# TRADEMARK ASSIGNMENT

### Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Springbok Services, Inc.		09/13/2010	CORPORATION: COLORADO

### **RECEIVING PARTY DATA**

Name:	Fifth Third Processing Solutions, LLC	
Street Address:	38 Fountain Square Plaza	
City:	Cincinnati	
State/Country:	ОНЮ	
Postal Code:	45263	
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE	

### PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78768447	POWERING PREPAID
Serial Number:	78768441	POWERING PREPAID
Serial Number:	78822642	PROKNOW
Serial Number:	78790738	AGILE, SECURE & POWERFUL PREPAID SOLUTIONS
Serial Number:	78790733	AGILE, SECURE & POWERFUL PREPAID SOLUTIONS

### **CORRESPONDENCE DATA**

Fax Number: (513)977-8141 Phone: 5139778527

Email: april.besl@dinsmore.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

Correspondent Name: April L Besl
Address Line 1: 255 E Fifth Street
Address Line 2: Suite 1900

Address Line 4: Cincinnati, OHIO 45202

TRADEMARK REEL: 004659 FRAME: 0214 **JP \$140.00 787**6

NAME OF SUBMITTER:	April L Besl
Signature:	/april I besl/
Date:	11/10/2011
Total Attachments: 32	
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### INTELLECTUAL PROPERTY ASSIGNMENT

This INTELLECTUAL PROPERTY ASSIGNMENT ("Assignment"), dated
, 2010, is entered into by and among Springbok Services, Inc., a Delaware
corporation ("Springbok"), and Fifth Third Processing Solutions LLC, a Delaware limited
liability company ("FTPS"), and (each being referred to individually as a "Party" and
collectively as the "Parties").

WHEREAS, Springbok filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. Sections 1101 et seq., commencing Petition No. 10-25285-HRT in the United States Bankruptcy Court for the District of Colorado;

WHEREAS, pursuant to the Asset Purchase Agreement dated September 2, 2010 by and among Springbok and FTPS (the "Purchase Agreement"), Springbok has agreed to sell, convey, assign, transfer and deliver to FTPS the entire right, title and interest in and to certain intellectual property rights owned by Springbok relating to its processing platform (the "Processing Assets"); and

WHEREAS, on September \_\_\_\_\_, 2010, the Approval Order (as defined in the Purchase Agreement) was entered approving the sale of the Processing Assets to FTPS pursuant to the terms of the Purchase Agreement.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and in the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

### DEFINITIONS

All undefined, capitalized terms used herein shall have the meaning given to them in the Purchase Agreement. Additionally, the following definitions shall apply to this Assignment:

"Copyrights" means all copyrights and maskwork rights owned by Springbok, whether statutory or common law, registered or unregistered, and registrations for and pending applications to register the same including all reissues, extensions and renewals thereto, and all moral rights thereto under the laws of any jurisdiction, and all copyrighted or copyrightable works, including, without limitation, any Software, databases, data, documentation, including copies and tangible embodiments (in whatever form or medium), Internet web-sites and the content thereof, and any other works of authorship, together with all rights associated with any of the foregoing, in each case that relate to the Processing Assets, including without limitation, the registrations, applications and unregistered copyrights set forth on Exhibit A.

"Intellectual Property" means Patents, Trademarks, Copyrights, and Trade Secrets.

"Patents" means all patents and patent applications (including, without limitation, provisional applications, utility applications and design applications) and patentable inventions owned by Springbok, including, without limitation, reissues, patents of addition, continuations, continuations-in-part, substitutions, additions, divisionals, renewals, registrations, confirmations, re-examinations, certificates of inventorship, extensions, patent disclosures and inventions, draft patent applications and the like, any foreign or international equivalent of any of the foregoing, and any domestic or foreign patents or patent applications claiming priority to any of the above, or sharing a common claim of priority with any of the above, together with all rights associated with any of the foregoing, including, without limitation, the patents and patent applications set forth on Exhibit B.

"Trademarks" means all trademarks, service marks, trade names, logos, corporate names, company names, business names, fictitious business names, trade styles, uniform resource locators (URLs), internet domain names, trade dress, any other names and locators associated with the Internet, other source of business identifiers, whether registered or unregistered and whether or not currently in use, and registrations, applications to register and all of the goodwill of the business related to the foregoing, foreign versions of the foregoing whether protected, created or arising under the laws of any applicable jurisdiction and owned by Springbok, together with all rights associated with any of the foregoing, including, without limitation, the trademarks, service marks, trade names and domain names set forth on Exhibit C.

"Trade Secrets" means all rights arising from or in respect to trade secrets and other confidential information including, without limitation, ideas, formulas, compositions, inventions (whether patentable or unpatentable and whether or not reduced to practice), know-how, concepts, manufacturing and production processes and techniques, research and development information, drawings, specifications, designs, plans, proposals, technical data, financial and marketing plans and customer and supplier lists and information whether or not protected, created or arising under the laws of any applicable jurisdiction, in each case owned or licensed by Springbok and used in connection with the business of Springbok.

### COPYRIGHTS

- 1. Springbok hereby sells, conveys, assigns, transfers and delivers to FTPS, free and clear of all liens, all right, title and interest, in and to the Copyrights, including but not limited to renewal rights therein, the right to obtain registrations of the Copyrights in the United States and throughout the world, and the right to sue and recover any and all damages and profits, and any and all other remedies, for past, present or future infringements or violations thereof, all in FTPS' sole name.
- 2. Springbok shall cooperate with FTPS in any action FTPS reasonably requests that Springbok take, in order to effectuate, carry out, or fulfill the Parties' intent and/or Springbok's obligations hereunder, including, without limitation, the execution of any instruments and papers that are necessary or desirable, in FTPS' sole discretion, to consolidate, confirm, vest and/or record FTPS' full and complete ownership of the Copyrights with, for example, applicable Copyright Offices.

