

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

09/18/2014
 900301584

ETAS ID: TM317399

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interests in Trademark

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Heartland Payment Systems, Inc.		09/04/2014	CORPORATION: Delaware

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	135 S. LaSalle Street
Internal Address:	IL4-135-09-61
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	86268497	HPS
Serial Number:	86268502	HPS
Serial Number:	86268506	HPS
Serial Number:	86268515	HPS
Serial Number:	85337809	MOBUYLE
Serial Number:	85919412	MRI

CORRESPONDENCE DATA

Fax Number: 3026365454
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.
Phone: 800-927-9801 x 62348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	298451
NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/

CH \$165.00 86268497

DATE SIGNED:	09/18/2014
---------------------	------------

Total Attachments: 5

source=9-16-14 TouchNet Information (2)-TM#page1.tif

source=9-16-14 TouchNet Information (2)-TM#page2.tif

source=9-16-14 TouchNet Information (2)-TM#page3.tif

source=9-16-14 TouchNet Information (2)-TM#page4.tif

source=9-16-14 TouchNet Information (2)-TM#page5.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Heartland Payment Systems, Inc.

- Individual(s)
- Partnership
- Corporation- State: DE
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) September 4, 2014

- Assignment
- Security Agreement
- Other Grant of Security Interests in TM
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A.

Street Address: 135 S. LaSalle Street IL4-135-09-61

City: Chicago

State: IL

Country: USA Zip: 60603

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

Please see Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Corporation Service Company

Internal Address: _____

Street Address: 1180 Avenue of the Americas

Suite 210

City: New York

State: NY Zip: 10036

Phone Number: 212-299-5600

Docket Number: _____

Email Address: _____

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

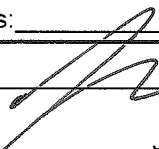
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature
Joshua Smith, Of Counsel

9/15/14

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**NOTICE OF GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

September 4, 2014

United States Trademark and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Collateral Agreement dated as of September 4, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among Heartland Payment Systems, Inc., a Delaware corporation (the "Grantor"), the other grantors party thereto and the undersigned Administrative Agent (including any successors and assigns) for the Secured Parties referenced in the Agreement, the Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks identified on Schedule 1 hereto (the "Trademark Collateral") to the Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Loan Documents and (b) is not to be construed as an assignment of any Trademark or Trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.


*[Remainder of Page Intentionally Left Blank;
Signature Page Follows]*

Address of Grantor:

90 Nassau Street
Second Floor
Princeton, NJ 08542

Very truly yours,

HEARTLAND PAYMENT SYSTEMS, INC.,
as Grantor

By: 
Name: Robert H.B. Baldwin, Jr.
Title: Vice Chairman

Address of Administrative Agent:

Bank of America, N.A., as Administrative Agent
135 S. LaSalle St.
Mail Code: IL4-135-09-61
Chicago, IL 60603

Acknowledged and accepted:

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

By: _____
Name:
Title:

*[Signature Page to Notice of Grant of Security Interest in Trademarks -
Heartland Payment Systems, Inc.]*

TRADEMARK
REEL: 005366 FRAME: 0219

Address of Grantor:

90 Nassau Street
Second Floor
Princeton, NJ 08542

Very truly yours,

HEARTLAND PAYMENT SYSTEMS, INC.,
as Grantor

By: _____

Name: Robert H.B. Baldwin, Jr.

Title: Vice Chairman

Address of Administrative Agent:

Bank of America, N.A., as Administrative Agent
135 S. LaSalle St.
Mail Code: IL4-135-09-61
Chicago, IL 60603

Acknowledged and accepted:

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

By:  _____

Name:

Title:

Denise Jones
Assistant Vice President

{Signature Page to Notice of Grant of Security Interest in Trademarks -
Heartland Payment Systems, Inc.}

TRADEMARK
REEL: 005366 FRAME: 0220

SCHEDULE 1

<u>TRADEMARK APPLICATIONS</u>		
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
86268497	HPS	5/1/14
86268502	HPS	5/1/14
86268506	HPS	5/1/14
86268515	HPS	5/1/14
85337809	MOBUYLE	6/3/11
85919412	MRI	4/30/13