

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Global Analytics, Inc.		06/19/2013	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Crystal Financial LLC		
Street Address:	Two International Place, 17th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02141		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85171387	ZEBIT	
Serial Number:	85315893	ZEBIT	
CORRESPONDENCE DATA			
Fax Number:	2027393001		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	202-739-3000		
Email:	jennifer.evans@morganlewis.com		
Correspondent Name:	Morgan, Lewis & Bockius LLP		
Address Line 1:	1111 Pennsylvania Avenue, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	102508-0028		
NAME OF SUBMITTER:	Jennifer C. Evans		
Signature:	/jce/		

Date:

07/02/2013

Total Attachments: 14

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of June 19, 2013, is made by each of the entities listed on the signature pages hereof (each a "Grantor" and, collectively, the "Grantors"), in favor of Crystal Financial LLC ("Crystal"), as administrative agent (in such capacity, together with its successors and permitted assigns, "Term Agent") for the Secured Parties (as defined in the Loan Agreement referred to below).

WITNESSETH:

WHEREAS, pursuant to the Term Loan Agreement, dated as of June 19, 2013 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among the Borrower, the other Credit Parties and the Lenders from time to time party thereto and Crystal as Term Agent, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, each Grantor has agreed, pursuant to a Guaranty and Security Agreement of even date herewith in favor of Term Agent (as such agreement may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Loan Agreement) of the Borrower; and

WHEREAS, all of the Grantors are party to the Guaranty and Security Agreement pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and Term Agent to enter into the Loan Agreement and to induce the Lenders to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with Term Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. Each Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to Term Agent for the benefit of the Secured Parties, and grants to Term Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

- a. all of its Trademarks and all IP Licenses providing for the grant by or to such Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto;

- b. all renewals and extensions of the foregoing;
- c. all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and
- d. all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Section 3. Guaranty and Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to Term Agent pursuant to the Guaranty and Security Agreement and each Grantor hereby acknowledges and agrees that the rights and remedies of Term Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guaranty and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Section 4. Grantor Remains Liable. Each Grantor hereby agrees that, anything herein to the contrary notwithstanding, such Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with their Trademarks and IP Licenses subject to a security interest hereunder.

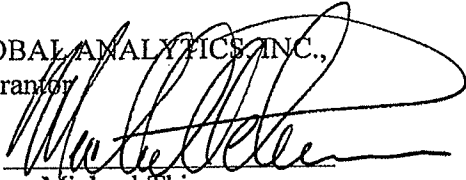
Section 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Section 6. Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GLOBAL ANALYTICS, INC.,
as Grantor

By: 
Name: Michael Thiemann
Title: Chief Executive Officer

ACCEPTED AND AGREED
as of the date first above written:

CRYSTAL FINANCIAL LLC,
as Term Agent

By: _____
Name: Christopher A. Arnold
Title: Managing Director

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

ACKNOWLEDGMENT OF GRANTOR

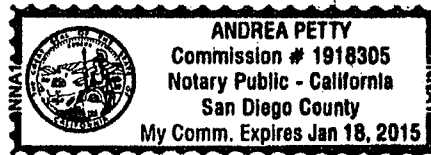
State of California)
County of San Diego)

ss.

On this 17th day of June, 2013, before me personally appeared Michael Thiemann, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Global Analytics, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



Notary Public



[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

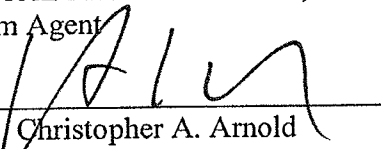
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GLOBAL ANALYTICS, INC.,
as Grantor

By: _____
Name: Michael Thiemann
Title: Chief Executive Officer

ACCEPTED AND AGREED
as of the date first above written:

CRYSTAL FINANCIAL LLC,
as Term Agent

By: 
Name: Christopher A. Arnold
Title: Managing Director

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations and Applications

TRADEMARKS:

Trademark	Status Client-Matter/SubCase	Application Number Registration Number	Filing Date Registration Date	Due Date(s)	All Excluding Taken
EBIT	Pending 372566-910302/BR	840120788	10-May-2012		
<p>Country: Brazil</p> <p>Client Reference: Global Analytics, Inc.</p> <p>Legacy Log #: 09 Int.</p> <p>Owner: Class 09: Blank smart cards; magnetically encoded debit cards.</p> <p>Goods: Class 09: Blank smart cards; magnetically encoded debit cards.</p> <p>Images/Links:</p>					
EBIT	Pending 372566-910303/BR	840120613	10-May-2012		
<p>Country: Brazil</p> <p>Client Reference: Global Analytics, Inc.</p> <p>Legacy Log #: 35 Int.</p> <p>Owner: Class 35: Providing online retail store services featuring a wide variety of consumer goods of others; Providing commercial information</p> <p>Goods: Class 35: Providing online retail store services featuring a wide variety of consumer goods of others; Providing commercial information the goods of others and relevant regarding credit terms in connection therewith.</p> <p>Images/Links:</p>					

