

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM352842

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Capital Corporation		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital LP		
Street Address:	500 West Monroe		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86323109	ERP2WEB	
Registration Number:	2646932	BLUEPAY	
CORRESPONDENCE DATA			
Fax Number:	4045725134		
<i>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.</i>			
Phone:	404.572.4600		
Email:	ssexton@kslaw.com		
Correspondent Name:	King & Spalding		
Address Line 1:	1180 Peachtree St.		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	09636.015105		
NAME OF SUBMITTER:	Sally Sexton		
SIGNATURE:	/sallysexton/		
DATE SIGNED:	08/26/2015		
Total Attachments: 4			
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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENTS**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS** (this “**Assignment**”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, BluePay Processing, LLC (formerly known as BluePay Processing, Inc.) and CDI Technology, LLC (each, a “**Grantor**”) and the Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”); and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as the Successor Agent, the Retiring Agent has assigned to the Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Retiring Agent hereby assigns and transfers to the Successor Agent and its successors and assigns all of its rights, title and interest in and to the Agreements.


This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the Retiring Agent and the Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 
Name: Stephanie Krebs
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP


By: 
Name: Stephanie Krebs
Title: Duly Authorized Signatory

EXHIBIT A

Intellectual Property Security Agreements

Trademark Security Agreement dated as of August 30, 2013 and filed with the United States Patent and Trademark Office on August 30, 2013 at Reel 5101, Frame 0349.

Trademark Security Agreement dated as of January 2, 2015 and filed with the United States Patent and Trademark Office on August 18, 2015.

EXHIBIT B

Intellectual Property

Trademark Registrations

Trademark Registration	Registration Number
BLUEPAY	2646932
ERP2Web	86323109