

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM323377

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Deutsche Bank AG New York Branch, as Collateral Agent		11/14/2014	CORPORATION: GERMANY
RECEIVING PARTY DATA			
Name:	Ceridian Benefits Services, Inc.		
Street Address:	3311 E. Old Shakopee Road		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55425		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1488798	COBRASERV	
Registration Number:	2535490	EZFLEX	
Registration Number:	2640140	FLEXSERV	
Registration Number:	2402175	TRANSIT	
CORRESPONDENCE DATA			
Fax Number:	3026365454		
<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:	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:	378040		
NAME OF SUBMITTER:	Jean Paterson		
SIGNATURE:	/jep/		
DATE SIGNED:	11/17/2014		
Total Attachments: 4			
source=11-17-14 Deutsche Bank AG 1-TM#page1.tif			

CH \$115.00 1488798

source=11-17-14 Deutsche Bank AG 1-TM#page2.tif

source=11-17-14 Deutsche Bank AG 1-TM#page3.tif

source=11-17-14 Deutsche Bank AG 1-TM#page4.tif

**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Termination"), is dated as of November 14, 2014, and made by Deutsche Bank AG New York Branch, as Collateral Agent, having an office at 60 Wall Street, New York, New York 10005 ("Deutsche Bank") to Ceridian Benefits Services, Inc., a Florida corporation, whose principal place of business is 3311 E. Old Shakopee Road, Minneapolis, Minnesota 55425 (the "Grantor").

WHEREAS, pursuant to (i) that certain Trademark Security Agreement, dated as of November 9, 2007, by the Grantor in favor of Deutsche Bank, and (ii) that certain U.S. Guarantee and Collateral Agreement, dated as of November 9, 2007, by and among, *inter alios*, the Grantor and Deutsche Bank, a lien on and security interest in all right, title and interest in and to any and all of the Grantor's rights (the "Interests") in certain collateral then owned or thereafter acquired by such Grantor was granted by the Grantor to Deutsche Bank in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the Interests were recorded in the Trademark Assignment Recordation Branch of the United States Patent and Trademark Office on October 2, 2008, at Reel 3863 and Frame 0715;

WHEREAS, Deutsche Bank acknowledges full performance by the Grantor of the Obligations; and accordingly Deutsche Bank now desires to terminate and release the Interests; and to reconvey any and all rights in the Trademark Collateral to the Grantor; and

NOW, THEREFORE, for good and valuable consideration, Deutsche Bank hereby states as follows:

1. Definitions. The term "Trademark Collateral" shall mean all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Grantor and wherever located or in which the Grantor now has or at any time in the future may acquire any right, title or interest: (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, now existing or hereafter adopted or acquired, 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, and all extensions or renewals thereof, including those listed on Schedule A (the "Trademarks"), (b) all goodwill associated with or symbolized by the Trademarks; (c) all assets, rights and interests that uniquely reflect or embody the Trademarks; (d) the right to sue third parties for past, present and future infringements of any Trademark; and (e) all proceeds of and rights associated with the foregoing. Capitalized terms used herein without definition are used as defined in the US Guarantee and Collateral Agreement, dated as of November 9, 2007, made by, *inter alios*, the Grantor in favor of Deutsche Bank.

2. Release of Security Interest. Deutsche Bank hereby terminates the Interests and terminates releases, relinquishes and discharges the Interests in the Trademark Collateral, without recourse, representation or warranty.

Deutsche Bank hereby authorizes the Grantor, or the Grantor's authorized representatives to: (a) record this Termination with the United States Patent and Trademark Office and/or any other applicable governmental office or agency, and (b) file UCC financing statement amendments with the applicable filing office in order to memorialize the release of the Interests of Deutsche Bank in the Trademark Collateral. Deutsche Bank agrees to execute and deliver to the Grantor all other instruments and other documents as may be necessary or proper to release the Interests in the Trademark Collateral which had been granted under the Trademark Security Agreement.

[remainder of page intentionally blank]

IN WITNESS WHEREOF, Deutsche Bank has caused this Termination to be executed by its duly authorized officer as of the date first written above.

DEUTSCHE BANK AG NEW YORK BRANCH,
AS COLLATERAL AGENT

By: 
Name: **Dusan Lazarov**
Title: **Director**


Lisa Wong
Vice President

Schedule A

Trademarks and Trademark Applications

Trademark Registrations

Owner	Trademark	Registration Date	Registration Number
Ceridian HCM, Inc.	COBRASERV	05/17/88	1488798
Ceridian Benefits Services, Inc.	EZFLEX	02/05/02	2535490
Ceridian Benefits Services, Inc.	FLEXSERV	10/22/02	2640140
Ceridian Benefits Services, Inc.	TRANSIT	11/07/00	2402175

Trademark Applications

Owner	Trademark	Application Date	Application Number