

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM416924

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900392391
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GOVOLUTION, LLC		01/06/2017	Limited Liability Company: DELAWARE
First American Payment Systems, L.P.		01/06/2017	Limited Partnership: TEXAS
Certified Payment Processing, L.P.		01/06/2017	Limited Partnership: TEXAS
Eliot Management Group, LLC		01/06/2017	Limited Liability Company: UTAH
goEmerchant, LLC		01/06/2017	Limited Liability Company: DELAWARE
IATS, LLC		01/06/2017	Limited Liability Company: DELAWARE
1STPAYGATEWAY, LLC		01/06/2017	Limited Liability Company: DELAWARE
Fitech Payments, LLC		01/06/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	GOLDMAN SACHS BANK USA, as collateral agent
Street Address:	30 Hudson Street, 36th Floor
City:	Jersey City
State/Country:	NEW JERSEY
Postal Code:	07302
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3200218	GOVOLUTION
Registration Number:	3315160	VELOCITY PAYMENT SYSTEM
Registration Number:	2734851	MERIMAC CAPITAL
Registration Number:	2255517	SECUR-CHEX
Registration Number:	3094805	FIRSTFUND

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3407667	FIRSTADVANTAGE THE FIRST CHOICE FOR GIFT
Registration Number:	3256990	FIRSTADVANTAGE
Registration Number:	4251515	XION
Registration Number:	4734551	OCEANO
Registration Number:	4734550	OCEANO
Registration Number:	4032814	CERES NATIONAL
Registration Number:	4259119	PROXIMA
Registration Number:	3130462	EMG
Registration Number:	4559533	ELIOT
Registration Number:	4559532	ELIOT MANAGEMENT GROUP
Registration Number:	2676246	GOEMERCHANT.COM
Registration Number:	2692018	BUY-ME BUTTON
Registration Number:	4239290	M+TERMINAL
Registration Number:	4239291	M+TERMINAL
Registration Number:	4239301	
Registration Number:	4239302	
Registration Number:	4440846	ROVER
Registration Number:	4414829	IATS
Registration Number:	3203268	FIRSTVIEW
Registration Number:	4852782	1STPAYBLAZE
Registration Number:	4585309	1STPAYMOBILE
Registration Number:	4660165	1STPAYMOBILE
Registration Number:	4452519	1STPAYPOS
Registration Number:	4452518	1STPAYPOS
Registration Number:	4773576	1STPAYTERMINAL
Registration Number:	4864277	1STPAYVAULT
Registration Number:	4860279	1STVIEW
Registration Number:	5047045	FITECH PAYMENTS

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Darlena Bari Stark

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F167634 2L
NAME OF SUBMITTER:	Estefania Laureano
SIGNATURE:	/Estefania Laureano/
DATE SIGNED:	02/22/2017

Total Attachments: 11

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SECOND LIEN TRADEMARK SECURITY AGREEMENT, dated as of January 6, 2017(as it may be amended, restated, supplemented or otherwise modified from time to time, this “**Agreement**”), is made among **THE ENTITIES IDENTIFIED AS GRANTORS ON THE SIGNATURE PAGES HERETO** (collectively, the “**Grantors**”) and **GOLDMAN SACHS BANK USA (“Goldman Sachs”)**, as Collateral Agent for the Secured Parties.

WHEREAS, the Grantors are party to the Second Lien Pledge and Security Agreement dated as of January 6, 2017 (the “**Pledge and Security Agreement**”), among First American Payment Systems, L.P., a Texas limited partnership, FAPS Holdings, Inc., a Delaware corporation, the other Grantors party thereto from time to time and Goldman Sachs, as Collateral Agent, pursuant to which the Grantors granted a security interest to the Collateral Agent in the Trademark Collateral (as defined below) and are required to execute and deliver this Agreement.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Pledge and Security Agreement and used herein have the meaning given to them in the Pledge and Security Agreement.

