

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TRANSFER STATEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Premier Card Solutions, LLC		03/09/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	CPI Card Group - Minnesota, Inc.		
Street Address:	1975 W. County Road B2		
City:	Roseville		
State/Country:	MINNESOTA		
Postal Code:	55113		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2763289	TUFFCARD	
Registration Number:	0531994	TAKACHECK	
Registration Number:	1223415	THE ULTIMATE TICKET	
Registration Number:	0550892	TRUMATCH	
CORRESPONDENCE DATA			
Fax Number:	(415)591-1400		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	415-591-1000		
Email:	trademarksSF@winston.com		
Correspondent Name:	Becky L. Troutman c/o Winston & Strawn		
Address Line 1:	101 California Street		
Address Line 2:	Suite 3900		
Address Line 4:	San Francisco, CALIFORNIA 94111-5894		
ATTORNEY DOCKET NUMBER:	010859.00003		

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 REEL: 004164 FRAME: 0270

NAME OF SUBMITTER:	Becky L. Troutman
Signature:	/Becky L. Troutman/
Date:	03/09/2010
<b>Total Attachments: 7</b> source=CPI Card Group-Transfer Statement#page1.tif source=CPI Card Group-Transfer Statement#page2.tif source=CPI Card Group-Transfer Statement#page3.tif source=CPI Card Group-Transfer Statement#page4.tif source=CPI Card Group-Transfer Statement#page5.tif source=CPI Card Group-Transfer Statement#page6.tif source=CPI Card Group-Transfer Statement#page7.tif	

## TRANSFER STATEMENT

Dated: March 9, 2010

Pursuant to Section 9-619 of the Uniform Commercial Code (it being understood that the following is intended to constitute a "transfer statement" as defined in said Section), the undersigned, CapitalSource Finance LLC, a Delaware limited liability company, as Agent (the "**Agent**") under that certain Amended and Restated Credit Agreement dated as of March 23, 2007 (as the same has been and further may be amended, restated, supplemented or otherwise modified, the "**Credit Agreement**") among PCS ULTIMATE HOLDINGS, LLC, a Delaware limited liability company ("**Ultimate Holdings**"); PREMIER CARD SOLUTIONS, INC., a Delaware corporation f/k/a PREMIER CARD SOLUTIONS, LLC ("**Holdings**"); A&M WHITAKER ENTERPRISES, INC., an Oklahoma corporation ("**A&M**"); UV COLOR, INC., a Minnesota corporation ("**UV Color**"); UVC INTERNATIONAL, LLC, a Minnesota limited liability company ("**UVC International**"; and, together with Ultimate Holdings, Holdings, A&M and UV Color, the "**Debtors**"; Agent; and the Lenders from time to time parties thereto, and in Agent's capacity as a secured creditor conducting a private foreclosure sale pursuant to Section 9-610 of the Uniform Commercial Code, hereby states, to and for the benefit of CPI Card Group - Minnesota, Inc, a Delaware corporation ("**Transferee**"), that:

1. The Debtors, pursuant to one or more agreements executed in connection with the Credit Agreement, have pledged to the Agent all of their right, title and interest in and to substantially all of their assets as collateral security for the payment and performance of their liabilities, obligations and indebtedness under, and as defined in, the Credit Agreement.
2. Due to certain breaches of the terms and conditions of the Credit Agreement, Events of Default (as defined in the Credit Agreement) are currently in existence under the Credit Agreement.
3. As a result of the existence of such Events of Default, Agent has elected to exercise its post-default remedies under the Credit Agreement, the agreements related thereto and the Uniform Commercial Code in respect of the Collateral, and in connection therewith Agent has conducted a private foreclosure sale pursuant to Section 9-610 of the Uniform Commercial Code as evidenced by that certain Asset Purchase Agreement dated March 9, 2010 (the "**Asset Purchase Agreement**") between Agent and Transferee and the other agreements entered into in connection therewith.
4. By reason of Agent's exercise of post-default remedies as described in the preceding paragraph, and pursuant to the terms and conditions set forth in the Asset Purchase Agreement and other agreements entered into in connection therewith, Transferee has acquired all rights of the Debtors in and to the Acquired Assets (as that term is defined in the Asset Purchase

Agreement), including, without limitation, the intellectual property assets listed in Exhibit A hereto (the "IP Assets").