#### TRADEMARKS

- 3. Springbok hereby sells, conveys, assigns, transfers and delivers to FTPS, free and clear of all liens, all right, title and interest in and to the Trademarks, together with the goodwill of the business(es) that is/are symbolized by the Trademarks, including but not limited to renewal rights therein, the right to obtain registrations of the Trademarks throughout the world, and the right to sue and recover any and all damages and profits, and any and all other remedies, for past, present or future infringements or violations thereof, all in FTPS' sole name.
- 4. Springbok shall cooperate with FTPS in any action FTPS reasonably requests that Springbok take, in order to effectuate, carry out, or fulfill the Parties' intent and/or Springbok's obligations hereunder, including, without limitation, the execution of any instruments and papers that are necessary or desirable, in FTPS' sole discretion, to consolidate, confirm, vest and/or record FTPS' full and complete ownership of the Trademarks with, for example, applicable Trademark Offices or with domain name registrars.

#### **PATENTS**

- 5. Springbok hereby sells, conveys, assigns, transfers and delivers to FTPS, free and clear of all liens, all right, title and interest in and to the Patents, including but not limited to renewal rights therein, the right to obtain patent or equivalent protection therein throughout the world, and the right to sue and recover any and all damages and profits, and any and all other remedies, for past, present, or future infringements or violations thereof, all in FTPS' sole name.
- 6. Springbok shall cooperate with FTPS in any action FTPS reasonably requests that Springbok take, in order to effectuate, carry out, or fulfill the Parties' intent and/or Springbok's obligations hereunder, including, without limitation, the execution of any instruments and papers that are necessary or desirable, in FTPS' sole discretion, to consolidate, confirm, vest and/or record FTPS' full and complete ownership of the Patents with, for example, applicable Patent Offices.

#### TRADE SECRETS

- 7. Springbok hereby sells, conveys, assigns, transfers and delivers to FTPS, free and clear of all liens, all right, title and interest in and to the Trade Secrets, including, but not limited to the right to sue and recover any and all damages and profits, and any and all other remedies, for past, present or future misappropriations or violations thereof, all in FTPS' sole name.
- 8. Springbok agrees that, if applicable, Springbok will reasonably assist FTPS in acquiring and maintaining any available protections for, and confirming FTPS' title to, the Trade Secrets.

#### **GENERAL**

9. Entire Agreement. This Assignment contains the entire agreement of the Parties with respect to the subject matter of this Assignment. No prior agreement or

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understanding pertaining to any such matter shall be effective. This Assignment may only be modified in a written instrument executed by the Parties.

- 10. <u>Binding Assignment</u>. This Assignment shall be binding upon and inure to the benefit of each of the Parties hereto, their successors and assigns.
- 11. <u>Governing Law</u>. This Assignment shall be governed by and construed in accordance with the Laws of Delaware without regard to principles of conflicts of law.
- 12. <u>Severability</u>. If any provision of this Assignment shall be deemed invalid or unenforceable by any court of competent jurisdiction, then such portion shall be deemed severed, and the remainder thereof shall be enforceable in accordance with its terms.
- 13. <u>Counterparts</u>. This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
- 14. <u>Headings</u>. All headings contained in this Assignment are for reference only and shall not affect the meaning or interpretation of this Assignment in any manner.

(remainder of page intentionally left blank)

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IN WITNESS WHEREOF, each of the Parties have hereunto caused this Agreement to be duly executed on the date first above written.

FIFTH THIRD PROCESSING	SPRINGBOK SERVICES, INC.
SOLUTIONS LLC	
M	
Ву:	By:
Name: ADAM P. COYUL	Name:
Title: EVP	Title:

IN WITNESS WHEREOF, each of the Parties have hereunto caused this Agreement to be duly executed on the date first above written.

SOLUTIONS LLC	SPRINGBOK SERVICES, INC.
By:Name: Title:	Name: Dames A. Sketton Title: Chief Restructuring Office

STATE OF California	)
COUNTY OF Orange	) ss: )
On this, the 21 <sup>3</sup> day of Septemore undersigned officer, personally appeared himself/herself to be the CRO corporation, and that he/she, in such capacity, be instrument for the purposes therein contained by september 1981.	_ of Springbok Services, Inc., a Delaward ing authorized to do so, executed the foregoing
IN WITNESS WHEREOF, I hereunto set	my hand and official seal.
IAN MCKAY Commission # 180 Notary Public - Call Orange County	fornia
My commission expires:  My Comm. Expires Jun	24, 2002 Public
June 24,2012	Print Name
STATE OF	) ) ss: )
On this, the day of undersigned officer, personally appeared himself/herself to be the Delaware limited liability corporation, and that h so, executed the foregoing instrument for the purposaid corporation.	of Fifth Third Processing Solutions LLC, a e/she, in such capacity, being authorized to do
IN WITNESS WHEREOF, I hereunto set i	my hand and official seal.
My commission expires:	Notary Public
	Print Name

STATE OF	)
COUNTY OF	) ss: )
On this, the day of undersigned officer, personally appeared himself/herself to be the corporation, and that he/she, in such capacity, bei instrument for the purposes therein contained by significant contained contai	, 2010, before me, a Notary Public, the who acknowledged of Springbok Services, Inc., a Delaware ng authorized to do so, executed the foregoing igning on behalf of said corporation.
IN WITNESS WHEREOF, I hereunto set r	my hand and official seal.
My commission expires:	Notary Public
	Print Name
STATE OF OHIO COUNTY OF HAMILTON	) ) ss: )
	who acknowledged of Fifth Third Processing Solutions LLC, a e/she, in such capacity, being authorized to do
IN WITNESS WHEREOF, I hereunto set r	my hand and official seal.
My commission expires:  A COMMISSION EXPIRES  Notary Public, State of Ohlo  My Commission Expires  November 16, 2013	Notary Public  Stophonio Kanet  Print Name

