

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
National Processing Company		05/15/2013	CORPORATION: NEBRASKA

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	500 Stanton Christiana Rd Ops 2
City:	Newark
State/Country:	DELAWARE
Postal Code:	19713
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3809494	
Registration Number:	3390710	NATIONAL PROCESSING COMPANY
Registration Number:	3072818	RETRIEVER AMERICA'S PAYMENT SYSTEMS AUTH
Registration Number:	2622122	
Registration Number:	2142148	RETRIEVER AMERICA'S PAYMENT SYSTEMS AUTH
Registration Number:	2119553	RETRIEVER PAYMENT SYSTEMS
Registration Number:	1307418	NPC

CORRESPONDENCE DATA

Fax Number: 3026365454

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-927-9801 x 62348

Email: tqualls@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

TRADEMARK

CH \$190.00 3809494

ATTORNEY DOCKET NUMBER:	668194 (5)
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/30/2013
Total Attachments: 6 source=5-30-13 national Processing-TM#page1.tif source=5-30-13 national Processing-TM#page2.tif source=5-30-13 national Processing-TM#page3.tif source=5-30-13 national Processing-TM#page4.tif source=5-30-13 national Processing-TM#page5.tif source=5-30-13 national Processing-TM#page6.tif	

Trademark Collateral Agreement

This May 15, 2013, NATIONAL PROCESSING COMPANY (“*Debtor*”) with its principal place of business and mailing address at 8500 Governors Hill Drive, Symmes Township, OH 45249, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges as collateral security to JPMORGAN CHASE BANK, N.A., a national banking association (the “*Agent*”), with its mailing address at 500 Stanton Christiana Rd Ops 2, Newark, DE 19713, acting as collateral agent hereunder for the Secured Parties as defined in the Security Agreement referred to below, and its successors and assigns, and grants to the Agent for the benefit of the Secured Parties a first priority lien on and security interest in, and acknowledges and agrees that the Agent has and shall continue to have until the Termination Date for the benefit of the Secured Parties a continuing first priority lien on and security interest in, and right of set-off against, all right, title, and interest of such Debtor, whether now owned or existing or hereafter created, acquired or arising, in and to all of the following:

(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;

to secure the prompt and complete payment and performance of all Secured Obligations of Debtor as set out in that certain Security Agreement bearing even date herewith among Debtor, Agent and the other debtors party thereto, as the same may be amended, restated, amended and restated or otherwise modified from time to time (the “*Security Agreement*”). All capitalized terms used herein without definition have the meanings given to such terms in the Security Agreement.

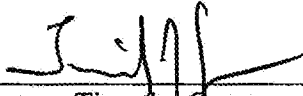
Debtor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Trademark Collateral Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

THIS TRADEMARK COLLATERAL AGREEMENT 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 TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

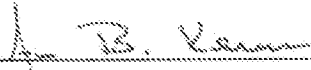
NATIONAL PROCESSING COMPANY

By: 
Name: Timothy Cooper
Title: Treasurer

[Signature Page to Trademark Collateral Agreement]

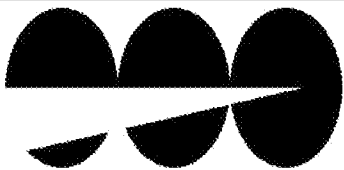


Accepted and agreed to as of the date and year last above written.

JPMORGAN CHASE BANK, N.A., a national banking
association, as Agent

By: 
Name: Ann B. Kerns
Title: Vice President

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

U.S. TRADEMARK REGISTRATION/APPLICATION NUMBERS

Title	Reg. No./ App. No.
 <p>DESIGN ONLY (3 SHADED CIRCLES WITH A CONICAL SHAPE EMANATING FROM THE CENTER OF THE CIRCLE ON THE FAR RIGHT AND GROWING LARGER AS IT EXTENDS LEFT THROUGH THE MIDDLES OF BOTH OF THE OTHER CIRCLES.)</p>	3809494
<p>NATIONAL PROCESSING COMPANY</p> <p>NATIONAL PROCESSING COMPANY</p>	3390710
 <p>RETRIEVER AMERICA'S PAYMENT SYSTEMS AUTHORITY</p>	3072818
 <p>DESIGN ONLY ((3 INCOMPLETE CIRCLES WITH A CONICAL SHAPE EMANATING FROM THE CENTER OF THE CIRCLE ON THE FAR RIGHT AND GROWING LARGER AS IT EXTENDS LEFT THROUGH THE MIDDLES OF BOTH OF THE OTHER CIRCLES.)</p>	2622122
<p>RETRIEVER AMERICA'S PAYMENT SYSTEMS AUTHORITY</p>	2142148
<p>RETRIEVER PAYMENT SYSTEMS</p>	2119553
<p>NPC</p>	1307418