

01-23-2004

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies):

ACI Billing Services, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 12/15/2003

2. Name and address of receiving party(ies)

Name: Royal Bank of Canada

Internal Address: as Collateral Agent

Street Address: One Liberty Plaza

City: New York State: NY Zip: 10006

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Canadian chartered bank

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 SCHEDULE I

B. Trademark Registration No.(s) SEE SCHEDULE I

Additional number(s) attached Yes No

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

Name: Tonya Chapple

Internal Address: c/o CSC

Street Address: 80 State St.

City: Albany State: NY Zip: 12207

6. Total number of applications and registrations involved:

26

7. Total fee (37 CFR 3.41): \$665.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

James P. Murphy Name of Person Signing

James P. Murphy Signature

January 14, 2004

Date

Total number of pages including cover sheet, attachments, and document: 16

01/26/2004 LINDELLER 00000078 2602393

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

01 FC:8521 40.00 DP 02 FC:8522 625.00 DP

ADDITIONAL NAMES TO SECTION 1 OF THE TRADEMARK COVER PAGE

NAME OF CONVEYING PARTIES:

Billing Concepts, Inc.

Enhanced Services Billing, Inc.

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

ACI Billing Services Inc.
Trademark Registrations and Applications

OWNER	COUNTRY/APPLICATION/ REGISTRATION NUMBER	FILING/ REG. DATE	MARK
ACI Billing Services Inc.	U.S. Reg. No. 2602393	7/30/02	AELIX MAIL

Billing Concepts, Inc.
Trademark Registrations and Applications

OWNER	COUNTRY/APPLICATION/ REGISTRATION NUMBER	FILING/ REG. DATE	MARK
Billing Concepts, Inc.	U.S. Reg. No. 2,405,213	11/21/00	BC WEBTRACK
Billing Concepts, Inc.	U.S. Reg. No. 2,219,311	1/19/99	BIC
Billing Concepts, Inc.	U.S. Reg. No. 2,226,521	2/23/99	BIC
Billing Concepts, Inc.	U.S. Reg. No. 2,213,269	12/22/98	BIC and Design
Billing Concepts, Inc.	U.S. Reg. No. 2,321,437	2/22/00	BILLING CONCEPTS
Billing Concepts, Inc.	U.S. Reg. No. 2,221,736	2/2/99	BILLING CONCEPTS
Billing Concepts, Inc.	U.S. Reg. No. 2,222,916	2/9/99	BILLING CONCEPTS SYSTEMS

OWNER	COUNTRY/APPLICATION/ REGISTRATION NUMBER	FILING/ REG. DATE	MARK
Billing Concepts, Inc.	U.S. Reg. No. 2,224,822	2/16/99	INFORMATION SERVICES FOR THE 21 ST CENTURY
Billing Concepts, Inc.	U.S. Reg. No. 2,405,304	11/21/00	MISCELLANEOUS DESIGN (Oval Logo)
Billing Concepts, Inc.	U.S. Reg. No. 2,214,786	12/29/98	ZERO PLUS DIALING
Billing Concepts, Inc.	U.S. Reg. No. 2,399,226	10/31/00	USBI
Billing Concepts, Inc.	U.S. Reg. No. 1,789,626	8/24/93	USBI and Design
Billing Concepts, Inc.	U.S. Reg. No. 2,405,302	11/21/00	ZPDI
Billing Concepts, Inc.	U.S. Reg. No. 1,716,366	9/15/92	ZPDI and Design
Billing Concepts, Inc.	U.S. Reg. No. 2,479,691	12/21/01	ICP SELECT
Billing Concepts, Inc.	U.S. App. No. 76/416,100	5/31/02	BCPAY
Billing Concepts, Inc.	U.S. App. No. 76/460,630	10/22/02	BC BETI
Billing Concepts, Inc.	U.S. State	02/09/98	ZPDI
Enhanced Services Billing, Inc.	U.S. Reg. No. 1,955,349	2/6/96	ENHANCED SERVICES BILLING, INC.
Enhanced Services Billing, Inc.	(Supplemental Register) U.S. Reg. No. 1,937,557	11/25/95	ENHANCED SERVICES BILLING
Enhanced Services Billing, Inc.	U.S. Reg. No. 2,029,654	1/14/97	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	Canada Reg. No. TMA505532	12/15/98	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	Great Britain Reg. No. 2047318	12/4/95	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	Mexico	3/19/02	ENHANCED SERVICES BILLING, TRADEMARK

Trademark Security Agreement

Trademark Security Agreement, dated as of December 15, 2003, by ACI Billing Services, Inc. ("ACI"), Billing Concepts, Inc. ("BCI") and Enhanced Services Billing, Inc. ("ESBI"; ACI, BCI and ESBI, each a "Pledgor" and together the "Pledgors"), in favor of ROYAL BANK OF CANADA, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, Pledgors are party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks 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. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

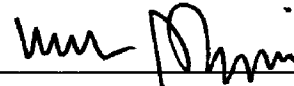
SECTION 4. Termination. Upon the full performance of the Senior Secured Obligations, the Collateral Agent shall execute, acknowledge and deliver to the Pledgor the proper documents and instruments to evidence the release of the security interest in the Trademarks, Goodwill and Proceeds thereof under this Trademark Security Agreement.

