

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
Wells Fargo Foothill, Inc. (f/k/a Foothill Capital Corporation)

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - Oregon  
 Other

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

2. Name and Address of receiving party(ies): BC Holdings, LLC (Delaware limited liability company); BC Holding I Corporation (Delaware corp); BC Holding II Corporation (Delaware corp); BC Holding III Corporation (Delaware corp), Billing Concepts Inc. (Delaware corp); Enhanced Services Billing, Inc. (Delaware corp); Aptis Inc. (Delaware corp) and Operator Service Company (Texas corp)

Address: 7411 John Smith Drive, San Antonio, TX 78229

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation  
 See Above

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Release of Security Interest in Trademarks

Effective Date: January 2, 2004

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s): See attached

B. Trademark Registration No.(s): See attached

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Hayley M. Smith  
 Senior Legal Assistant  
 Kirkland & Ellis  
 153 East 53rd Street  
 New York, NY 10022-4675  
 Telephone (212) 446-4800  
 Fax (212) 446-49000

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41)..... \$ 465  
 Enclosed  
 Authorized to be Charged to Deposit Account

8. Deposit Account No. 111098  
 (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.*

Hayley M. Smith  
Name of Person Signing

Hayley Smith  
Signature

January 21, 2003  
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 and Trademarks, Box Assignments, Washington D.C. 20231

CH \$465.00 111098 2405213

**Schedule A to Recordation Cover Sheet**

Mark	App./Reg. Number	Date Filed/ Date Registered
BC WEBTRACK	Reg. No. 2,405,213	11/21/00
BIC	Reg. No. 2,219,311	1/19/99
BIC	Reg. No. 2,226,521	2/23/99
BIC and Design	Reg. No. 2,213,269	12/22/98
BILLING CONCEPTS	Reg. No. 2,321,437	2/22/00
BILLING CONCEPTS	Reg. No. 2,221,736	2/2/99
BILLING CONCEPTS SYSTEMS	Reg. No. 2,222,916	2/9/99
INFORMATION SERVICES FOR THE 21 <sup>ST</sup> CENTURY	Reg. No. 2,224,822	2/16/99
MISCELLANEOUS DESIGN (Oval Logo)	Reg. No. 2,405,304	11/21/00
ZERO PLUS DIALING	Reg. No. 2,214,786	12/29/98
USBI	Reg. No. 2,399,226	10/31/00
USBI and Design	Reg. No. 1,789,626	8/24/93
ZPDI	Reg. No. 2,405,302	11/21/00
ZPDI and Design	Reg. No. 1,716,366	9/15/92
ENHANCED SERVICES BILLING, INC.	Reg. No. 1,955,349	2/6/96
ENHANCED SERVICES BILLING	(Supplemental Register) Reg. No. 1,937,557	11/25/95
ENHANCED SERVICES BILLING, INC. and Design	Reg. No. 2,029,654	1/14/97
ICP SELECT	Reg. No. 2,479,691	12/21/01

**EXECUTION COPY****RELEASE OF SECURITY INTEREST IN TRADEMARKS**

**THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS** (this "Release") is made as of December 11, 2003 ("Effective Date") by and among BC Holdings, LLC, a Delaware limited liability company, BC Holding I Corporation, a Delaware corporation, BC Holding II Corporation, a Delaware corporation, BC Holding III Corporation, a Delaware corporation, Billing Concepts, Inc., a Delaware corporation, Enhanced Services Billing, Inc., a Delaware corporation, Aptis, Inc., a Delaware corporation, and Operator Service Company, a Texas corporation (each a "Grantor" and collectively the "Grantors"), and Wells Fargo Foothill, Inc. (formerly known as Foothill Capital Corporation), a California corporation ("Grantee").

**WHEREAS**, pursuant to the terms and conditions of the Trademark Security Agreement by and among the Grantors and Grantee dated October 27, 2000 (the "Trademark Security Agreement"), each Grantor granted, assigned, transferred and conveyed to Grantee continuing security interests in all of each such Grantor's right, title and interest in and to all of the trademarks, and registrations of and applications to register the foregoing, all of the trade names and assumed names owned by each such Grantor, other certain general intangibles, and certain additional rights related thereto (collectively, the "Trademarks"), including, without limitation, the United States trademark registrations and applications set forth on Schedule A attached hereto and the foreign trademark registrations and applications set forth on Schedule B attached hereto, together with the goodwill associated therewith in each case;

**WHEREAS**, the Grantors and Grantee entered into the Trademark Security Agreement pursuant to the terms and conditions of that certain Loan and Security Agreement by and among the Grantors and Grantee dated even with the Trademark Security Agreement (the "Security Agreement");

**WHEREAS**, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on 11/02/00, at Reel 002192, Frames 0866 through 0889;

**WHEREAS**, the Grantors have paid all of their outstanding indebtedness to Grantee.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby terminates the Trademark Security Agreement, and hereby terminates, cancels and releases any and all security interests it has against the Trademarks.