5. The name and mailing address of Agent and, to the knowledge of Agent, based on disclosures made under the Credit Agreement (with respect to Debtors) and the Asset Purchase Agreement (with respect to Transferee), the Debtors and Transferee are as follows:

**Agent:** CapitalSource Finance LLC  
4445 Willard Avenue, 12<sup>th</sup> Floor  
Chevy Chase, MD 20815  
Attention: Restructuring Group  
Portfolio Manager  
Tel: (301) 841-2700  
Fax: (301) 841-2306  
Email: [rgittrich@capitalsource.com](mailto:rgittrich@capitalsource.com)

**Debtors:** c/o Premier Card Solutions  
Attention: Neil Minihane, President  
1975 West County Road B-2  
Roseville, MN 55113  
Telephone: (719) 640-2604  
Facsimile: (719) 325-7025  
Email: [nminihane@premiercardsolutions.com](mailto:nminihane@premiercardsolutions.com)

With a copy to:  
Derek C. Abbott  
Morris, Nichols, Arsht & Tunnell LLP  
1201 North Market Street  
Wilmington, DE 19801  
Telephone: (302) 351-9357  
Facsimile: (302) 425-4664  
Email: [dabbott@mnat.com](mailto:dabbott@mnat.com)

**Transferee:** CPI Card Group – Minnesota, Inc.  
1975 W. County Road B2  
Roseville, MN 55113

With a copy to:  
Thomas F. Blakemore  
Winston & Strawn LLP  
35 West Wacker Drive  
Chicago, IL 60601-9703  
Telephone: (312) 558-5788  
Facsimile: (312) 558-5700  
Email: [tblakemore@winston.com](mailto:tblakemore@winston.com)

CAPITALSOURCE FINANCE LLC, AS AGENT

By: Joanne Fungaroli  
Name: Joanne Fungaroli  
Title: Authorized Signatory

## Exhibit A

### IP Assets

All intellectual property owned or licensed (as licensor or licensee) by each of the Companies, and any rights to recover for past, present, or future infringement, including, without limitation, the following (collectively, the "Intellectual Property"):

(a) The name, all assumed fictional business names, trade names, registered and unregistered trademarks, service marks, applications for any of the foregoing and all common law rights in and goodwill associated with any of the foregoing, including those items described in Addendum 1 (collectively, the "Trademarks");

(b) All patents, patent applications, any reissues, reexaminations, divisionals, continuations, continuations-in-part, provisionals, and extensions thereof, and all inventions, discoveries and improvements that may be patentable, including those items described in Addendum 2 (collectively, the "Patents");

(c) All registered and unregistered copyrights in both published works and unpublished works, including software, algorithms, models and methodologies, whether in source code, object code, or other forms, including those items described in Addendum 3 (collectively, the "Copyrights");

(d) All know-how, trade secrets, confidential or proprietary information, customer lists, software, technical information, data, process technology, plans, designs, drawings, and blue prints;

(e) All rights in internet web sites and internet domain names presently used by the Companies, including those items described in Addendum 4 (collectively, the "Net Names"); and

(f) Any and all intellectual property rights, including without limitation, all Patents, Trade Secrets, Copyrights and Trademarks, relating to the "Ultra Secure Pack" packaging product, any tamper-resistant or tamper-evident packaging products and any other packaging products.

