various computing devices over internet and wireless network gateway connections. The server communicates with devices at the establishment and customer computing devices in real-time, providing system performance updates, text messaging communications to the customer regarding table availability and marketing information and synchronizing the information communicated within the system. A computer user interface at the establishment communicates with the server and allows an establishment host to capture and transmit customer information to the server and make of the server processing requests that can include sending text message alert notifications to a customer mobile device informing of an available table and providing marketing messages. A secondary device, operated by a waiter of the establishment, communicates with the computing devices of the

				system and can receive communications, such as customer attention requests, from the customer mobile device.
Systems and methods for implementing financial transactions	United States	20120185312 Patent Application	7/19/2012 Application Date	A payment processing system to provide merchant-specific accounts to consumers that are accessed by payment instruments. In one embodiment, the payment processing system can create and provide a variety of payment methodologies for purchases, such as pay-as-you-go, virtual prepaid, virtual subscription, and post-paid purchases. The merchant may, in some embodiments provide consumers with merchant rewards accounts and an opportunity to earn reward points or other loyalty-based currencies through qualifying purchase transactions. The consumer may access their merchant-specific accounts for purchase payment using a preferred payment instrument, such as a credit or debit card.
Tamper-resistant secure methods, systems and apparatuses for credit and debit transactions	United States	20100318468 Patent Application	12/16/2010 Application Date	An electronic payment transaction involves operating a gateway device in an electronic payment system to receive first encrypted transaction data from a merchant device, wherein the first encrypted transaction data is encrypted by means of a merchant device-specific encrypting key. Decrypted transaction data is produced by using a merchant device-specific decrypting key to decrypt the first

				encrypted transaction data. Second encrypted transaction data is derived from the decrypted transaction data, wherein the second encrypted transaction data is encrypted by means of a gateway device-specific encrypting key. The gateway device communicates the second encrypted transaction data to another electronic payment system server. A key transmission block received from the merchant device includes information that enables the gateway device to derive the merchant device-specific decryption key.
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