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Form PTO-1595

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RECOF

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102070848

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Funge Merger Corporation

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐

Assignment

☐

Merger

☒

Security Agreement

☐

Change of Name

☐

Other _____

Execution Date: 04/10/2002

2. Name and address of receiving party(ies)

Name: Stephen Porges

Internal Address: c/o Peter Partee

Hunton & Williams

Riverfront Plaza, East Tower

Street Address: 951 East Byrd Street

City: Richmond State: VA Zip: 23219

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) 09/594,016;

09/638,394; 60/271,418

B. Patent No.(s) 6,292,561

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lewis E. Lamb, Esq.

Internal Address: Hunton & Williams

Street Address: 1900 K Street, N.W.

City: Washington State: DC Zip: 20006

6. Total number of applications and patents involved: 4

7. Total fee (37 CFR 3.41).....\$ 160.00

☒

Enclosed

☐

Authorized to be charged to deposit account

8. Deposit account number:

50-0206

DO NOT USE THIS SPACE

9. Signature.

Lewis E. Lamb, Esq.

Name of Person Signing

Signature

4/22/02

Date

Total number of pages including cover sheet, attachments, and documents: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

04/26/2002 6TOM11

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PATENT
REEL: 012822 FRAME: 0414



SECURITY AGREEMENT SUPPLEMENT

THIS SECURITY AGREEMENT SUPPLEMENT (the "Supplement"), dated as of April 10, 2002, is made by FUNGE MERGER CORP., a Delaware corporation (the "Debtor"), and supplements that certain Security Agreement, dated as of April 5, 2002 (the "Security Agreement"), made by the Debtor in favor of Stephen Porges, an individual and a resident of Australia (the "Secured Party").

WHEREAS, in consideration of the loan made by the Secured Party to the Debtor under the Note and the fees owed to the Secured Party by the Debtor under the Fee Agreement, the Debtor has agreed to provide the Collateral to secure the obligations of the Debtor to the Secured Party pursuant to the Security Agreement;

WHEREAS, the Collateral consists of, *inter alia*, all patents, trademarks, tradenames, and copyrights of the Debtor as described in Section 1(d) of the Security Agreement (the "Intellectual Property"); and

WHEREAS, the Debtor desires to describe the Intellectual Property with greater particularity as set forth in Schedule I attached hereto.

NOW, THEREFORE, the Debtor hereby agrees that the description of the Intellectual Property as set forth in Schedule I attached hereto shall be included in the description of the Collateral as part of Section 1(d) of the Security Agreement.

Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Security Agreement.

IN WITNESS WHEREOF, the Debtor has caused this Supplement to be executed by its duly authorized representative as of the day and year first above written.

FUNGE MERGER CORP.

By: Steve Conley
Name: Steve Conley
Title: Officer



SCHEDULE I

Patents

Title	Country	Application No.	Application Date	Patent No.	Issuance Date	Inventor(s)
Digital Mobile Phone With A Plurality Of Switchable Subscriber Identification Modules (SIMS)	U.S.	08/782,244	1/14/97	6,292,561	9/18/01	Benson
Communication Method and Apparatus Improvements	U.S.	09/594,016	6/15/00			Benson
Improvements Relating to Mobile Telephones	U.S.	09/638,394	8/15/00			Benson
Smart Card Improvements	Australia	AU 20008754	7/13/00			Benson
Payment Systems Improvements	Australia	AU 20008543	7/3/00			Benson
Smart Card Improvement	WIPO	WO 2001AU845	7/13/01			Benson
Monetary System Having Public Key Infrastructure	WIPO	WO 2001AU790	7/3/01			Benson
Improvements Relating to Mobile Phones	Japan	2000-360676	11/28/00			Benson
Wireless Encryption Apparatus and Method	U.S.	60/271,418	2/27/01			Benson
Wireless Encryption Apparatus and Method	WIPO	Unassigned (Atty. Docket No. 7432/72605)	2/26/02			Benson

Marks

Registered Marks and Pending Applications

Mark	Country	Serial No. or Application No.	Registration. No.	Filing Date	Registration Date
BRANCH IN A BOX	U.S.	76/213,344		02/21/2001	
Miscellaneous Design	U.S.	76/069,271		06/14/2000	
BRANCH IN A BOX	CTM	002098051		02/21/2001	
F-COMMERCE	CTM	002005486		12/19/2000	
Miscellaneous Design	CTM	001762269		07/18/2000	
F-CASH	CTM	001512979		02/17/2000	
Miscellaneous Design	Australia	778764	778764	11/19/1998	07/02/1999
CURRENCY CARD	Australia	820343		01/17/2000	
FUNGE	Australia	823180		02/11/2000	
THE OPEN TRANSACTION PLATFORM	Australia	844430		07/31/2000	
BRANCH IN A BOX	Australia	846985		08/21/2000	
SAC	Australia	854057		10/18/2000	
FeD	Australia	854058		10/18/2000	
SECURE AUTHENTICATED COUNTER	Australia	854059		10/18/2000	
Miscellaneous Design	China	2000120468		08/10/2000	
Miscellaneous Design	China	2000120469		08/10/2000	
Miscellaneous Design	China	2000120470		08/10/2000	
Miscellaneous Design	China	2000120471		08/10/2000	
Miscellaneous Design	China	2000120472		08/10/2000	

Common Law/Unregistered Marks

Mark	Country
F-CASH	U.S.
THE OPEN TRANSACTION PLATFORM	U.S.
FeD	CTM
SAC	CTM
SECURE AUTHENTICATED COUNTER	CTM
TREASURY CARD	Australia
F-CASH	Australia
FRICTIONLESS-BANKING	Australia
CURRENCY SMART CARD	Australia
FRICTIONLESS-CASH	Australia