### **EXHIBIT A**

#### COPYRIGHTS

Registered Copyrights: None

### Software:

- 1. All computer code and software applications owned by Springbok listed below, which includes all computer code and software applications of Springbok's platform (some software applications of the platform are referred to as Dashboard, Satellite, Processor, ERP and Order Management System (collectively, the "Software"):
  - a. ERP Also known as BPWebApp, is the client management platform for establishing new client accounts, placing card orders, reloading cards and overall general management of the client relationship. In addition, this platform is used internally for the functions of Accounting (reconciling client orders, payments, refunds, deposits and balances), cardholder customer service (reviewing balance and transaction history and making adjustments to cards), product setup for Visa/MasterCard and lastly requesting an order be "issued" or "completed" for delivery to the cardholders. (Ref: ERP)
  - b. Card Generation This is the system which receives the request to "generate" card numbers and pass them back to the ERP and the Fulfillment System and is a core component of the processing platform. (Ref: Processor)
  - c. My Card Summary This system is the cardholder platform allowing them to check their balance, view their transaction history, request their PIN, participate in Bill Pay and other related cardholder specific functions. Additionally, this tool supported "customization" and as such there are over 35 instances of the platform running, one specific to Springbok General Cardholders and 34 other sites which were branded for specific clients and their cardholders. (Ref: ERP)
  - d. API This is an "application programming interface" allowing Springbok clients to interface with our ERP and Processing platforms from within their own application, the processing specific portions of this platform will be a part of the processor sale. (Ref: Dashboard, Satellite, Processor, ERP, and Order Management System)
  - e. Visa/MasterCard Transaction Processing Platform This system is the transaction processing platform designed to directly connect to MasterCard and to gateway thru STAR for Visa to allow Springbok to function as the issuing processor for ALL of the cards delivered to Cardholders from Key Bank, Meta Bank and Bancorp where Springbok was the program manager of those cards. The platform includes a settlement engine, and rules engine, a fees engine and the real-time processing components required

to approve/decline transactions in accordance with the Visa and MasterCard rules and regulations. (Ref: Processor)

- f. Cap Labor CVC's, PINS, Thales
- g. CAP Labor Authorization
- h. CAP Labor ACH2Card
- i. Cap Labor Self Select Pins
- 2. All databases which are utilized by the Software or by any third party software application related to the Software but specifically excluding any information relating to Springbok's customers, Springbok's customers' programs, including, but not limited to, the Shell Loyalty Program or any cardholders that is private in nature and/or subject to privacy policies of Springbok's customers, including, but not limited to, the privacy policy of Equilon Enterprises LLC dba Shell Oil Products US and Shell Oil Company, or any privacy laws.
- 3. All data contained in the foregoing databases, the Software, or any third party software related to the Software but specifically excluding any information relating to Springbok's customers, Springbok's customers' programs, including, but not limited to, the Shell Loyalty Program, or any cardholders that is private in nature and/or subject to privacy policies of Springbok's customers, including, but not limited to, the privacy policy of Equilon Enterprises LLC dba Shell Oil Products US and Shell Oil Company, or any privacy laws.
- 4. All modules, interfaces, and components of the Software, including but not limited to any reporting modules and application programming interfaces.
- 5. All versions of the Software source code and all media on which such source code resides.
- 6. All physical and electronic documentation relating to the Software and related software and data, including but not limited to any history of development and software revisions, development specifications, development plans, user guides, configuration manuals, programmer notes, and any documentation relating to functional gaps, bugs, errors and defects.

# **EXHIBIT B**

# **PATENTS**

# II. Patents

Country	Patent / Serial No.	Title	Filing Date	Issue Date
U.S.	7,747,462	Method and System for Gathering and Reporting Data Associated with a Cardholder's Use of a Prepaid Debit Card	June 26, 2008	June 29, 2010

# **EXHIBIT C**

# **TRADEMARKS**

# **Trademarks and Trademark Applications**

Serial No./ Reg. No.	Filing Date/ Reg. Date	Full Goods/Services
		Client service and cardholder services, namely stored
3,281,504	08/21/2007	value debit card issuance, debit card transaction processing services and risk management; professional consulting services in the field of stored value debit card
		issuance, risk management, credit cards and credit
77/329,055	11/14/2007	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, pricing, program management, risk management, client
		services and cardholder services; technical consultation in the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services
77/329,060	11/14/2007	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, pricing, program management, risk management, client services and cardholder services; technical consultation in
ν: 		the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services
77/514,800	07/03/2008	Providing online non-downloadable software for use in prepaid or stored value card issuance, processing, fulfillment, pricing, program management, risk
		management, client services and cardholder services; technical consultation in the field of online non- downloadable software for use in prepaid or stored value card issuance, processing, fulfillment, risk management, client services and cardholder services
77/533,479	07/29/2008	Professional financial consulting services in the field of prepaid or stored value card issuance, card transaction processing services and risk management
		Providing a web-based on-line non-downloadable incentive and reward management software platform for ordering and issuing prepaid and stored value cards and processing prepaid and stored value card transactions
77/548,442	08/15/2008	Client service and cardholder services, namely, stored- value debit card issuance, debit card transaction processing services, and financial risk management; professional financial consulting services in the field of stored value debit card issuance, financial risk management, credit cards and credit
	77/020,524/ 3,281,504 77/329,055 77/329,060 77/514,800	Reg. No.         Reg. Date           77/020,524/ 3,281,504         10/13/2006 / 08/21/2007           77/329,055         11/14/2007           77/514,800         07/03/2008           77/533,479         07/29/2008