SECTION 2. Grant of Security. As security for the payment and performance, as the case may be, in full of the Secured Obligations, each Grantor hereby assigns and pledges to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, and hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all of such Grantor’s right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title, or interest (collectively, the “**Trademark Collateral**”): (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, the goodwill of the business symbolized thereby or associated therewith, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule A under the heading “Trademark Registrations and Applications”, (b) all rights and privileges arising under applicable law with respect to such Grantor’s use of any trademarks, (c) all reissues, continuations, extensions and renewals thereof and amendments thereto, (d) all income, fees, royalties, damages and payments now and hereafter due and/or payable with respect to any of the foregoing, including damages, claims and payments for past, present or future infringements thereof, (e) all rights corresponding thereto throughout the world and (f) rights to sue for past, present and future infringements or dilutions thereof or other injuries thereto.

Notwithstanding anything herein to the contrary, (a) in no event shall the Trademark Collateral include or the security interest granted under this Section 2 attach to any “intent to use” application for registration of a Trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C § 1051, prior to filing of a “Statement of Use” pursuant to Section 1(d) of the Lanham Act or an “Amendment to Allege Use” pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent to use application under applicable federal law and (b) if, for so long and to the extent as any such asset constitutes Excluded Property, the security interest granted under this Section 2 shall not attach to, and the Trademark Collateral shall not include, such asset, provided, however, that the security interest granted under this Section 2 shall immediately attach to, and the Trademark Collateral shall immediately include, any such asset (or portion thereof) upon such asset (or such portion) ceasing to be Excluded Property.

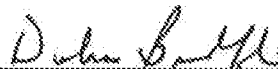
SECTION 3. Security Agreement. The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Collateral Agent, for the benefit of the Secured Parties, pursuant to the Pledge and Security Agreement, and the Grantors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall control.

SECTION 4. GOVERNING LAW. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER (INCLUDING ANY CLAIMS SOUNDING IN CONTRACT LAW OR TORT LAW ARISING OUT OF THE SUBJECT MATTER HEREOF AND ANY DETERMINATIONS WITH RESPECT TO POST-JUDGMENT INTEREST) SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES THEREOF THAT WOULD RESULT IN THE APPLICATION OF ANY OTHER LAW OTHER THAN THE LAW OF THE STATE OF NEW YORK.


SECTION 5. Counterparts. This Agreement may be executed in one or more counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

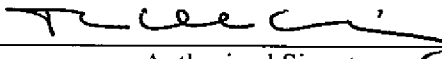
ELIOT MANAGEMENT GROUP, LLC
GOEMERCHANT, LLC
IATS, LLC
1STPAYGATEWAY, LLC
FITECH PAYMENTS, LLC
FIRST AMERICAN PAYMENT SYSTEMS, L.P.
by Quick Processing, L.L.C., as general partner
CERTIFIED PAYMENT PROCESSING, L.P.
by Quick Processing, L.L.C., as general partner

By: 
Name: Debra Bradford
Title: President, Chief Financial Officer
and Treasurer

GOVOLUTION, LLC

By: 
Name: Debra Bradford
Title: Vice President, Chief Financial
Officer and Treasurer

GOLDMAN SACHS BANK USA, as Administrative Agent,

By: 
Authorized Signatory

Thomas M. Manning
Authorized Signatory

[Signature Page to FAPS Second Lien Intercompany Indebtedness Subordination Agreement]

TRADEMARK
REEL: 005996 FRAME: 0950

SCHEDULE A
to
SECOND LIEN TRADEMARK SECURITY AGREEMENT

TRADEMARKS OWNED BY GRANTORS

Govolution, LLC (fka Govolution Acquisition Company, LLC) owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
1. GOVOLUTION (standard characters)	3,200,218 76/656,715	03/16/2006 01/23/2007	Electronic payment services, namely, providing electronic transmission and processing of financial transactions between consumers and federal, state, county and municipal agencies, utilities, financial institutions, and education institutions (Class 36)
2. VELOCITY PAYMENT SYSTEM (standard characters)	3,315,160 76/657,612	03/31/2006 10/23/2007	Application service provider (ASP) featuring software in the field of financial transactions, namely, for processing electronic payments (Class 42)