TRADEMARK

REEL: 005062 FRAME: 0115

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

Trademark	Status	Application Number	Filing Date	Due Date(s)	All Excluding Taken
	Client-Matter/SubCase	Registration Number	Registration Date		

EBIT	Pending 372566-910304/BR	840120753	10-May-2012		
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Country: Brazil
Client Reference:
Legacy Log #:
Owner: Global Analytics, Inc.
Class: 36 Int.
Goods: Class 36: Financial services, namely, the extension of credit or deferred payment of an obligation; electronic payment services, namely, the ability to purchase goods online or offline at a merchant; payment processing services; credit and debit card services.

Images/Links:

EBIT	Pending 372566-910305/BR	840120583	10-May-2012		
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Country: Brazil
Client Reference:
Legacy Log #:
Owner: Global Analytics, Inc.
Class: 42 Int.
Goods: Class 42: Providing temporary use of online non-downloadable software used for providing a means for consumers to apply for credit, to shop for merchandise online, to connect with consumers interested in making specific purchases with lenders interested in providing credit for these specific purchases, and to process consumer credit applications, but specifically excluding therefrom educational software featuring math and science activities for use in e-learning.

Images/Links:

TRADEMARK

EBIT (Stylized)	Pending 372566-910306/BR	840120710	10-May-2012		
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Country: Brazil
Client Reference:
Legacy Log #:

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

Trademark	Status	Application Number	Filing Date	Due Date(s)	All Excluding Taken
	Client-Matter/SubCase	Registration Number	Registration Date		

Owner: Global Analytics, Inc.
Class: 09 Int.
Goods: Class 09: Blank smart cards; magnetically encoded debit cards.

Images/Links: ~~XXXX~~

EBIT (Stylized)	Pending	840120800	10-May-2012		
	372566-910307/BR				
Country:	Brazil				
Client Reference:					Case Type: ORD
Legacy Log #:					Resp Office: PA
Owner:	Global Analytics, Inc.				
Class:	35 Int.				
Goods:	Class 35: Providing online retail store services featuring a wide variety of consumer goods of others; Providing commercial information regarding the goods of others and relevant credit terms in connection therewith.				

Images/Links: ~~XXXX~~

EBIT (Stylized)	Pending	840120737	10-May-2012		
	372566-910308/BR				
Country:	Brazil				
Client Reference:					Case Type: ORD
Legacy Log #:					Resp Office: PA
Owner:	Global Analytics, Inc.				
Class:	36 Int.				
Goods:	Class 36: Financial services, namely, the extension of credit or deferred payment of an obligation; electronic payment services, namely, the ability to purchase goods online or offline at a merchant; payment processing services; credit and debit card services.				

Images/Links: ~~XXXX~~

EBIT (Stylized)	Pending	840120702	10-May-2012		
	372566-910309/BR				

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

Trademark
Status
Client-Matter/SubCase
Application Number
Registration Number
Filing Date
Registration Date
Due Date(s)
All Excluding Taken

Country: Brazil
Client Reference:
Legacy Log #:
Owner: Global Analytics, Inc.
Class: 42 Int.
Goods: Class 42: Providing temporary use of online non-downloadable software used for providing a means for consumers to apply for credit, to shop for merchandise online, to connect with consumers interested in making specific purchases with lenders interested in providing credit for these specific purchases, and to process consumer credit applications, but specifically excluding therefrom educational software featuring math and science activities for use in e-learning.

Images/Links: ~~XXXX~~

EBIT
Registered
372566-910102/EM
9503939
9503939
08-Nov-2010
26-Apr-2011
08 Nov 2020 -
First Renewal

Country: European Community
Client Reference:
Legacy Log #:

Trademark **Status** **Client-Matter/SubCase** **Application Number** **Registration Number** **Filing Date** **Due Date(s)** **All Excluding Taken**

