

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM325987

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
GEP ADMINISTRATIVE SERVICES, INC.		12/12/2014	CORPORATION: DELAWARE
GEP SOFTWARE TECHNOLOGIES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
DISC INTELLECTUAL PROPERTIES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
DISC CORPORATE PROPERTIES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
DISC CASTING PROPERTIES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
GEP ATL, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP BTL, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP CAST, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP DNG, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP PAYROLL SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEPF, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP IOWA, LLC		12/12/2014	LIMITED LIABILITY COMPANY: IOWA
EMERGENT ADMINISTRATIVE SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
EP HEALTH INSURANCE SOLUTIONS, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP TALENT SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP COMM-TALENT SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP MANAGEMENT SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP PIXPAY SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP COMM-PROD SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE

OP \$690.00 4300633

Name	Formerly	Execution Date	Entity Type
GEP COMMPAY SERVICES, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP CENCAST, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
GEP CENEX, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
EPPS, INC.		12/12/2014	CORPORATION: DELAWARE
EPPS PURCHASING INC.		12/12/2014	CORPORATION: DELAWARE
AX ACQUISITION, INC.		12/12/2014	CORPORATION: DELAWARE
EPPSLO, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
EPPS PURCHASING IOWA, LLC		12/12/2014	LIMITED LIABILITY COMPANY: IOWA
OKLAHOMA PRODUCTION SOLUTIONS, LLC		12/12/2014	LIMITED LIABILITY COMPANY: OKLAHOMA
EMERGENT, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE
EP FINANCIAL SOLUTIONS, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE

#### RECEIVING PARTY DATA

<b>Name:</b>	BANK OF AMERICA, N.A.
<b>Street Address:</b>	2049 Century Park East
<b>Internal Address:</b>	Suite 200
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90067
<b>Entity Type:</b>	NATIONAL BANKING ASSOCIATION: UNITED STATES

#### PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
<b>Registration Number:</b>	4300633	EP RESIDUALS
<b>Registration Number:</b>	4300595	EP PETTYCASHCARD
<b>Registration Number:</b>	4182767	EMERGENT
<b>Registration Number:</b>	4240614	CENTRAL CASTING EST. 1925
<b>Registration Number:</b>	4131679	EP VISTA
<b>Registration Number:</b>	4265190	EP TIMETRAX
<b>Serial Number:</b>	85310322	TX
<b>Registration Number:</b>	4226558	V5
<b>Registration Number:</b>	4176579	EP VISTA 5
<b>Registration Number:</b>	4041109	E
<b>Registration Number:</b>	4044222	EMERGENT

**TRADEMARK**

Property Type	Number	Word Mark
Registration Number:	4041009	EMERGENT
Registration Number:	4199048	EP TELESIS
Registration Number:	3952643	M M
Registration Number:	3952642	MM
Registration Number:	3952640	MM
Registration Number:	4272631	EP TIMETRAX
Registration Number:	3804958	DISC
Registration Number:	3871638	STRAIGHT OUT OF CENTRAL CASTING
Registration Number:	3490354	CENTRAL CASTING
Registration Number:	2825285	VISTA
Registration Number:	4115507	CENTRAL CASTING EST. 1925
Registration Number:	3848808	MM MOVIE MAGIC
Registration Number:	3958682	EP ENTERTAINMENTPARTNERS AN EMPLOYEE OWN
Registration Number:	3945237	CENTRAL CASTING EST. 1925
Registration Number:	4403565	CENTRAL CASTING EST. 1925
Registration Number:	3880511	EP VISTA

#### CORRESPONDENCE DATA

**Fax Number:**

*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:** 6173417717  
**Email:** mfisher@morganlewis.com  
**Correspondent Name:** Marney Smyth Fischer  
**Address Line 1:** 225 Franklin Street  
**Address Line 2:** Morgan Lewis & Bockius, LLP - 16 Floor  
**Address Line 4:** Boston, MASSACHUSETTS 02110

<b>ATTORNEY DOCKET NUMBER:</b>	100356.0014
<b>NAME OF SUBMITTER:</b>	Marney Smyth Fischer
<b>SIGNATURE:</b>	/s/ Marney Smyth Fischer
<b>DATE SIGNED:</b>	12/12/2014

**Total Attachments: 7**

source=BoA-GEP - Notice of Grant of Security Interest in Trademarks#page1.tif  
source=BoA-GEP - Notice of Grant of Security Interest in Trademarks#page2.tif  
source=BoA-GEP - Notice of Grant of Security Interest in Trademarks#page3.tif  
source=BoA-GEP - Notice of Grant of Security Interest in Trademarks#page4.tif  
source=BoA-GEP - Notice of Grant of Security Interest in Trademarks#page5.tif  
source=BoA-GEP - Notice of Grant of Security Interest in Trademarks#page6.tif  
source=BoA-GEP - Notice of Grant of Security Interest in Trademarks#page7.tif

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

December 12, 2014

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security and Pledge Agreement dated as of December 12, 2014 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as lender (the "Lender") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Lender for the ratable benefit of the Secured Parties.


The undersigned Grantor and the Lender, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

*[Remainder of Page Intentionally Left Blank]*

Each of the parties hereto has caused a counterpart of this Notice to be duly executed and delivered as of the date first above written.