[signature page follows]

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

Very truly yours,

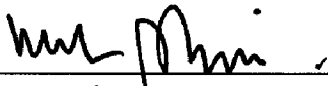
BILLING CONCEPTS, INC.

By: 
Name: Norman M. Phillips
Title: Chief Financial Officer

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

Very truly yours,

ACI BILLING SERVICES, INC.

By: 
Name: Norman M. Phipps
Title: Chief Financial Officer

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


Very truly yours,

ENHANCED SERVICES BILLING, INC.

By: Norman M. Phillips
Name: Norman M. Phillips
Title: Chief Financial Officer

Accepted and Agreed:

ROYAL BANK OF CANADA,
as Collateral Agent

By: 
Name: ADAM AHMED
Title: ASSISTANT MANAGER

By: _____
Name:
Title:

SCHEDULE I
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Trademark Registrations and Applications

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Billing Concepts, Inc.	U.S. Reg. No. 2,399,226	10/31/00	USBI
Billing Concepts, Inc.	U.S. Reg. No. 1,789,626	8/24/93	USBI and Design
Billing Concepts, Inc.	U.S. Reg. No. 2,405,302	11/21/00	ZPDI
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Billing Concepts, Inc.	U.S. App. No. 76/416,100	5/31/02	BCPAY
Billing Concepts, Inc.	U.S. App. No. 76/460,630	10/22/02	BC BETI
Billing Concepts, Inc.	U.S. State New Mexico Reg. No. TK98020904	02/09/98	ZPDI
Billing Concepts, Inc.	U.S. State New Mexico Reg. No. TK98020903	02/09/98	ZERO PLUS DIALING
Billing Concepts, Inc.	U.S. State New Mexico Reg. No.	02/09/98	USBI

OWNER	COUNTRY/APPLICATION/ REGISTRATION NUMBER	FILING/ REG. DATE	MARK
	TK98020902		
Billing Concepts, Inc.	U.S. State New Mexico Reg. No. TK98020901	02/09/98	U.S. BILLING
Billing Concepts, Inc.	U.S. State Alabama Reg. No. 107115	09/15/97	U.S. BILLING
Billing Concepts, Inc.	U.S. State Alabama Reg. No. 107114	09/15/97	USBI
Billing Concepts, Inc.	U.S. State Alabama Reg. No. 107113	09/15/97	ZERO PLUS DIALING
Billing Concepts, Inc.	U.S. State Alabama Reg. No. 107112	09/15/97	ZPDI
Billing Concepts, Inc.	U.S. State Kansas	07/28/97	USBI
Billing Concepts, Inc.	U.S. State Kansas	07/28/97	U.S. BILLING
Billing Concepts, Inc.	U.S. State Kansas	07/28/97	ZPDI
Billing Concepts, Inc.	U.S. State Kansas	07/28/97	ZERO PLUS DIALING
Billing Concepts, Inc.	U.S. State Wisconsin	07/23/97	ZPDI
Billing Concepts, Inc.	U.S. State Wisconsin	07/23/97	ZERO PLUS DIALING
Billing Concepts, Inc.	U.S. State Wisconsin	07/23/97	U.S. BILLING
Billing Concepts, Inc.	U.S. State Wisconsin	07/23/97	USBI

OWNER	COUNTRY/APPLICATION/ REGISTRATION NUMBER	FILING/ REG. DATE	MARK
Billing Concepts, Inc.	Canada Reg. No. TMA528565	5/30/00	BILLING CONCEPTS
Billing Concepts, Inc.	Canada Reg. No. TMA531346	8/17/00	BILLING CONCEPTS SYSTEMS

**Enhanced Services Billing, Inc.
Trademark Registrations and Applications**

OWNER	COUNTRY/APPLICATION/ REGISTRATION NUMBER	FILING/ REG. DATE	DESCRIPTION (MARK)
Enhanced Services Billing, Inc.	Mexico Reg. No. 731010	1/30/02	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	U.S. Reg. No. 1,955,349	2/6/96	ENHANCED SERVICES BILLING, INC.
Enhanced Services Billing, Inc.	(Supplemental Register) U.S. Reg. No. 1,937,557	11/25/95	ENHANCED SERVICES BILLING
Enhanced Services Billing, Inc.	U.S. Reg. No. 2,029,654	1/14/97	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	Canada Reg. No. TMA505532	12/15/98	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	Great Britain Reg. No. 2047318	12/4/95	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	Mexico App. No. 738064	3/19/02	ENHANCED SERVICES BILLING, INC. and Design
Enhanced Services Billing, Inc.	Mexico Reg. No. 534591	10/28/96	ENHANCED SERVICES BILLING, INC. and Design