

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM593711

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
First American Payment Systems, L.P.		03/04/2020	Limited Partnership: TEXAS
Think Point Financial, LLC		03/04/2020	Limited Liability Company: DELAWARE
Eliot Management Group, LLC		03/04/2020	Limited Liability Company: UTAH
goEmerchant, LLC		03/04/2020	Limited Liability Company: DELAWARE
1stPayGateway, LLC		03/04/2020	Limited Liability Company: DELAWARE
Govolution, LLC		03/04/2020	Limited Liability Company: DELAWARE
IATS, LLC		03/04/2020	Limited Liability Company: DELAWARE
Fitech Payments, LLC		03/04/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A.		
<b>Street Address:</b>	10 S Dearborn, Floor L2N		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60303		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 39</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87046057	PARTNER EXCHANGE	
<b>Serial Number:</b>	86374266	OCEANO	
<b>Serial Number:</b>	86374262	OCEANO	
<b>Serial Number:</b>	85526262	XION	
<b>Serial Number:</b>	78604330	FIRSTADVANTAGE	
<b>Serial Number:</b>	78147018	MERIMAC CAPITAL	
<b>Serial Number:</b>	76643746	FIRSTADVANTAGE THE FIRST CHOICE FOR GIFT	

OP \$990.00 87046057

Property Type	Number	Word Mark
Serial Number:	76639714	FIRSTFUND
Serial Number:	75475849	SECUR-CHEX
Serial Number:	88077476	ZENTRO
Serial Number:	88077466	ZENTRO
Serial Number:	88077455	ZENTRO
Serial Number:	88077448	ZENTRO
Serial Number:	85219028	CERES NATIONAL
Serial Number:	87757323	SUNDANCE PAYMENT SOLUTIONS
Serial Number:	87757326	SUNDANCE
Serial Number:	86105357	ELIOT
Serial Number:	86105352	ELIOT MANAGEMENT GROUP
Serial Number:	78122667	EMG
Serial Number:	85540676	
Serial Number:	85540673	
Serial Number:	85536627	M+TERMINAL
Serial Number:	85536626	M+TERMINAL
Serial Number:	76126895	GOEMERCHANT.COM
Serial Number:	76125628	BUY-ME BUTTON
Serial Number:	86412127	1STPAYVAULT
Serial Number:	86112548	1STVIEW
Serial Number:	86549566	1STPAYBLAZE
Serial Number:	86112370	1STPAYTERMINAL
Serial Number:	85826407	1STPAYMOBILE
Serial Number:	85826409	1STPAYMOBILE
Serial Number:	85819081	1STPAYPOS
Serial Number:	85819075	1STPAYPOS
Serial Number:	76639591	FIRSTVIEW
Serial Number:	76657612	VELOCITY PAYMENT SYSTEM
Serial Number:	76656715	GOVOLUTION
Serial Number:	85870516	IATS
Serial Number:	85547646	ROVER
Serial Number:	86841320	FITECH PAYMENTS

**CORRESPONDENCE DATA**

Fax Number: 8009144240

*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: 800-713-0755

Email: Michael.Violet@wolterskluwer.com, ECarrera@cahill.com

**Correspondent Name:** CT Corporation  
**Address Line 1:** 4400 Easton Commons Way  
**Address Line 2:** Suite 125  
**Address Line 4:** Columbus, OHIO 43219

**NAME OF SUBMITTER:** Elaine Carrera

**SIGNATURE:** /Elaine Carrera/

**DATE SIGNED:** 08/24/2020

**Total Attachments: 10**

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**INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of March 4, 2020 (this “Agreement”), by the entities listed on Schedule II hereto (each, a “Grantor”) in favor of JPMorgan Chase Bank, N.A. (“JPM”), as administrative agent and collateral agent (in such capacities, the “Administrative Agent”) for the Secured Parties.

WHEREAS, the Lenders (as defined below) have extended credit to the Borrower subject to the terms and conditions set forth in that certain Credit Agreement, dated as of March 4, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the “Credit Agreement”), by and among, inter alios, First American Payment Systems, L.P., a Texas limited partnership, as Borrower, FAPS Holdings, Inc., a Delaware corporation, as Holdings, the Lenders from time to time party thereto (the “Lenders”) and JPM, in its capacities as administrative agent and collateral agent for the Lenders;

WHEREAS, in connection with the Credit Agreement the Grantors executed and delivered a Security Agreement, dated as of March 4, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the “Security Agreement”), in favor of the Administrative Agent;

WHEREAS, pursuant to the Security Agreement, the Grantors pledged and granted to the Administrative Agent for the benefit of the Secured Parties a security interest in all Collateral, including the Intellectual Property Collateral;

WHEREAS the Grantors have duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Credit Agreement and the Security Agreement.

SECTION 2. Grant of Security Interest. Each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Administrative Agent, for the benefit of the Secured Parties, a security interest in all of its right, title and interest in and all Intellectual Property Collateral (including without limitation those Trademarks listed on Schedule I hereto), whether now owned or hereafter acquired by such Grantor and regardless of where located. For the avoidance of doubt, and notwithstanding anything to the contrary contained in this Agreement, the term Intellectual Property Collateral shall not include any Excluded Assets.