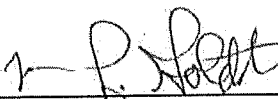
**GRANTORS:**

**GEP ADMINISTRATIVE SERVICES, INC.**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

**GEP SOFTWARE TECHNOLOGIES, LLC  
DISC INTELLECTUAL PROPERTIES, LLC  
DISC CORPORATE PROPERTIES, LLC  
DISC CASTING PROPERTIES, LLC  
GEP ATL, LLC  
GEP BTL, LLC  
GEP CAST, LLC  
GEP DNG, LLC  
GEP PAYROLL SERVICES, LLC  
GEPF, LLC  
GEP IOWA, LLC  
EMERGENT ADMINISTRATIVE SERVICES, LLC  
EP HEALTH INSURANCE SOLUTIONS, LLC**


**By: GEP Administrative Services, Inc., as its Member**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

**GEP TALENT SERVICES, LLC  
GEP COMM-TALENT SERVICES, LLC**

**By: GEP ATL, LLC, as its Member**

**By: GEP Administrative Services, Inc.,  
as its Member**


By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

GRANTORS (Cont'd):

**GEP MANAGEMENT SERVICES, LLC  
GEP PIXPAY SERVICES, LLC  
GEP COMMPROD SERVICES, LLC  
GEP COMMPAY SERVICES, LLC**

**By: GEP BTL, LLC, as its Member**


**By: GEP Administrative Services, Inc.,  
as its Member**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President


**GEP CENCAST, LLC  
GEP CENEX, LLC**

**By: GEP CAST, LLC, as its Member**


**By: GEP Administrative Services, Inc.,  
as its Member**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

**EPPS, INC.  
EPPS PURCHASING, INC.  
AX ACQUISITION, INC.**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President


**EPPSLO, LLC  
EPPS PURCHASING IOWA, LLC  
By: EPPS, INC., as its Member**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

GRANTORS (Cont'd):

**OKLAHOMA PRODUCTION SOLUTIONS, LLC**


**By: EPPS PURCHASING, INC., as its Member**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

**EMERGENT, LLC**

**By: Emergent Administrative Services, LLC,  
as its Member**

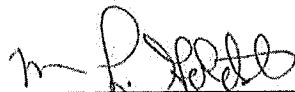
**By: GEP Administrative Services, Inc.,  
as its Member**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

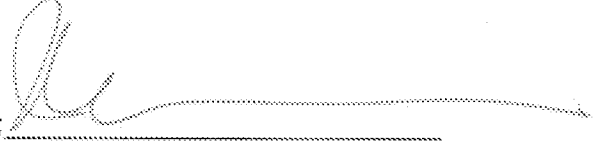
**EP FINANCIAL SOLUTIONS, LLC**

**By: GEPP, LLC, as its Manager**

**By: GEP Administrative Services, Inc.,  
as its Member**

By:   
Name: Markham L. Goldstein  
Title: Chief Executive Officer and President

**BANK OF AMERICA, N.A.**

By: 

Name: Tasneem Ebrahim

Title: Senior Vice President



**SCHEDULE I**  
**to**  
**TRADEMARK SECURITY AGREEMENT**

<b>Grantor</b>	<b>Trademark</b>	<b>Registration Date /Filing Date</b>	<b>Registration Number /Serial Number</b>
Disc Intellectual Properties, LLC	EP RESIDUALS	03/12/2013	4300633
Disc Intellectual Properties	EP PETTYCASHCARD	03/12/2013	4300595
Disc Intellectual Properties	EMERGENT	07/31/2012	4182767
Disc Intellectual Properties	CENTRAL CASTING EST. 1925	11/13/2012	4240614
Disc Intellectual Properties	EP VISTA	04/24/2012	4131679
Disc Intellectual Properties	EP TIMETRAX	12/25/2012	4265190
Disc Intellectual Properties	TX	05/02/2011	85310322
Disc Intellectual Properties	V5	06/07/2011	4226558
Disc Intellectual Properties, LLC	EP VISTA 5	07/17/2012	4176579
Disc Intellectual Properties	E	10/18/2011	4041109
Disc Intellectual Properties	EMERGENT	10/25/2011	4044222
Disc Intellectual Properties	EMERGENT	10/18/2011	4041009
Disc Intellectual Properties	EP TELESIS	8/28/2012	4199048
Disc Intellectual Properties	M M	4/26/2011	3952643
Disc Intellectual Properties	M M	4/26/2011	3952642
Disc Intellectual Properties	M M	4/26/2011	3952640
Disc Intellectual Properties	EP TIMETRAX	01/08/2013	4272631
Disc Intellectual Properties	DISC	06/15/2009	3804958

<b>Grantor</b>	<b>Trademark</b>	<b>Registration Date /Filing Date</b>	<b>Registration Number /Serial Number</b>
Disc Intellectual Properties	STRAIGHT OUT OF CENTRAL CASTING	11/2/2010	3871638
Disc Intellectual Properties	CENTRAL CASTING	08/19/2008	3490354
Disc Intellectual Properties	VISTA	3/23/2004	2825285
Disc Intellectual Properties	CENTRAL CASTING EST. 1925	03/20/2012	4115507
Disc Intellectual Properties	MM MOVIE MAGIC	09/14/2010	3848808
Disc Intellectual Properties	EP ENTERTAINMENTPARTNERS AN EMPLOYEE OWNED COMPANY	05/10/2011	3958682
Disc Intellectual Properties	CENTRAL CASTING EST. 1925	04/12/2011	3945237
Disc Intellectual Properties	CENTRAL CASTING EST. 1925	09/17/2013	4403565
Disc Intellectual Properties	EP VISTA	11/23/2010	3880511