Trademark	Serial No./ Reg. No.	Filing Date/ Reg. Date	Full Goods/Services
Springbok	77/548,445	08/15/2008	Providing online non-downloadable software for stored- value debit card issuance, processing, fulfillment, risk management, client services and cardholder services; technical consultation in the field of online non- downloadable software for use in stored-value debit card issuance, processing, fulfillment, risk management, client services and cardholder services
ENPAY	77/653,888	01/21/2009	Prepaid debit card services, namely, transaction processing services, risk management, cardholder services and client services, namely, responding to balance inquires, providing transaction information and answers to frequently asked questions, providing the means to dispute a transaction and providing responses to budget management questions; financial services, namely, providing payroll card services allowing for online, telephonic and ATM access, management, reporting and record keeping of client accounts; financial services, namely, employer-funded automatic deposit services; ATM banking services, providing cash advances for cardholders at bank branches, and providing cash to cardholders at participating merchant locations; online transfer and bill payment services
EMPAY	77/653,895	01/21/2009	Prepaid debit card services, namely, transaction processing services, risk management, cardholder services and client services, namely, responding to balance inquires, providing transaction information and answers to frequently asked questions, providing the means to dispute a transaction and providing responses to budget management questions; financial services, namely, providing payroll card services allowing for online, telephonic and ATM access, management, reporting and record keeping of client accounts; financial services, namely, employer-funded automatic deposit services; ATM banking services, providing cash advances for cardholders at bank branches, and providing cash to cardholders at participating merchant locations; online transfer and bill payment services
EZSPEND	77/653,900	01/21/2009	Financial services, namely, providing virtual prepaid debit card services, such virtual cards including an account number, expiration date and online security code, including providing for online and telephonic account access, management, reporting and record keeping
Springbok Services  SPRINGBOK	78/768,288 / 3,464,161	12/07/2005 / 07/08/2008	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services; technical consultation in the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services

Trademark	Serial No./ Reg. No.	Filing Date/ Reg. Date	Full Goods/Services
Springbok Services  SPRINGBOK	78/768,436 / 3,410,601	12/07/2005 / 04/08/2008	Client service and cardholder services, namely, stored value debit card issuance, debit card transaction processing services and risk management; professional consulting services in the field of stored value debit card issuance, risk management, credit cards and credit
Springbok SPRINGBOK	78/768,437 / 3,299,622	12/07/2005 / 09/25/2007	Client service and cardholder services, namely stored value debit card issuance, debit card transaction processing services and risk management; professional consulting services in the field of stored value debit card issuance, risk management, credit cards and credit
Springbok SPRINGBOK	78/768,438 / 3,299,623	12/07/2005 / 09/25/2007	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services; technical consultation in the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services

# **Domain Names**

albuquerquegiftcard.com anniversarygiftcard.com atlantagiftcard.com austingiftcard.com baltimoregiftcard.com bestpresentgiftcard.com bpcprepaid.com cagiftcard.com caligiftcard.com cashfromsupreme.com charlottegiftcard.com christmasgiftcard.com clevelandgiftcard.com columbusgiftcard.com corporate incentives and rewards. comdetroitgiftcard.com eastcoastgiftcard.com easyspringbok.com elpasogiftcard.com extremegiftgiving.com formulafuelprogram.com fortworthgiftcard.com frontrangegiftcard.com fuelreliefcard.com

getbehavior.com graduationgiftcard.com happybirthdaygift.com healthreadycard.com holidaygiftcard.com houstongiftcard.com hsacard.net indianapolisgiftcard.com ineedspringbok.com iwantspringbok.com mastercardgift.com mcgiftcard.com mcprepaidcard.com milwaukeegiftcard.com minneapolisgiftcard.com mycbucard.com mycraftonhillscard.com mydieselcard.com myenpay.com myezspend.com myezspendsummary.com mygiftcardsummary.com mymastercardgiftcard.com mymcprepaidcard.com mysamuelmerrittcard.com mysbvccard.com myspringbok.com mystudentfunds.com mystudyfunds.com myteamfunds.com myworkerscompcard.com orderspringbok.com philadelphiagiftcard.com phoenixgiftcard.com pittsburghgiftcard.com poweringprepaid.com prepaidpossible.com promogiftcard.com pursu-it.com qwestcardsummary.com qwestsummary.com rebategiftcard.com

rewardgiftcard.com

sacramentogiftcard.com sanantoniogiftcard.com sanjosegiftcard.com springautoincentives.com springbok.net springbokcanhelp.com springbokcardprocessingservices.com springbokcardservices.com springbokcps.com springbokgift.com springbokgiftshop.com springbokisengaging.com springbokpromotions.com springboktalent.com springboktoday.com springbreezy.com springeager.com springearly.com springenergetic.com springinterest.com springispersonal.com springobjective.com springpast.com springresult.com springstrong.com studentreimbursement.com thankyougiftcard.com thebestpresentcompany.com thebestpresentgiftcard.com thebok.com thegiftcard.com theprepaidgift.com valentinesgiftcard.com washingtondcgiftcard.com weddinggiftcard.com westcoastgiftcard.com workerscompcard.com workerscomppayment.com wynnsrewards.com