Grantee represents and warrants that: (i) it has the full power and authority to execute this Release; (ii) it has not assigned, transferred, restricted or otherwise encumbered any security interest it has against the Trademarks; and (iii) it has not recorded or otherwise evidenced its security interest with respect to the Trademarks in any jurisdiction throughout the world other than the United States.

Grantee shall take all further actions, and provide each Grantor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by such Grantor to more fully and effectively effectuate the purposes of this Release.

**EXECUTION COPY**

IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.

**WELLS FARGO FOOTHILL, INC.**



Name: William Shiao

Title: Senior Vice President

STATE OF California )  
COUNTY OF Los Angeles ) SS.

On this 12<sup>th</sup> day of December, 2003, there appeared before me William Shiao, personally known to me, who acknowledged that he signed the foregoing Release as his voluntary act and deed on behalf and with full authority of Wells Fargo Foothill, Inc.

  
Notary Public



## EXECUTION COPY

## SCHEDULE A

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	App./Reg. Number	Date Filed/ Date Registered	Current Owner
BC WEBTRACK	Reg. No. 2,405,213  (Formerly App. No. 75/582878)	11/21/00	Billing Concepts, Inc.
BIC	Reg. No. 2,219,311	1/19/99	Billing Concepts, Inc.
BIC	Reg. No. 2,226,521	2/23/99	Billing Concepts, Inc.
BIC and Design	Reg. No. 2,213,269	12/22/98	Billing Concepts, Inc.
BICC	Serial No. 75/134,783: Inactive/Abandoned		
BICI	Serial No. 75/134,782: Inactive/Abandoned		
BILLING CONCEPTS	Reg. No. 2,321,437	2/22/00	Billing Concepts, Inc.
BILLING CONCEPTS	Reg. No. 2,221,736	2/2/99	Billing Concepts, Inc.
BILLING CONCEPTS SYSTEMS	Reg. No. 2,222,916	2/9/99	Billing Concepts, Inc.
BILLING INFORMATION CONCEPTS	App. No. 75/134,784 Inactive/Abandoned		
INFORMATION SERVICES FOR THE 21 <sup>ST</sup> CENTURY	App. No. 75/135,392 Inactive/Abandoned		
INFORMATION SERVICES FOR THE 21 <sup>ST</sup> CENTURY	Reg. No. 2,224,822	2/16/99	Billing Concepts, Inc.

**EXECUTION COPY**

<b>Mark</b>	<b>App./Reg. Number</b>	<b>Date Filed/ Date Registered</b>	<b>Current Owner</b>
MISCELLANEOUS DESIGN (Oval Logo)	Reg. No. 2,405,304  (Formerly App. No. 75/644009)	11/21/00	Billing Concepts, Inc.
ZERO PLUS DIALING	Reg. No. 2,214,786	12/29/98	Billing Concepts, Inc.
U.S. BILLING	Reg. No. 1,829,088 Inactive/Cancelled		
USBI	Reg. No. 2,399,226  (Formerly App. No. 75/643585)	10/31/00	Billing Concepts, Inc.
USBI and Design	Reg. No. 1,789,626	8/24/93	Billing Concepts, Inc.
ZPDI	Reg. No. 2,405,302  (Formerly App. No. 75/643599)		Billing Concepts, Inc.
ZPDI and Design	Reg. No. 1,716,366		Billing Concepts, Inc.
ZERO PLUS DIALING	Reg. No. 1,654,469 Inactive/Cancelled		
ENHANCED SERVICES BILLING, INC.	Reg. No. 1,955,349	2/6/96	Enhanced Services Billing, Inc.
ENHANCED SERVICES BILLING	(Supplemental Register) Reg. No. 1,937,557	11/25/95	Enhanced Services Billing, Inc.
ENHANCED SERVICES BILLING, INC. and Design	Reg. No. 2,029,654	1/14/97	Enhanced Services Billing, Inc.
ICP SELECT	Reg. No. 2,479,691 (Formerly App. No. 76/065878)	12/21/01	Billing Concepts, Inc.

## EXECUTION COPY

## SCHEDULE B

FOREIGN TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Country/ App./Reg. No.	Date Filed/ Date Registered	Current Owner
BILLING CONCEPTS	Canada Reg. No. TMA528565  (Formerly App. No. 887906)	5/30/00	Billing Concepts, Inc.
BILLING CONCEPTS SYSTEMS	Canada Reg. No. TMA531346  (Formerly App. No. 887909)	8/17/00	Billing Concepts, Inc.
ENHANCED SERVICES BILLING, INC. and Design	Canada Reg. No. TMA505532	12/15/98	Enhanced Services Billing Inc.
ENHANCED SERVICES BILLING, INC. and Design	Mexico Reg. No. 738064  (Formerly App. No. 250053)	3/19/02	Enhanced Services Billing Inc.
ENHANCED SERVICES BILLING, INC. and Design	Mexico Reg. No. 534591	10/28/96	Enhanced Services Billing Inc.
ENHANCED SERVICES BILLING, INC. and Design	Great Britain Reg. No. 2047318	9/26/97	Enhanced Services Billing Inc.

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