

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ace Cash Express, Inc.		10/05/2006	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	MoneyGram Payment Systems, Inc.
Street Address:	1550 Utica Avenue South
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55416
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2959183	A
Registration Number:	3096100	A
Registration Number:	1806389	A A C E
Registration Number:	3016970	A AMERICA'S CASH EXPRESS
Registration Number:	1831546	A A C E AMERICA'S CASH EXPRESS
Registration Number:	3088169	A MEMBER
Serial Number:	76615593	ACE EXPRESS REWARDS
Registration Number:	2155964	ACE
Registration Number:	2929489	ACE CASH ADVANCE
Registration Number:	3051382	ACE CASH EXPRESS
Serial Number:	76612067	AMERICA'S CASH ADVANCE
Registration Number:	3016969	AMERICA'S CASH EXPRESS
Registration Number:	1846958	CASH IN ON OUR CONVENIENCE
Registration Number:	1831538	CASH IN ON OUR CONVENIENCE

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Registration Number:	2108173	CASH IN ON OUR CONVENIENCE
Registration Number:	2318222	CASH IS OUR MIDDLE NAME
Registration Number:	3114588	IT'S YOUR MONEY . . . WHY WAIT?
Registration Number:	1498007	NATIONAL CHECK CASHES\$

CORRESPONDENCE DATA

Fax Number: (612)632-4230
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612-632-3230
Email: trademark@gpmlaw.com
Correspondent Name: Gray, Plant, Mooty, Mooty & Bennett, PA
Address Line 1: P.O. Box 2906
Address Line 4: Minneapolis, MINNESOTA 55402-0906

ATTORNEY DOCKET NUMBER:	72333
NAME OF SUBMITTER:	Tiffany Larson, Paralegal
Signature:	/Tiffany Larson/
Date:	11/16/2006

Total Attachments: 5
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SHORT FORM INTELLECTUAL PROPERTY SECURITY AGREEMENT

This SHORT FORM INTELLECTUAL PROPERTY SECURITY AGREEMENT ("Security Agreement") is made as of October 5, 2006, by Ace Cash Express, Inc., a Texas corporation, with its chief executive office at 1231 Greenway Drive, Suite 600, Irving, Texas 75308 ("Grantor"), for the benefit of MoneyGram Payment Systems, Inc., a Delaware corporation, with offices at 1550 Utica Avenue South, Minneapolis, Minnesota 55416 ("MoneyGram").

RECITALS

A. Grantor has entered into a Guarantee and Collateral Agreement in favor of MoneyGram dated as of October 5, 2006 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Collateral Agreement").

B. In order to perfect MoneyGram's interest in certain of Grantor's Intellectual Property in accordance with the Collateral Agreement, Grantor has executed this Security Agreement for recordation with the appropriate state and federal governmental authorities.

NOW, THEREFORE, for good and valuable consideration the receipt and adequacy of which are hereby acknowledged by each of the parties hereto, it is agreed as follows:

1. Unless otherwise defined herein or the context otherwise requires, terms used in this Security Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Collateral Agreement.

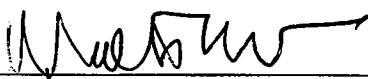
2. As security for the payment, performance and observation of all Obligations, Grantor hereby grants to MoneyGram a security interest in and agrees to assign, transfer and convey, upon demand made upon the occurrence and during the continuance of an Event of Default without requiring further action by either party and to be effective upon such demand, all of Grantor's right, title and interest in and to all of the Trademarks, including but not limited to the Trademarks set forth on Exhibit A attached hereto, and all of the Patents, including but not limited to the Patents set forth on Exhibit B attached hereto.

3. The security interest granted hereby has been granted to MoneyGram in connection with the Collateral Agreement and is expressly subject to the terms and conditions thereof. The Collateral Agreement (and all rights and remedies of MoneyGram thereunder) shall remain in full force and effect in accordance with its terms. Grantor does hereby further acknowledge and affirm that the rights and remedies of MoneyGram with respect to the security interest in the Trademarks and the Patents granted hereby are more fully set forth in the Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Security Agreement and the terms of the Collateral Agreement, the terms of the Collateral Agreement shall govern.

4. This Security 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.

IN WITNESS WHEREOF, the undersigned has executed this Security Agreement as of the date and year first above written.

Ace Cash Express, Inc.,
a Texas corporation

By: 
Name: Walter E. Evans
Title: SVP and GC

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Exhibit A
TRADEMARKS

	Mark	Application/ Registration No.	Registration Date	Jurisdiction
1.	A & Design	2,959,183	June 7, 2005	US
2.	A & Design	3,096,100	May 23, 2006	US
3.	A & Design	n/a		Wisconsin
4.	A A C E & Design	1,806,389	November 23, 1993	US
5.	AMERICA'S CASH EXPRESS & Design	3,016,970	November 22, 2005	US
6.	AMERICA'S CASH EXPRESS & Design	1,228,838	August 31, 2004	Canada
7.	A C E AMERICA'S CASH EXPRESS & Design	800191502		Texas
8.	A A C E AMERICA'S CASH EXPRESS & Design	1,831,546	April 19, 1994	US
9.	A A C E AMERICA'S CASH EXPRESS & Design	TMA445484	July 28, 1995	Canada
10.	A A C E AMERICA'S CASH EXPRESS & Design	052565		Texas
11.	A A C E AMERICA'S CASH EXPRESS & Design	052564		Texas
12.	A MEMBER & Design	3,088,169	May 2, 2006	US
13.	ACE EXPRESS REWARDS	76/615,593	October 13, 2004	US
14.	A C E AMERICA'S CASH EXPRESS	667241		Mexico
15.	ACE	2,155,964	May 12, 1998	US
16.	ACE CASH ADVANCE	2,929,489	March 1, 2005	US
17.	ACE CASH EXPRESS	3,051,382	January 24, 2006	US
18.	AMERICA'S CASH ADVANCE	76/612,067	September 14, 2004	US
19.	AMERICA'S CASH EXPRESS	3,016,969	November 22, 2005	US
20.	AMERICA'S CASH EXPRESS	1,228,839	August 31, 2004	Canada

	Mark	Application/ Registration No.	Registration Date	Jurisdiction
21.	CASH IN ON OUR CONVENIENCE	1,846,958	July 26, 1994	US
22.	CASH IN ON OUR CONVENIENCE	1,831,538	April 19, 1994	US
23.	CASH IN ON OUR CONVENIENCE	2,108,173	October 28, 1997	US
24.	CASH IS OUR MIDDLE NAME	2,318,222	February 15, 2000	US
25.	IT'S YOUR MONEY. .. WHY WAIT?	3,114,588	July 11, 2006	US
26.	NATIONAL CHECK CASHER\$ & Design	1,498,007	July 26, 1988	US

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Exhibit B
PATENTS

	Title	Serial Number	Filing Date
1.	Automated Method and System for Enrollment	10/142,351	May 9, 2002
2.	Check and Cash Dispensing Machine and Method	10/175,584	June 19, 2002

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