BENEFITSACCOUNT.COM CABLETVBILL.COM

xmasgiftcard.com

CARDSUMMARY.COM

CHECKMYCARDBALANCE.COM

CONSUMERPREPAID.COM

CORPORATEPREPAID.COM

**DENVERGIFTCARD.COM** 

DIGITALMEDIAACCOUNT.COM

**GETMYCARDBALANCE.COM** 

GOVERNMENTASSISTANCECARD.COM

**HEALTHCAREPREPAID.COM** 

INCENTIVEACCOUNT.COM

INCENTIVEPREPAID.COM

LIGHTRAILCARD.COM

MASTERCARDAWARD.COM

MASTERCARDAWARDCARD.COM

MASTERCARDAWARDS.COM

MASTERCARDINCENTIVE.COM

MASTERCARDINCENTIVECARD.COM

MASTERCARDINCENTIVES.COM

MASTERCARDREWARDCARD.COM

MYACCOUNTSUMMARY.COM

MYALIMONYPAYMENT.COM

MYCAMPUSACCOUNT.COM

MYCARDSUMMARY.COM

MYCELLPHONEBILL.COM

MYCHILDSUPPORTACCOUNT.COM

MYCHILDSUPPORTPAYMENT.COM

MYELECTRICITYBILL.COM

MYEVENTCARD.COM

MYEXPENSEACCOUNT.COM

MYFAMILYCARDS.COM

MYFOODSTAMPS.COM

MYFSACARD.COM

MYGOVPAYMENT.COM

MYHEALTHSAVINGSACCOUNTCARD.COM

MYINSURANCECLAIMCARD.COM

MYMEETINGCARD.COM

MYMONEYTRANSFERCARD.COM

MYPREPAIDBILLS.COM

MYPRESCRIPTIONSAMPLECARD.COM

MYPROJECTCARD.COM

MYRELOCATIONCARD.COM

MYSOCIALSECURITYCARD.COM

MYTRAVELACCOUNT.COM

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MYUNEMPLOYMENTCARD.COM

MYUNEMPLOYMENTPAYMENT.COM

MYUTILITYPAYMENT.COM

PAYMENTSIMPLICITY.COM

PAYROLLACCOUNT.COM

PETROLEUMCARD.COM

PREPAIDCONSUMERCARD.COM

PREPAIDCORPORATECARD.COM

PREPAIDINCENTIVECARD.COM

PREPAIDPROMOTION.COM

PREPAIDPROMOTIONCARD.COM

PREPAIDREWARDSCARD.COM

PRESCRIPTIONSAMPLECARD.COM

REBATEACCOUNT.COM

REWARDSPREPAID.COM

SPRINGBOKCARDFULFILLMENT.COM

SPRINGBOKCF.COM

SPRINGBOKCFS.COM

SPRINGBOKCORP.COM

SPRINGBOKFULFILLMENT.COM

SPRINGBOKFULFILLMENTSERVICES.COM

SPRINGBOKPAYMENTSOLUTIONS.COM

SPRINGBOKPREPAID.COM

SPRINGBOKPREPAIDSERVICES.COM

SPRINGBOKPREPAIDSOLUTIONS.COM

SPRINGBOKSERVICES.COM

SPRINGBOKSOLUTIONS.COM

SPRINGBOKSYSTEMS.COM

STATEPAYMENT.COM

TRANSITACCOUNT.COM

**UNEMPLOYMENTCARD.COM** 

UNEMPLOYMENTPAYMENT.COM

### SCHEDULE A

#### **Purchased Assets**

The complete software platform through which Seller has managed its prepaid card solutions for customers, including, without limitation, all physical forms and intellectual property rights in the following assets:

- all computer code and software applications owned by Seller listed on <u>Schedule 1</u> attached hereto (the "Seller Software"), which includes all computer code and software applications of Seller's platform (some software applications of the platform are referred to as Dashboard, Satellite, Processor, ERP and Order Management System);
- all databases which are utilized by the Seller Software or by any third party software
  application related to the Seller Software but specifically excluding any information
  relating to Seller's customers or any cardholders that is private in nature and/or
  subject to privacy policies of Seller's customers or any privacy laws;
- all data contained in the foregoing databases, the Seller Software, or any third party software related to the Seller Software but specifically excluding any information relating to Seller's customers or any cardholders that is private in nature and/or subject to privacy policies of Seller's customers or any privacy laws;
- all modules, interfaces, and components of the Seller Software, including but not limited to any reporting modules and application programming interfaces ("APP");
- all versions of the Seller Software source code and all media on which such source code resides;
- all hardware and equipment owned by Seller listed on Schedule 2 attached hereto;
- to the extent that the following exists as of the Closing Date hereof, all physical and electronic documentation relating to the Seller Software and related software and data, including but not limited to any history of development and software revisions, development specifications, development plans, user guides, configuration manuals, programmer notes, and any documentation relating to functional gaps, bugs, errors and defects:
- all registered trademarks and trademark applications listed on **Schedule 4** attached hereto:
- all domain names registered to Seller listed on <u>Schedule 5</u> attached hereto;
- an assignment of the confidentiality agreements listed on **Schedule 6** attached hereto; and
- U.S. Patent No. 7,747,462

### SCHEDULE 1

- 1. ERP Also known as BPWebApp, is the client management platform for establishing new client accounts, placing card orders, reloading cards and overall general management of the client relationship. In addition, this platform is used internally for the functions of Accounting (reconciling client orders, payments, refunds, deposits and balances), cardholder customer service (reviewing balance and transaction history and making adjustments to cards), product setup for Visa/MasterCard and lastly requesting an order be "issued" or "completed" for delivery to the cardholders. (Ref: ERP)
- 2. Card Generation This is the system which receives the request to "generate" card numbers and pass them back to the ERP and the Fulfillment System and is a core component of the processing platform. (Ref: Processor)
- 3. My Card Summary This system is the cardholder platform allowing them to check their balance, view their transaction history, request their PIN, participate in Bill Pay and other related cardholder specific functions. Additionally, this tool supported "customization" and as such there are over 35 instances of the platform running, one specific to Springbok General Cardholders and 34 other sites which were branded for specific clients and their cardholders. (Ref: ERP)
- 4. API This is an "application programming interface" allowing Springbok clients to interface with our ERP and Processing platforms from within their own application, the processing specific portions of this platform will be a part of the processor sale. (Ref: Dashboard, Satellite, Processor, ERP, and Order Management System)
- 5. Visa/MasterCard Transaction Processing Platform This system is the transaction processing platform designed to directly connect to MasterCard and to gateway thru STAR for Visa to allow Springbok to function as the issuing processor for ALL of the cards delivered to Cardholders from Key Bank, Meta Bank and Bancorp where Springbok was the program manager of those cards. The platform includes a settlement engine, and rules engine, a fees engine and the real-time processing components required to approve/decline transactions in accordance with the Visa and MasterCard rules and regulations. (Ref: Processor)
- 6. Cap Labor CVC's, PINS, Thales
- 7. CAP Labor Authorization
- 8. CAP Labor ACH2Card
- 9. Cap Labor Self Select Pins

