

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IPAYMENT, INC.		05/10/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	101 N. TRYON ST.		
Internal Address:	ONE INDEPENDENCE CENTER		
City:	CHARLOTTE		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2836525	IPAYMENT	
CORRESPONDENCE DATA			
Fax Number:	(646)848-4455		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-848-4455		
Email:	jlik@shearman.com		
Correspondent Name:	Alfi Guindi		
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Address Line 2:	Shearman & Sterling LLP - IP Docketing		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	3232/542		
NAME OF SUBMITTER:	Alfi Guindi		
Signature:	/ALFI GUINDI/		

CH \$40.00 2836525

Date:

06/09/2006

Total Attachments: 2

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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 Agreement dated as of May 10, 2006 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

iPAYMENT, INC

By: 

Name: Clay M. Whitson

Title: Chief Financial Officer and Treasurer

Acknowledged and Accepted:

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

By: 

Name:

Anne M. Zeschke

Title:

Assistant Vice President

Schedule 1

Mark	Registration No.	Registration Date
IPAYMENT and Design	2836525	4/27/04