SECTION 3. Security Agreement. This Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Intellectual Property Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

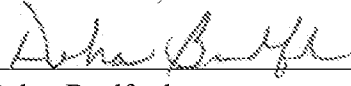
SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Signature Pages Follow]

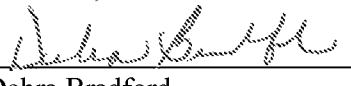
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

QUICK PROCESSING, L.L.C.,  
as general partner of First American Payment  
Systems, L.P.

ELIOT MANAGEMENT GROUP, LLC  
IATS, LLC  
GOEMERCHANT, LLC  
FITECH PAYMENTS, LLC  
1STPAYGATEWAY, LLC

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

GOVOLUTION, LLC

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

THINK POINT FINANCIAL, LLC

By:   
Name: Michael Bradford  
Title: Chief Executive Officer

JPMORGAN CHASE BANK, N.A., as Administrative Agent

By: Milena Koleva  
Name: Milena Koleva  
Title: VP

**Schedule I**

**Trademarks**

<b>Trademark</b>	<b>Trademark Owner</b>	<b>Country</b>	<b>Serial No. Registration No.</b>
PARTNER EXCHANGE	First American Payment Systems, L.P.	US	87/046,057 5,079,941
OCEANO	First American Payment Systems, L.P.	US	86/374,266 4,734,551
OCEANO	First American Payment Systems, L.P.	US	86/374,262 4,734,550
XION	First American Payment Systems, L.P.	US	85/526,262 4,251,515
FIRSTADVANTAGE	First American Payment Systems, L.P.	US	78/604,330 3,256,990
MERIMAC CAPITAL	First American Payment Systems, L.P.	US	78/147,018 2,734,851
FIRSTADVANTAGE THE FIRST CHOICE FOR GIFT & LOYALTY	First American Payment Systems, L.P.	US	76/643,746 3,407,667
FIRSTFUND	First American Payment Systems, L.P.	US	76/639,714 3,094,805
SECUR-CHEX	First American Payment Systems, L.P.	US	75/475,849 2,255,517
ZENTRO	First American Payment Systems, L.P.	US	88,077,476 <sup>1</sup>
ZENTRO	First American Payment Systems, L.P.	US	88,077,466 <sup>2</sup>
ZENTRO	First American Payment Systems, L.P.	US	88,077,455 <sup>3</sup>
ZENTRO	First American Payment Systems, L.P.	US	88,077,448 <sup>4</sup>
ZENTRO	First American Payment Systems, L.P.	US	1,944,271 <sup>5</sup>
CERES NATIONAL	Think Point Financial, LLC	US	85/219,028 4,032,814
SUNDANCE PAYMENT SOLUTIONS	Eliot Management Group, L.L.C.	US	87/757,323 5,624,096
SUNDANCE	Eliot Management Group, L.L.C.	US	87/757,326 5,613,567
ELIOT	Eliot Management Group, L.L.C.	US	86/105,357 4,559,533
ELIOT MANAGEMENT GROUP	Eliot Management Group, L.L.C.	US	86/105,352 4,559,532
EMG	Eliot Management Group, L.L.C.	US	78/122,667

<sup>1</sup> NTD: Published and pending ITU application, not registered.



<sup>2</sup> NTD: Published and pending ITU application, not registered.

<sup>3</sup> NTD: Published and pending ITU application, not registered.

<sup>4</sup> NTD: Published and pending ITU application, not registered.

<sup>5</sup> NTD: This trademark application is in Canada.



<b>Trademark</b>	<b>Trademark Owner</b>	<b>Country</b>	<b>Serial No. Registration No.</b>
			3,130,462
	goMerchant, LLC	US	85/540,676 4,239,302
	goMerchant, LLC	US	85/540,673 4,239,301
M+TERMINAL	goMerchant, LLC	US	85/536,627 4,239,291
M+TERMINAL	goMerchant, LLC	US	85/536,626 4,239,290
GOEMERCHANT.COM	goMerchant, LLC	US	76/126,895 2,676,246
BUY-ME BUTTON	goMerchant, LLC	US	76/125,628 2,692,018
1STPAYVAULT	1stPayGateway, LLC	US	86/412,127 4,864,277
1STVIEW	1stPayGateway, LLC	US	86/112,548 4,860,279
1STPAYBLAZE	1stPayGateway, LLC	US	86/549,566 4,852,782
1STPAYTERMINAL	1stPayGateway, LLC	US	86/112,370 4,773,576
1STPAYMOBILE	1stPayGateway, LLC	US	85/826,407 4,660,165
1STPAYMOBILE	1stPayGateway, LLC	US	85/826,409 4,585,309
1STPAYPOS	1stPayGateway, LLC	US	85/819,081 4,452,519
1STPAYPOS	1stPayGateway, LLC	US	85/819,075 4,452,518
FIRSTVIEW	1stPayGateway, LLC	US	76/639,591 3,203,268
VELOCITY PAYMENT SYSTEM	Govolution, LLC	US	76/657,612 3,315,160
GOVOLUTION	Govolution, LLC	US	76/656,715 3,200,218
IATS	IATS, LLC	US	85/870,516 4,414,829
ROVER	IATS, LLC	US	85/547,646 4,440,846
FITECH PAYMENTS	Fitech Payments, LLC	US	86/841,320 5,047,045

**Copyrights**

None.

**Patents**

None.

**Schedule II**

1. First American Payment Systems, L.P.
2. Think Point Financial, LLC
3. Eliot Management Group, LLC
4. goMerchant, LLC
5. 1stPayGateway, LLC
6. Govolution, LLC
7. IATS, LLC
8. Fitech Payments, LLC