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New Asset							
#	SBS Asset ID Required	Required	Manufacturer	Hardward Model #	Device S/N	Device Name	Device Name General Purpose
		:	!				
500		Yes	£	DL785 G6	USE952NGAN	P1DBP21	Database Svr
004		Yes	표	DL785 G6	USE948N4S3	P1DBP22	Database Svr
200	0665	Yes	壬	DL385 G2	2UX74404GL	P1D8F11	Database Svr
800	0873	Yes	Η	DL385 G2	2UX74301VZ	P1DBF12	Database Svr
600	0874	Yes	Ŧ	DL385 G2	USE714NOCH	P1DBW11	Database Svr
010	0875	Yes	ъ	DL385 G2	USE714NOCG	P1DBW12	Database Svr
011	0501	Yes	Η	DL585 G2	USE731N8XN	P1SRS01	Database Svr
012	0345	Yes/PCI	₽	ML570 G4	USE726N2TH	P10DB01	Database Svr
013	0892	Yes	₽	DL385 G2	2UX74301V1	P1DB101	Database Svr
014	0404	Yes	락	D1385 G2	910AF9VW8020	P1SWM01	SW Monitoring Svr
033	0242	Yes	НР	DL360 G5			Domain controller
034	0579	Yes	d <del>H</del>	DL360 GS			Domain controller
035	0280	Yes	d H	DL360 GS			Domain controller
980	0691	Yes	毌	DL360 G5			Domain controller
038	0272	Yes	Thales	H5M 8000 880tps		P2HSM01	HSM
039	0693	Yes	Thales	HSM 8000 220tps		P1HSM02	HSM
040	1005	Yes	Thales	HSM 8000 220tps		P1HSM03	HSM
041	0272	Yes	Thales	HSM 8000 110tps		T1HSM01	HSM
042	1047	Yes	Promise	VTRAK M610I		P1PRM01	SATA SAN
043	1047	Yes	Promise	VTRAK M610I		P1PRM01	SATA SAN
044	1047	Yes	Promise	VTRAK M610I		P1PRM01	SATA SAN
045	0531	Yes	Cisco	ASA5520		P2FWi01	Firewall
046	0532	Yes	Cisco	ASA5520		P2FWI02	Firewall
047	1164	Yes	Cisco	ASA5520		P2FWE01	Firewall
048	1165	Yes	Cisco	ASA5520		P2FWE02	Firewall
049		Yes	Cisco	ASA5520		P1FWI01	Firewall
020		Yes	Cisco	ASA5520		P1FWI02	Firewall
051	0692	Yes	Cisco	PIX15e		P1FWE01	Firewall
052	7690	Yes	Cisco	PIX15e		P1FWE02	Firewall
053	0601	Yes	Cisco	Cat-4948		P253C01	

New Assset							
*	SBS Asset ID	Required	Manufacturer	Hardward Model #	Device S/N	Device Name	Device Name General Purpose
054	0602	Yes	Cisco	Cat-4948		P253C02	
063	0145	Yes	Cisco	Cat-2821			Switch
064	0145	Yes	Cisco	Cat-2821			Switch
965	0738	Yes	Cisco	Cat-3560			Switch
990	0738	Yes	Cisco	Cat-3560			Switch
072	1166	Yes	<b>F</b> 5	BigIP 1600 LTM		P11BI01	Load Balancers
073	1166	Yes	53	BigIP 1600 LTM		P11BI02	Load Balancers
074		Yes/PCI	RSA	Secure ID		RSA	Secure Login
075		Yes	Н	wx6400		EUDT	End User Workstation
920		Yes	유	wx6400		EUDT	End User Workstation
7.0		Yes	ᇁ	wx6400		EUDT	End User Workstation
078		Yes	Н	wx6400		EUDT	End User Workstation
6/0		Yes	묲	wx6400		£UDT	End User Workstation
080		Yes	<b>±</b>	wx6400		£UDT	End User Workstation
081		Yes	윺	wx6400		EUDT	End User Workstation
082		Yes	нь	wx6400		EUDT	End User Workstation
083		Yes	Ŧ	wx6400		EUDT	End User Workstation
084		Yes	ΗF	wx6400		EUDT	End User Workstation
085		Yes	НР	6410b		EULT	End User Laptop
980		Yes	НР	6410b		EULT	End User Laptop
087		Yes	롸	6410b		EULT	End User Laptop
088		Yes	Ŧ	6410b		EULT	End User Laptop
680		Yes	НР	6410b		EULT	End User Laptop
060		Yes	Η	6410b		EULT	End User Laptop
091		Yes	랖	6410b		EULT	End User Laptop
092		Yes	윺	6410b		EULT	End User Laptop
093		Yes	랖	6410b		EULT	End User Laptop
094		Yes	Đ.	6410b		EULT	End User Laptop
860	0743	Yes/Souce Co HP	o HP	SBSTF501			Source Control
660	0405	Yes	H	DL-385			BizTalk for Settlement

