

FORM PTO-1595  
(Rev. 8-93)

OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET  
**PATENTS ONLY** 80034-1002U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

## 1. Name of conveying party(ies):

Transaction Network Services, Inc.

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

## 2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation,  
as agent

Internal Address: \_\_\_\_\_

Street Address: 500 W. Monroe

City: Chicago State: IL ZIP: 60661

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

## 3. Nature of conveyance:

☐ Assignment☐ Merger☐ Security Agreement☐ Change of Name☒ Other Amended & Restated Patent

Security Agreement

Execution Date: May 4, 2005

## 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)

B. Patent No.(s)

Additional numbers attached? ☒ Yes ☐ No

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

Name: Laura Konrath

Internal Address: Winston &amp; Strawn LLP

33rd Floor

Street Address: 35 W. Wacker Dr.

City: Chicago State: IL ZIP: 60601

## 6. Total number of applications and patents involved:

11

## 7. Total fee (37 CFR 3.41).....\$ 440

☐ Enclosed☒ Authorized to be charged to deposit account

## 8. Deposit account number:

232428

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

## 9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura Konrath

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: ☐Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

PATENT

REEL: 016206 FRAME: 0411

700178129

CH \$440.00 232428 09495898

Continuation  
Item 4

SCHEDULE I  
to  
PATENT SECURITY AGREEMENT

PATENT REGISTRATIONS

	<u>Patent</u>	<u>Reg. No.</u>	<u>Date</u>
1	Automatic service cutover ISDN private exchange	5627827	5/6/97
2	Private exchange for ISDN	5621731	4/15/97
3	Transceiver Housing	D408,812	4/27/99
4	Wireless Portable Credit card terminal	D348,052	6/21/94
5	Wireless adaptor and wireless financial transaction systems	5991410	11/23/99
6	Apparatus and method for optimizing wireless financial transactions	5907801	5/25/99
7	Apparatus and method for batch processing of wireless transactions	5870722	2/9/99

PATENT APPLICATIONS

	Transaction processing using intermediate server architecture	App. # 2392391 (Canada)	11/20/00
8	Transaction processing using intermediate server architecture	App. # 00982148.9 (European Regional Patent based on International Patent App. # PCT/US00/31656, published by the World Intellectual Property Organization)	11/20/00
9	Transaction processing using intermediate server architecture	App. #09/495,898	2/2/00

CHI:1515781.6

10)	Method and Apparatus for conducting live, point-of-sale electronic monitoring and transactions services	App. #10/059,939	1/29/02
11)	Method and Apparatus for coordinating transaction data for plurality of point-of-sale terminals	App. # 10/235, 517	9/4/02
	Transaction processing using intermediate server architecture	App. # PA/a/2002/005228 (Mexico)	5/23/02
	Method and Apparatus for conducting live, point-of-sale electronic monitoring and transactions services	App. # 2437330 (Canada)	1/29/02
	Method and Apparatus for conducting live, point-of-sale electronic monitoring and transactions services	App. # 02706027.6 (European Patent Office)	11/20/00

#### PATENT LICENSES

#### PATENTS WITH A SECURITY INTEREST

<u>Name of Agreement</u>	<u>Parties</u>	<u>Date of Agreement</u>
A. Wireless adaptor and wireless financial transaction systems (Patent # 5,991,410; Issue Date 11/23/99)		
B. Apparatus and method for optimizing wireless financial transactions (Patent # 5,907,801; Issue Date 05/25/99)		
C. Apparatus and method for batch processing of wireless transactions (Patent # 5,870,722; Issue Date 02/09/99)		

The above licensed patents were licensed to U.S. Wireless Data, Inc. (USWD) in the "Amendment to the AT&T Agreements" dated November 16, 2000. The assignee is AT&T Wireless Services, Inc. All of the assets of USWD were purchased by Transaction Network Services, Inc. on May 21, 2004.

- D. Patent #5627827 (Automatic service cutover for ISDN private exchange) is subject to two filed security interests in favor of (i) OmniLink Communications Corp., successor in interest to Adak Communications Corp. to Gateway Partners, L.P.,

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EXECUTED VERSION

## AMENDED AND RESTATED PATENT SECURITY AGREEMENT

AMENDED AND RESTATED PATENT SECURITY AGREEMENT, dated as of May 4, 2005, by TRANSACTION NETWORK SERVICES, INC., a Delaware corporation ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for Lenders.

## WITNESSETH:

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of the date hereof by and among Grantor, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to reconstitute, continue and make Loans to, and continue and incur Letter of Credit Obligations for the benefit of, Grantor;

WHEREAS, the Grantors have previously entered into a patent security agreement dated as of March 19, 2005 with Agent for the benefit of Lenders whereby such Grantors have granted a security interest in and lien upon all of their patents, patent licenses, reissues and related proceeds in favor of Agent and the Lenders (the "Existing Patent Security Agreement") and desire to amend and restate the terms of the Existing Patent Security Agreement by entering into this Amended and Restated Patent Security Agreement;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Amended and Restated Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Amended and Restated Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN PATENT COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Patent Collateral"):

(a) all of its Patents and Patent Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Patent or any Patent licensed under any Patent License.


3. SECURITY AGREEMENT. The security interests granted pursuant to this Patent Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

4. AMENDED AND RESTATED PATENT SECURITY AGREEMENT. This Agreement amends and restates the Existing Patent Security Agreement and is made in substitution and not in replacement of the Existing Patent Security Agreement and is not in satisfaction or payment of any obligations of the Borrower or any Grantor to the Agent thereunder and does not constitute a novation of the Existing Patent Security Agreement but rather shall relate back to the time of the Existing Patent Security Agreement for the purposes of filing and perfection.

[signature page follows]

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

TRANSACTION NETWORK SERVICES,  
INC.

By:   
Name: Henry H. Graham, Jr.  
Title: PVP, CFO & Treasurer

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL  
CORPORATION,  
as Agent

By: \_\_\_\_\_  
Its: Duly Authorized Signatory

ACKNOWLEDGMENT OF GRANTOR

STATE OF Virginia )  
COUNTY OF Fairfax ) ss.

On this \_\_\_\_ day of May, 2005 before me personally appeared Henry H. Graham Jr., proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Transaction Network Services 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 authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Kym M. Farady  
Notary Public

{seal}

Kym M. Farady  
Exp date 7/31/08

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

TRANSACTION NETWORK SERVICES,  
INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL  
CORPORATION,  
as Agent

By: Thomas C. Henth  
Its: Duly Authorized Signatory

Signature Page to Patent Security Agreement



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D. Patent #5627827 (Automatic service cutover for ISDN private exchange) is subject to two filed security interests in favor of (i) OmniLink Communications Corp., successor in interest to Adak Communications Corp. to Gateway Partners, L.P.,

McDonnell & Associates, L.P., Henry Graham, Franklin Tarquini, and Zinsmeyer Trusts Partnership (rec: 11/10/97) and (ii) OmniLink Communications Corp., successor in interest to Adak Communications to Transaction Network Services, Inc. (rec: 3/26/98).

- E. Patent # 5621731 (Private exchange for ISDN) is subject to two filed security interests in favor of (i) OmniLink Corp., successor in interest to Adak Communications Corp. to Gateway Partners, L.P., McDonnell & Associates, L.P., Henry Graham, Franklin Tarquini, and Zinsmeyer Trusts Partnership (rec: 11/10/97) and (ii) OmniLink Communications Corp., successor in interests to Adak Communications to Transaction Network Services, Inc. (rec: 3/26/98).

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