

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in US Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Golf Card International Corp.		11/29/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon Trust Company, N.A., as collateral agent		
Street Address:	700 South Flower Street		
Internal Address:	Suite 500		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2224937	THE GOLF CARD	
Registration Number:	2186363	GOLF CARD	
Registration Number:	2071190	GOLF TRAVELER	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2128198200		
Email:	fcutajar@whitecase.com		
Correspondent Name:	White & Case LLP		
Address Line 1:	1155 Avenue of the Americas		
Address Line 2:	Patents & Trademarks		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	1155732-0186		
NAME OF SUBMITTER:	Frances B. Cutajar		

TRADEMARK

900183447

REEL: 004470 FRAME: 0514

Signature:	/Frances B. Cutajar/
Date:	12/03/2010
Total Attachments: 8 source=GolfCardIntTMGrantToTBNYMellon#page1.tif source=GolfCardIntTMGrantToTBNYMellon#page2.tif source=GolfCardIntTMGrantToTBNYMellon#page3.tif source=GolfCardIntTMGrantToTBNYMellon#page4.tif source=GolfCardIntTMGrantToTBNYMellon#page5.tif source=GolfCardIntTMGrantToTBNYMellon#page6.tif source=GolfCardIntTMGrantToTBNYMellon#page7.tif source=GolfCardIntTMGrantToTBNYMellon#page8.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Golf Card International Corp. (the "Grantor"), with principal offices at 64 Inverness Drive East, Englewood, Colorado 80112, hereby grants to The Bank of New York Mellon Trust Company, N.A., as Collateral Agent, with an office at 700 South Flower Street, Suite 500, Los Angeles, CA 90017, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Pledge and Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of November 30, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
29 day of November, 2010

GOLF CARD INTERNATIONAL CORP., Grantor

By TFW
Name: THOMAS F. WILFE
Title: SVP / CFO

STATE OF _____)
) ss.:
COUNTY OF _____)

On this ____ day of _____, _____, before me personally came _____
_____ who, being by me duly sworn, did state as follows: that [s]he is
_____ of Golf Card International Corp., that [s]he is authorized to execute the
foregoing Grant on behalf of said Golf Card International Corp., and that [s]he did so by
authority of the [Board of Directors] of said Golf Card International Corp.

*See attached
Certificate*

Notary Public

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- See Attached Document (Notary to cross out lines 1-6 below)
 See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

(Large handwritten X mark)

Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

State of California

County of Ventura

Subscribed and sworn to (or affirmed) before me on this

29 day of November, 2010, by
Date Month Year

(1) Thomas F. Wolfe
Name of Signer

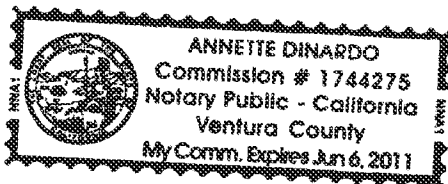
proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) (.)

(and

(2) _____
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signature Annette Dinardo
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: Golf Card Int'l Trademark Assignment

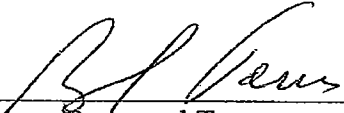
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT OF SIGNER #1
Top of thumb here

RIGHT THUMBPRINT OF SIGNER #2
Top of thumb here

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., as Collateral Agent and Grantee

By 
Name: Raymond Torres
Title: Senior Associate

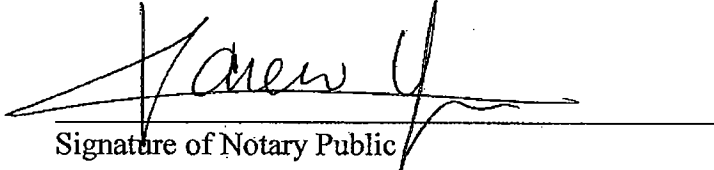


STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On November 29, 2010 before me, Karen Yu, Notary Public, personally appeared Raymond Torres, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~he~~^{she} executed the same in ~~his~~^{her} authorized capacity, and that by ~~his~~^{her} signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.


Signature of Notary Public



(Seal)

SCHEDULE A

	Serial Number	Reg. Number	Word Mark	Status
1	75174555	2224937	THE GOLF CARD	LIVE
2	75108749	2186363	GOLF CARD	LIVE
3	75013922	2071190	GOLF TRAVELER	LIVE