# SCHEDULE 3

Reserved

Schedule 4

# Registered Trademarks and Trademark Applications

Trademark	Serial No./ Reg. No.	Filing Date/ Reg. Date	Full Goods/Services
Employee Gift Giving Made Easy	77/020,524/ 3,281,504	10/13/2006 / 08/21/2007	Client service and cardholder services, namely stored value debit card issuance, debit card transaction processing services and risk management; professional consulting services in the field of stored value debit card issuance, risk management, credit cards and credit
PEP PEP	77/329,055	I 1/14/2007	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, pricing, program management, risk management, client services and cardholder services; technical consultation in the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services
Prepaid Enterprise Platform	77/329,060	11/14/2007	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, pricing, program management, risk management, client services and cardholder services; technical consultation in
PREPAID ENTERPRISE PLATFOR			the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services
Springboard SPRINGBOARD	77/514,800	07/03/2008	Providing online non-downloadable software for use in prepaid or stored value card issuance, processing, fulfillment, pricing, program management, risk management, client services and cardholder services; technical consultation in the field of online non-downloadable software for use in prepaid or stored value card issuance, processing, fulfillment, risk management, client services and cardholder services
ASCEND	77/533,479	07/29/2008	Professional financial consulting services in the field of prepaid or stored value card issuance, card transaction processing services and risk management  Providing a web-based on-line non-downloadable incentive and reward management software platform for ordering and issuing prepaid and stored value cards and processing prepaid and stored value card transactions
Springbok	77/548,442	08/15/2008	Client service and cardholder services, namely, stored- value debit card issuance, debit card transaction processing services, and financial risk management; professional financial consulting services in the field of stored value debit card issuance, financial risk management, credit cards and credit

Trademark	Serial No./ Reg. No.	Filing Date/ Reg. Date	Full Goods/Services
Springbok	77/548,445	08/15/2008	Providing online non-downloadable software for stored- value debit card issuance, processing, fulfillment, risk management, client services and cardholder services; technical consultation in the field of online non- downloadable software for use in stored-value debit card issuance, processing, fulfillment, risk management, client services and cardholder services
ENPAY	77/653,888	01/21/2009	Prepaid debit card services, namely, transaction processing services, risk management, cardholder services and client services, namely, responding to balance inquires, providing transaction information and answers to frequently asked questions, providing the means to dispute a transaction and providing responses to budget management questions; financial services, namely, providing payroll card services allowing for online, telephonic and ATM access, management, reporting and record keeping of client accounts; financial services, namely, employer-funded automatic deposit services; ATM banking services, providing cash advances for cardholders at bank branches, and providing cash to cardholders at participating merchant locations; online transfer and bill payment services
Enpay EMPAY	77/653,895	01/21/2009	Prepaid debit card services, namely, transaction processing services, risk management, cardholder services and client services, namely, responding to balance inquires, providing transaction information and answers to frequently asked questions, providing the means to dispute a transaction and providing responses to budget management questions; financial services, namely, providing payroll card services allowing for online, telephonic and ATM access, management, reporting and record keeping of client accounts; financial services, namely, employer-funded automatic deposit services; ATM banking services, providing cash advances for cardholders at bank branches, and providing cash to cardholders at participating merchant locations; online transfer and bill payment services
EZSPEND	77/653,900	01/21/2009	Financial services, namely, providing virtual prepaid debit card services, such virtual cards including an account number, expiration date and online security code, including providing for online and telephonic account access, management, reporting and record keeping
Springbok Services SPRINGBOK	78/768,288 / 3,464,161	12/07/2005 / 07/08/2008	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services; technical consultation in the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services

Trademark	Serial No./ Reg. No.	Filing Date/ Reg. Date	Full Goods/Services
Springbok Services	78/768,436 / 3,410,601	12/07/2005 / 04/08/2008	Client service and cardholder services, namely, stored value debit card issuance, debit card transaction processing services and risk management; professional consulting services in the field of stored value debit card issuance, risk management, credit cards and credit
SPRINGBOK	78/768,437 / 3,299,622	12/07/2005 / 09/25/2007	Client service and cardholder services, namely stored value debit card issuance, debit card transaction processing services and risk management; professional consulting services in the field of stored value debit card issuance, risk management, credit cards and credit
Springbok SPRINGBOK	78/768,438 / 3,299,623	12/07/2005 / 09/25/2007	Providing online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services; technical consultation in the field of online non-downloadable software for use in stored value debit card issuance, processing, fulfillment, risk management, client services and cardholder services

