

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Active Network, Inc.		12/16/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	800 Fifth Avenue, Floore 32
Internal Address:	Mail Code: WA1-501-32-37
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	85626015	COUCH TO 5K
Serial Number:	85496821	ACTIVEX
Serial Number:	85493871	411U
Serial Number:	85493854	TAKE A LOAD OFF
Serial Number:	85489923	LIVEPASS

CORRESPONDENCE DATA

Fax Number: 9194168328
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 9192868041
 Email: pto_tmconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500
 Address Line 4: Morrisville, NORTH CAROLINA 27560

OP \$140.00 85626015

ATTORNEY DOCKET NUMBER:	327000-11293
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	07/05/2012
Total Attachments: 4 source=CHAR1 - 1273078v1 - Executed IP Notice (Trademarks) - Active Network (First Amendment)#page1.tif source=CHAR1 - 1273078v1 - Executed IP Notice (Trademarks) - Active Network (First Amendment)#page2.tif source=CHAR1 - 1273078v1 - Executed IP Notice (Trademarks) - Active Network (First Amendment)#page3.tif source=CHAR1 - 1273078v1 - Executed IP Notice (Trademarks) - Active Network (First Amendment)#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 16, 2011 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[signature page follows]

Very truly yours,

THE ACTIVE NETWORK, INC.,
a Delaware corporation

By: Scott Mender
Name: Scott Mender
Title: CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: _____
Name:
Title:

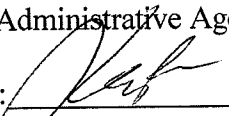
Very truly yours,

THE ACTIVE NETWORK, INC.,
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By:  _____
Name: Ken Puro
Title: Vice President

THE ACTIVE NETWORK, INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004814 FRAME: 0981

Schedule 1

**The Active Network, Inc.
(Delaware Corporation)**

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
COUCH TO 5K	85626015	05/15/12
ACTIVEX	85496821	12/15/11
411U	85493871	12/13/11
TAKE A LOAD OFF	85493854	12/13/11
LIVEPASS	85489923	12/07/11