## Addendum 1

### Trademarks

- a. U.S. Trademark Registration No. 2763289 for the mark TUFFCARD, registered on September 16, 2003.
- b. U.S. Trademark Registration No. 531,994 for the mark TAKACHECK, registered on October 17, 1950.
- c. U.S. Trademark Registration No. 1,223,415 for the mark THE ULTIMATE TICKET, registered on January 11, 1983.
- d. U.S. Trademark Registration No. 2,679,965 for the mark CELEBRITY TICKET, registered on January 28, 2003.
- e. U.S. Trademark Registration No. 550,892 for the mark TRUMATCH, registered on November 13, 1951.
- f. U.S. Trademark Registration No. 3,624,614 (U.S. Trademark Application No. 78/098466) for the mark DIMENSIONALFX, filed on December 14, 2001 and registered on May 19, 2009.
- g. U.S. Trademark Registration No. 3,671,006 (Application No. 78/698382) for the mark EARTHSOURCE, filed on August 23, 2005 and registered on August 18, 2009.
- h. Common law rights for "PLASTAG."
- i. Common law rights for "UV COLOR."
- j. Minnesota State Trademark Registration No. 21,742 for UV COLOR AND DESIGN, filed August 20, 2003 and renewed January 5, 1994.



- k. Under federal and state law, the marks referred to above, and names corresponding to the marks referred to herein may, in referring to Premier Card Solutions or UV Color, as applicable, comprise unregistered trade names. To the extent that the names comprise trademarks or tradenames under state law, they are owned by the applicable Company.

## Addendum 2

### Patents

- a. U.S. Provisional Patent Application, Serial Number 60/510,889, titled "New and Improved Card Component and/or Identity Transfer System and Method," filed October 14, 2003, owned by Holdings.
- b. U.S. Patent No. 4,933,218, titled "Sign with Transparent Substrate," filed December 28, 1988 and issued June 12, 1990.
- c. U.S. Patent No. 5,223,357, titled "Promotional Display Signage and Method of Manufacture," filed February 3, 1992 and issued June 29, 1993.
- d. U.S. Patent No. 5,724,891, titled "Method for Manufacturing a Display," filed June 25, 1996 and issued March 10, 1998.
- e. U.S. Patent No. 5,802,979, titled "Method for Manufacturing a Display," filed December 27, 1996 and issued September 8, 1998.
- f. U.S. Patent No. 6,619,480, titled "Methods and Apparatus for Point-of-Sale Packaging of Cards," filed October 26, 2001, and issued September 16, 2003.
- g. U.S. Patent No. 6,957,737, titled "Package for Activatable Point of Sale Cards," filed July 17, 2003 and issued October 25, 2005.
- h. U.S. Patent No. 7,000,844, titled "Detachable Protected Point of Sale Card," filed March 7, 2003 and issued February 21, 2006.
- i. U.S. Patent No. 7,267,284 (Application No. 11/321,200), titled "Detachable Protected Point of Sale Card," filed December 29, 2005 and issued September 11, 2007.
- j. U.S. Patent Application No. 12/017,227, titled "Ultrasecure Card Package," filed January 21, 2008.

Addendum 3

Copyrights



Addendum 4

Net Names

<b>Domain Names</b>	<b>Account Holder</b>	<b>Account Number</b>	<b>Expiration Date</b>
getaproof.com	Premier Card Solution, Inc.	1928376	1/28/2011
getaproof.net	Premier Card Solution, Inc.	1928376	1/28/2011
plastag.com	Premier Card Solution, Inc.	1928376	3/7/2012
premierblankpvccard.com	Premier Card Solution, Inc.	1928376	3/26/2013
premiercardsolutions.com	Premier Card Solution, Inc.	1928376	10/25/2012
premiercardsolutions.net	Premier Card Solution, Inc.	1928376	10/25/2015
premierpvccards.com	Premier Card Solution, Inc.	1928376	3/26/2013
uvcolor.com	Premier Card Solution, Inc.	25289349	7/9/2011
uvcolor.net	Premier Card Solution, Inc.	25289349	7/12/2012