First American Payment Systems, L.P. owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
1. MERIMAC CAPITAL (standard characters)	2,734,851 78/147,018	07/24/2002 07/08/2003	Leasing point of sale payment processing equipment & automated teller machines to merchants (Class 35)
2. SECUR-CHEX (standard characters)	2,255,517 75/475,849	04/28/1998 06/22/1999	Check verification & check guarantee services (Class 36)
3. FIRSTFUND (standard characters)	3,094,805 76/639,714	05/27/2005 05/23/2006	Electronic payment, namely electronic processing of bill payment data for internet based businesses (Class 36)

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
4. FIRSTADVANTAGE THE FIRST CHOICE FOR GIFT & LOYALTY (and design)	3,407,667 76/643,746	07/27/2005 04/08/2008	Pre-paid gift card and loyalty card services, namely, processing electronic payments made through pre-paid gift cards and loyalty cards. (Class 36)
5. FIRSTADVANTAGE (standard characters)	3,256,990 78/604,330	04/07/2005 06/26/2007	Pre-paid gift card and loyalty card services, namely, processing electronic payments made through pre-paid gift cards and loyalty cards. (Class 36)
6.XION (standard characters)	4,251,515 85/526,262	01/26/2012 11/27/2012	Electronic payment terminal. (Class 09)
7. OCEANO	4,734,551 86,374,266	08/22/2014 05/12/2015	Electronic payment terminal (Class 09)
8. OCEANO	4,734,550 86,374,262	08/22/2014 05/12/2015	Electronic payment terminal (Class 09)

Certified Payment Processing, L.P. owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
1.CERES NATIONAL (standard characters)	4,032,814 85/219,028	1/17/2011 9/27/2011	Providing electronic processing of credit card, debit card, gift card, reward card, and automatic teller machine transactions; check verification services; leasing of point of sale payment processing equipment (Class 36)
2.PROXIMA (standard characters)	4,259,119 85/517,042	01/16/2012 12/11/2012	Electronic payment terminal (Class 09)

Eliot Management Group, LLC owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
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1. EMG (standard characters)	3,130,462 78/122,667	04/18/2002 08/15/2006	Credit card transaction processing services; electronic payment, namely, electronic processing and transmission of bill payment data; check processing services (International Class 36)
2. ELIOT	4,559,533 86,105,357	10/30/2013 07/01/2014	Electronic payment services involving electronic processing and subsequent transmission of bill payment data (Class 36)
3. ELIOT MANAGEMENT GROUP	4,559,532 86,105,352	10/30/2013 07/01/2014	Electronic payment services involving electronic processing and subsequent transmission of bill payment data (Class 36)

goMerchant, LLC owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
1. GOEMERCHANT.COM (standard characters)	2,676,246 76/126,895	09/11/2000 01/21/2003	Providing electronic commerce capability to businesses and individuals having pre-existing sites on a global information network (Class 35)
2. BUY-ME-BUTTON (standard characters)	2,692,018 76/125,628	09/11/2000 03/04/2003	Computer software to enable businesses and individuals to conduct electronic commerce transactions through pre-existing sites on a global information network (Class 09) Providing the facilitation of electronic commerce transactions for businesses and individuals having pre-existing sites on a global information network (Class 35)
3.M+TERMINAL (standard characters)	4,239,290 85/536,626	02/08/2012 11/06/2012	Facilitating point of sale financial transactions via mobile phones and a global computer network, namely, providing secure commercial transactions and payment options using a mobile device at a point of sale (Class 36)

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
4.M+Terminal (standard characters)	4,239,291 85/536,627	02/08/2012 11/06/2012	Computer application software for mobile phones, portable electronic devices, and wireless devices, namely, software incorporating an electronic financial platform that accommodates multiple types of payment and debt transactions, including use of visualized payment codes at the point of sale (Class 09)
5.[Miscellaneous Design] (M+Terminal)	4,239,301 85/540,673	02/13/2012 11/06/2012	Facilitating point of sale financial transactions via mobile phones and a global computer network, namely, providing secure commercial transactions and payment options using a mobile device at a point of sale (Class 36)
6.[Miscellaneous Design] (M+Terminal)	4,239,302 85/540,676	02/13/2012 11/06/2012	Computer application software for mobile phones, portable electronic devices, and wireless devices, namely, software incorporating an electronic financial platform that accommodates multiple types of payment and debt transactions, including use of visualized payment codes at the point of sale. (Class 09)