#### SCHEDULE 5

Domain Name

albuquerquegiftcard.com

anniversarygiftcard.com

atlantagiftcard.com

austingiftcard.com

baltimoregiftcard.com

bestpresentgiftcard.com

bpcprepaid.com

cagiftcard.com

caligiftcard.com

cashfromsupreme.com

charlottegiftcard.com

christmasgiftcard.com

clevelandgiftcard.com

columbusgiftcard.com

corporate incentives and rewards.com

detroitgiftcard.com

eastcoastgiftcard.com

easyspringbok.com

elpasogiftcard.com

extremegiftgiving.com

formulafuelprogram.com

fortworthgiftcard.com

frontrangegiftcard.com

fuelreliefcard.com

getbehavior.com

graduationgiftcard.com

happybirthdaygift.com

healthreadycard.com

holidaygiftcard.com

houstongiftcard.com

hsacard.net

indianapolisgiftcard.com

ineedspringbok.com

iwantspringbok.com

mastercardgift.com

mcgiftcard.com

mcprepaidcard.com

milwaukeegiftcard.com

minneapolisgiftcard.com

mycbucard.com

mycraftonhillscard.com

mydieselcard.com

myenpay.com

myezspend.com

myezspendsummary.com

mygiftcardsummary.com

mymastercardgiftcard.com mymcprepaidcard.com mysamuelmerrittcard.com mysbvccard.com myspringbok.com mystudentfunds.com mystudyfunds.com myteamfunds.com myworkerscompcard.com orderspringbok.com philadelphiagiftcard.com phoenixgiftcard.com pittsburghgiftcard.com poweringprepaid.com prepaidpossible.com promogiftcard.com pursu-it.com qwestcardsummary.com qwestsummary.com rebategiftcard.com rewardgiftcard.com sacramentogiftcard.com sanantoniogiftcard.com sanjosegiftcard.com springautoincentives.com springbok.net springbokcanhelp.com springbokcardprocessingservices.com springbokcardservices.com springbokcps.com springbokgift.com springbokgiftshop.com springbokisengaging.com springbokpromotions.com springboktalent.com springboktoday.com springbreezy.com springeager.com springearly.com springenergetic.com springinterest.com springispersonal.com springobjective.com springpast.com

springresult.com springstrong.com

studentreimbursement.com

thankyougiftcard.com
thebestpresentcompany.com
thebestpresentgiftcard.com
thebok.com
thegiftcard.com
theprepaidgift.com
valentinesgiftcard.com
washingtondcgiftcard.com
weddinggiftcard.com
westcoastgiftcard.com
workerscompcard.com
workerscomppayment.com
wynnsrewards.com
xmasgiftcard.com

**Domain Name** 

BENEFITSACCOUNT.COM

CABLETVBILL.COM

CARDSUMMARY.COM

CHECKMYCARDBALANCE.COM

CONSUMERPREPAID.COM

CORPORATEPREPAID.COM

**DENVERGIFTCARD.COM** 

DIGITALMEDIAACCOUNT.COM

GETMYCARDBALANCE.COM

**GOVERNMENTASSISTANCECARD.COM** 

**HEALTHCAREPREPAID.COM** 

INCENTIVEACCOUNT.COM

INCENTIVEPREPAID.COM

LIGHTRAILCARD.COM

MASTERCARDAWARD.COM

MASTERCARDAWARDCARD.COM

MASTERCARDAWARDS.COM

MASTERCARDINCENTIVE.COM

MASTERCARDINCENTIVECARD.COM

MASTERCARDINCENTIVES.COM

MASTERCARDREWARDCARD.COM

MYACCOUNTSUMMARY.COM

MYALIMONYPAYMENT.COM

MYCAMPUSACCOUNT.COM

MYCARDSUMMARY.COM

MYCELLPHONEBILL.COM

MYCHILDSUPPORTACCOUNT.COM

MYCHILDSUPPORTPAYMENT.COM

MYELECTRICITYBILL, COM

MYEVENTCARD.COM

MYEXPENSEACCOUNT.COM

MYFAMILYCARDS.COM

MYFOODSTAMPS.COM

MYFSACARD.COM

MYGOVPAYMENT.COM

MYHEALTHSAVINGSACCOUNTCARD.COM

MYINSURANCECLAIMCARD.COM

MYMEETINGCARD.COM

MYMONEYTRANSFERCARD.COM

MYPREPAIDBILLS.COM

MYPRESCRIPTIONSAMPLECARD.COM

MYPROJECTCARD.COM

MYRELOCATIONCARD.COM

MYSOCIALSECURITYCARD.COM

MYTRAVELACCOUNT.COM

MYUNEMPLOYMENTCARD.COM

MYUNEMPLOYMENTPAYMENT.COM

MYUTILITYPAYMENT.COM

PAYMENTSIMPLICITY.COM

PAYROLLACCOUNT.COM

PETROLEUMCARD.COM

PREPAIDCONSUMERCARD.COM

PREPAIDCORPORATECARD.COM

PREPAIDINCENTIVECARD.COM

PREPAIDPROMOTION.COM

PREPAIDPROMOTIONCARD.COM

PREPAIDREWARDSCARD.COM

PRESCRIPTIONSAMPLECARD.COM

REBATEACCOUNT.COM

REWARDSPREPAID.COM

SPRINGBOKCARDFULFILLMENT.COM

SPRINGBOKCF.COM

SPRINGBOKCFS.COM

SPRINGBOKCORP.COM

SPRINGBOKFULFILLMENT.COM

SPRINGBOKFULFILLMENTSERVICES.COM

SPRINGBOKPAYMENTSOLUTIONS.COM

SPRINGBOKPREPAID.COM

SPRINGBOKPREPAIDSERVICES.COM

SPRINGBOKPREPAIDSOLUTIONS.COM

SPRINGBOKSERVICES.COM

SPRINGBOKSOLUTIONS.COM

SPRINGBOKSYSTEMS.COM

STATEPAYMENT.COM

TRANSITACCOUNT.COM

**UNEMPLOYMENTCARD.COM** 

UNEMPLOYMENTPAYMENT.COM

#### **SCHEDULE 6**

- 1. Employee Confidentiality and Inventions Assignment Agreement Jason Duval
- 2. Employee Confidentiality and Inventions Assignment Agreement Jack Unrau
- 3. Employee Confidentiality and Inventions Assignment Agreement Neelima Indukuri
- 4. Employee Confidentiality and Inventions Assignment Agreement Donald Kaelin
- 5. Employee Confidentiality and Inventions Assignment Agreement Daniel Boscia
- 6. Employee Confidentiality and Inventions Assignment Agreement Olive Bandy
- 7. Employee Confidentiality and Inventions Assignment Agreement Maudy Valencia
- 8. Employee Confidentiality and Inventions Assignment Agreement Christe Eldridge

TRADEMARK REEL: 004659 FRAME: 0247

**RECORDED: 11/10/2011**