Owner: Global Analytics, Inc.
Class: 09 Int., 36 Int., 42 Int.
Goods: Class 9: Smart cards; debit cards; computer software; computer programs; magnetic data carriers; magnetic recording supports; apparatus for pre-payment, data processing equipment in particular for financial applications; computers; computer operating programs; computer hardware; systems for reading memory cards and systems for reading data in memories including integrated circuit memories and banking cards; coded cards including magnetic cards and cards including integrated circuits and cards including integrated circuits, in particular, for financial applications; apparatus for reading cards, printing apparatus including printing apparatus for data processing systems and financial transaction systems; machines for banking establishments; encoders and decoders; modems; banking cards; debit cards; magnetic coded cards; electronic data carrier cards, magnetic coded card readers, electronic data carrier card readers, electronic encryption units, computer hardware, computer terminals, computer software for use in the financial services, banking and telecommunications industries; banking cards including printed banking cards and banking cards using magnetic memories and integrated circuit memories; banking card, credit cards, debit cards including such cards having integrated circuits and microprocessors; memory cards; equipment for data processing and computers including cards equipped with microprocessors and integrated circuits; computer hardware in the nature of integrated circuit cards and card readers containing transponders and other proximity payment devices; instruction manuals in electronic form.
 Class 36: Financial services; electronic payment services; payment processing services; credit and debit card services; insurance; financial affairs; monetary affairs; real estate affairs; insurance services; banking; bill payment services; charge card services; pre-paid card services; electronic credit and debit transactions; electronic funds transfer; smart card and electronic cash services; cash replacement rendered by credit card and debit cards; electronic cash transactions; payment processing services; transaction authentication and verification services; providing financial information via a global computer network. Class 42: Online computer services; application service provider (ASP) services; design and development of computer hardware and software; computer engineering services and internet services; consultation in the fields of computers programming and data processing, in particular, in regard to financial transactions; hosting computer sites [web sites]; installation of computer software; maintenance of computer software; recovery of computer data; research and development for others in relation to computer hardware and computer software, smart cards, debit cards, credit cards, banking cards and other cards containing an integrated circuit and or microprocessor; updating of computer software.

Images/Links:

EMBIT (Stylized) Registered 372566-910103/EM 9956665 9956665 10-May-2011
18-Nov-2011 10 May 2021 –
First Renewal

Country: European Community **Case Type:** ORD
Parent Reference: **Resp Office:** PA
Legacy Log #:

TRADEMARK

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

Trademark Status Client-Matter/SubCase Application Number Registration Number Filing Date Registration Date Due Date(s) All Excluding Taken

Owner: Global Analytics, Inc.
Class: 09 Int., 36 Int., 42 Int.
Goods: Class 09: Smart cards; debit cards; computer software; computer programs; magnetic data carriers; magnetic recording supports; apparatus for pre-payment, data processing equipment in particular for financial applications; computers; computer operating programs; computer hardware; systems for reading memory cards and systems for reading data in memories including integrated circuit memories and banking card memories; coded cards including magnetic cards and cards including integrated circuits, in particular, for financial applications; apparatus for reading cards, printing apparatus including printing apparatus for data processing systems and financial transaction systems; machines for banking establishments, namely, automated banking machines, magnetic data card readers, electronic machines for the storage and retrieval of data, particularly the data held on smart cards, debit cards, credit cards, cash dispensing machines; encoders and decoders; modems; banking cards, debit cards; magnetic coded cards, electronic data carrier cards, magnetic coded card readers, electronic data carrier card readers, electronic encryption units, computer hardware, computer terminals, computer software for use in the financial services, banking and telecommunications industries; banking cards including printed banking cards and banking cards using magnetic memories and integrated circuit memories; banking card, credit cards, debit cards including such cards having integrated circuits and microprocessors; memory cards; equipment for data processing and computers including cards equipped with microprocessors and integrated circuits; computer hardware in the nature of integrated circuit cards and card readers containing transponders and other proximity payment devices; instruction manuals in electronic form.

Class 36: Financial services; electronic payment services; payment processing services; credit and debit card services; insurance; financial affairs; monetary affairs; real estate affairs; insurance services; banking; bill payment services; charge card services; pre-paid card services; electronic credit and debit transactions; electronic funds transfer; smart card and electronic cash services; cash replacement rendered by credit card and debit cards; electronic cash transactions; payment processing services; transaction authentication and verification services; providing financial information via a global computer network.

Class 42: Online computer services; application service provider (ASP) services; design and development of computer hardware and software; computer engineering services; consultation in the fields of computers programming and data processing, in particular, in regard to financial transactions; hosting computer sites [web sites]; installation of computer software; maintenance of computer software; recovery of computer data; research and development for others in relation to computer hardware and computer software, smart cards, debit cards, credit cards, banking cards and other cards containing an integrated circuit and or microprocessor; updating of computer software.

