

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BSG Clearing Solutions North America, LLC		05/02/2006	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Deutsche Bank AG New York Branch		
<b>Street Address:</b>	60 Wall Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10005		
<b>Entity Type:</b>	Collateral Agent:		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	76656432	URU	
Serial Number:	76653390	BSG CLEARING SOLUTIONS	
Serial Number:	76653388	BILLING SERVICES GROUP LIMITED	
Serial Number:	76653387	BSG BILLING SERVICES GROUP LIMITED	
Serial Number:	76653389	BSG	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-819-8923		
<b>Email:</b>	trademarkdocket@whitecase.com		
<b>Correspondent Name:</b>	Matthew Bart c/o White & Case LLP		
<b>Address Line 1:</b>	1155 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	1104031-0429		

CH \$140.00 76656432

NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	07/27/2006
Total Attachments: 6 source=Grant#page1.tif source=Grant#page2.tif source=Grant#page3.tif source=Grant#page4.tif source=Grant#page5.tif source=Grant#page6.tif	

**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BSG Clearing Solutions North America, LLC, a Delaware limited liability company (the "Grantor") with principal offices at 2700 Patriot Boulevard, Suite 150, Glenview, IL 60026, hereby grants to Deutsche Bank AG New York Branch, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Second-Lien U.S. Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Second-Lien U.S. Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May 5, 2006 (as amended, modified, restated and/or supplemented from time to time, the "Second-Lien U.S. Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Second-Lien U.S. Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Second-Lien U.S. Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Second-Lien U.S. Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Second-Lien U.S. Security Agreement, the provisions of the Second-Lien U.S. Security Agreement shall govern.

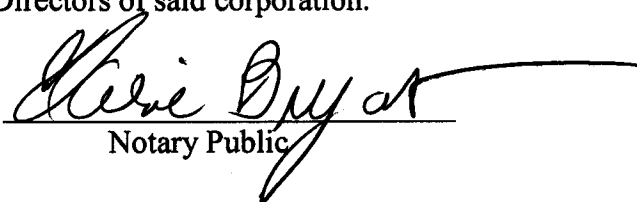
2<sup>nd</sup> day of May, 2006. IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

BSG CLEARING SOLUTIONS NORTH  
AMERICA, LLC, Grantor

By   
Name: NORMAN M. ANJARS  
Title: C.F.O.

STATE OF New York        )  
                                  ) ss:  
COUNTY OF New York    )

On this 2nd day of May, 2006, before me personally came Norman M. Phipps, who being duly sworn, did depose and say that he is Chief Financial Officer of BSG CLEARING SOLUTIONS NORTH AMERICA, LLC, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

  
Notary Public

**ELAINE BRYANT**  
Notary Public, State of New York  
No. 31-4847872  
Qualified in New York County  
Commission Expires Feb. 28, 2010

DEUTSCHE BANK AG NEW YORK BRANCH,  
as Collateral Agent and Grantee

By Scotty D. Lindsey  
Name: Scotty D. Lindsey  
Title: Director

By Lana Gifas  
Name:  
Title: Lana Gifas  
Vice President

STATE OF NEW YORK    )  
                                  ) ss.:  
COUNTY OF NEW YORK )

On this 3rd day of May, 2006, before me personally came each of Scottye D. Lindsey and Lana Gifas who, being by me duly sworn, did state as follows: that they are Director and Vice President, respectfully of Deutsche Bank AG New York Branch, that each of them are authorized to execute the foregoing Grant on behalf of said corporation and that each of them did so by authority of the Board of Directors of said corporation.

Maureen E Thomas  
Notary Public

MAUREEN E. THOMAS  
Notary Public - State of New York  
No. 01TH6098264  
Qualified in Bronx County  
Certified in New York County  
My Commission Expires 9/08/2007

SCHEDULE A

<b>OWNER</b>	<b>COUNTRY/APPLICATION/ REGISTRATION NUMBER</b>	<b>FILING/ REG. DATE</b>	<b>DESCRIPTION (MARK)</b>
BSG Clearing Solutions North America, LLC	U.S. App. No. 76/656,432	03/13/06	URU
BSG Clearing Solutions North America, LLC	U.S. App. No. 76/653,390	01/17/06	BSG CLEARING SOLUTIONS & Design
BSG Clearing Solutions North America, LLC	U.S. App. No. 76/653,388	01/17/06	BILLING SERVICES GROUP LIMITED
BSG Clearing Solutions North America, LLC	U.S. App. No. 76/653,387	01/17/06	BSG Logo & BILLING SERVICES GROUP LIMITED
BSG Clearing Solutions North America, LLC	U.S. App. No. 76/653,389	01/17/06	BSG & Design