IATS, LLC (fka Icebreaker Acquisition Company, LLC) owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
1. ROVER (standard characters)	4,440,846 85/547,646	02/20/2012 11/26/2013	Downloadable web-based application for implementing online auctions for nonprofit organizations; all of the foregoing excluding motor land vehicles, related parts and accessories, and electrical apparatus and instruments thereof. (Class 09)
2. IATS	4,414,829 85,870,516	03/08/2013 10/08/2013	Payment processing services, namely, credit card, debit card and direct debit transaction processing services (Class 36)

1STPAYGATEWAY, LLC owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
1. FIRSTVIEW (standard characters)	3,203,268 76/639,591	05/25/2005 01/30/2007	Application service provider services, namely, providing temporary use of online non-downloadable software for value added credit card transaction processing, risk management services, and merchant reporting, all in the field of electronic payment processing. (Class 42)
2. 1STPAYBLAZE	4,852,782 86,549,566	03/01/2015 11/10/2015	Electronic payment processing services, namely electronic processing and transmission of payment data for internet based commerce. (Class 36)
3. 1STPAYMOBILE	4,585,309 85,826,409	01/18/2013 08/12/2014	Facilitating point of sale financial transactions via mobile phones, portable electronic devices, and wireless devices and a global computer network, namely, providing secure commercial transactions and payment options using a mobile device at a point of sale. (Class 36)
4. 1STPAYMOBILE	4,660,165 85,826,407	01/18/2013 12/23/2014	Computer application software for mobile phones, portable electronic devices, and wireless devices, namely, software incorporating an electronic financial platform that accommodated multiple types of payment and debt transactions, including use of visualized payment codes at the point of sale. (Class 09)
5. 1STPAYPOS	4,452,519 85,819,081	01/09/2013 12/17/2013	Facilitation point of sale financial transactions via mobile phones, portable electronic devices, and wireless devices and a global computer network, namely, providing secure commercial transactions and payment options using a mobile device at a point of sale. (Class 36)

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
6. 1STPAYPOS	4,452,518 85,819,075	01/09/2013 12/17/2013	Computer application software for mobile phones, portable electronic devices, and wireless devices, namely, software incorporation an electronic financial platform that accommodated multiple types of payment and debt transactions, including use of visualized payment codes at the point of sale. (Class 09)
7. 1STPAYTERMINAL	4,773,576 86,112,370	11/06/2013 07/14/2015	Electronic payment terminal and point of sale payment processing equipment, namely, payment card terminals, pin pads, bar code and QR code readers, magnetic stripe readers, EMV readers, NFC readers, electronic wallet readers, check scanners and readers, cash drawers, printers, and point of sale systems consisting of some combination of the foregoing equipment in conjunction with a computer based or tablet based operating system. (Class 09)
8. 1STPAYVAULT	4,864,277 86,412,127	10/01/2014 12/01/2015	Application service provider services, namely, providing temporary use of online non-downloadable software for storage of customer profile information and encrypted card information to facilitate secure payment processing. (Class 42)
9. 1STVIEW	4,860,279 86,112,548	11/07/2013 11/24/2015	Application service provider services, namely, providing temporary use of online non-downloadable software for value added payment card transaction processing, risk management services, and merchant reporting, all in the field of electronic payment processing. (Class 42)

Fitech Payments, LLC owns the following United States trademark registrations and pending applications:

Trademark	Registration No./ Application No.	Application Date/ Registration Date	Goods/Services
1. FITECH PAYMENTS	5,047,045 86,841,320	12/07/2015 09/20/2016	Payment processing services, namely, credit card and debit card transaction processing services. (Class 36)

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