Images/Links: ~~XXXX~~

REGISTRATION STREAM & Design Registered 9310806 26-Jul-2010 26 Jul 2020 –
 372566-910105/EM 9310806 14-Jan-2011 First Renewal

Country: European Community **Case Type:** ORD
Parent Reference: **Resp Office:** PA
Legacy Log #:

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

TRADEMARK

Trademark **Status** **Client-Matter/SubCase** **Application Number** **Filing Date** **Registration Date** **Due Date(s)** **All Excluding Taken**

Owner: Global Analytics, Inc.
Class: 36 Int.
Goods: Class 36: Financial services provided via the Internet, consumer credit services, financial services, namely providing small, short-term loans; consumer credit services, credit arranging services; credit brokerage, credit services arranging loans, arranging of personal loans, arranging of credit, credit reference agency, credit services for use in the purchase of goods and services provision of consumer credit, provision of credit, provision of credit facilities.

Images/Links:  **Lending Stream**

EBIT Pending 372566-910202/IN 2227506 01-Nov-2011 Case Type: ORD
 Resp Office: PA

Country: India
Client Reference: Global Analytics, Inc.
Legacy Log #: 09 Int., 35 Int., 36 Int., 42 Int.
Owner: Class 09: Blank smart cards; magnetically encoded debit cards.
Class: Class 35: Providing online retail store services featuring a wide variety of consumer goods of others; providing commercial information regarding the goods of others and relevant credit terms in connection therewith.
Goods: Class 36: Financial services, namely, the extension of credit or deferred payment of an obligation; electronic payment services, namely, the ability to purchase goods online or offline at a merchant; payment processing services; credit and debit card services.
 Class 42: Providing temporary use of online non-downloadable software used for providing a means for consumers to apply for credit, to shop for merchandise online, to connect with consumers interested in making specific purchases with lenders interested in providing credit for these specific purchases, and to process consumer credit applications, but specifically excluding therefrom educational software featuring math and science activities for use in e-learning.

Images/Links:

EBIT (Stylized) Pending 372566-910203/IN 2227507 01-Nov-2011 Case Type: ORD
 Resp Office: PA
Country: India
Client Reference:
Legacy Log #:

TRADEMARK

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

Trademark **Status** **Client-Matter/SubCase** **Application Number** **Filing Date** **Registration Number** **Due Date(s)** **All Excluding Taken**

Owner: Global Analytics, Inc.
Class: 09 Int., 35 Int., 36 Int., 42 Int.
Goods: Class 09: Blank smart cards; magnetically encoded debit cards.
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Images/Links:

EBIT **NOA Issued** **85/171387** **08-Nov-2010** **03 Jul 2013 - EOT #3 DUE**
Country: United States of America **372566-900104/US** **03 Jul 2013 - Statement of Use Due**
Client Reference:
Legacy Log #: **Case Type: ORD**
Owner: **Resp Office: PA**

Class: 09 Int., 35 Int., 36 Int., 42 Int.
Goods: Class 9: Blank smart cards; magnetically encoded debit cards.
 Class 35: Providing online retail store services featuring a wide variety of consumer goods of others; providing commercial information regarding the goods of others and relevant credit terms in connection therewith.
 Class 36: Financial services, namely, the extension of credit or deferred payment of an obligation; electronic payment services, namely, the ability to purchase goods online or offline at a merchant; payment processing services; credit and debit card services.
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Images/Links:

EBIT (Stylized) **NOA Issued** **85/315893** **09-May-2011** **29 May 2013 - EOT #3 DUE**
372566-900105/US **29 May 2013 - STATEMENT OF USE DUE**
 [ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]

Trademark	Status	Client-Matter/SubCase	Application Number Registration Number	Filing Date Registration Date	Due Date(s)	All Excluding Taken
<p>Country: United States of America</p> <p>Client Reference:</p> <p>Legacy Log #:</p> <p>Owner: Global Analytics, Inc.</p> <p>Class: 09 Int., 35 Int., 36 Int., 42 Int.</p> <p>Goods: Class 9: Blank smart cards; magnetically encoded debit cards. Class 35: Providing online retail store services featuring a wide variety of consumer goods of others; providing commercial information regarding the goods of others and relevant credit terms in connection therewith. Class 36: Financial services, namely, the extension of credit or deferred payment of an obligation; electronic payment services, namely, the ability to purchase goods online or offline at a merchant; payment processing services; credit and debit card services. Class 42: Providing temporary use of online non-downloadable software used for providing a means for consumers to apply for credit, to shop for merchandise online, to connect with consumers interested in making specific purchases with lenders interested in providing credit for these specific purchases, and to process consumer credit applications, but specifically excluding therefrom educational software featuring math and science activities for use in e-learning.</p>				Case Type: ORD Resp Office: PA		

Images/Links: ~~Exhibit~~

IP LICENSES

[None]

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]