

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	Grant of Security Interest (Second-Lien U.S. Security Agreement)
------------------------------	------------------------------------------------------------------

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Billing Concepts, Inc.		05/02/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank AG New York Branch
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Collateral Agent:

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2405213	BC WEBTRACK
Registration Number:	2219311	BIC
Registration Number:	2226521	BIC
Registration Number:	2213269	BIC
Registration Number:	2321437	BILLING CONCEPTS
Registration Number:	2221736	BILLING CONCEPTS
Registration Number:	2222916	BILLING CONCEPTS SYSTEMS
Registration Number:	2405304	
Registration Number:	2214786	ZERO PLUS DIALING
Registration Number:	2399226	USBI
Registration Number:	1789626	USBI
Registration Number:	2405302	ZPDI
Registration Number:	1716366	ZPDI
Registration Number:	2479691	ICP SELECT

CH \$490.00 2405213

Registration Number:	3036175	BCPAY
Registration Number:	2829369	BC BETI
Serial Number:	76640672	EZ-WI
Serial Number:	76640965	ENABILL
Serial Number:	76653386	BC WEBEDITOR

CORRESPONDENCE DATA

Fax Number: (212)354-8113

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-819-8923

Email: trademarkdocket@whitecase.com

Correspondent Name: Matthew Bart c/o White & Case LLP

Address Line 1: 1155 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1104031-0429
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	07/28/2006

Total Attachments: 6

source=Grant Second Lien#page1.tif
source=Grant Second Lien#page2.tif
source=Grant Second Lien#page3.tif
source=Grant Second Lien#page4.tif
source=Grant Second Lien#page5.tif
source=Grant Second Lien#page6.tif

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

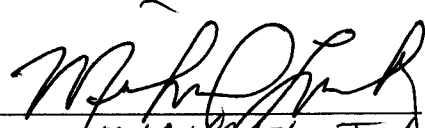
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Billing Concepts, Inc., a Delaware corporation (the "Grantor") with principal offices at 2700 Patriot Boulevard, Suite 150, Glenview, IL 60026, hereby grants to Deutsche Bank AG New York Branch, as Collateral 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.

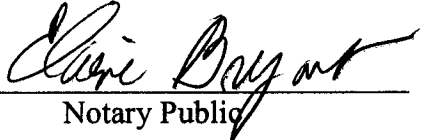
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
2nd day of May, 2006.

BILLING CONCEPTS, INC., Grantor

By 
Name: MICHAEL J. LARROZ
Title: SR. Vice President

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

On this 2nd day of May, 2006, before me personally came Michael J. Labeledz, who being duly sworn, did depose and say that he is Senior Vice President of BILLING CONCEPTS, INC., that s/he is authorized to execute the foregoing Grant on behalf of said corporation and that s/he did so by authority of the Board of Directors of said corporation.



Notary Public

ELAINE BRYANT
Notary Public, State of New York
No. 31-4847672
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 30 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

OWNER	COUNTRY/APPLICATION/ REGISTRATION NUMBER	FILING/ REG. DATE	DESCRIPTION (MARK)
Billing Concepts, Inc.	U.S. Reg. No. 2,405,213	11/04/98	BC WEBTRACK
Billing Concepts, Inc.	U.S. Reg. No. 2,219,311	07/17/96	BIC
Billing Concepts, Inc.	U.S. Reg. No. 2,226,521	07/17/96	BIC
Billing Concepts, Inc.	U.S. Reg. No. 2,213,269	07/17/96	BIC and Design
Billing Concepts, Inc.	U.S. Reg. No. 2,321,437	02/18/99	BILLING CONCEPTS
Billing Concepts, Inc.	U.S. Reg. No. 2,221,736	05/05/98	BILLING CONCEPTS
Billing Concepts, Inc.	U.S. Reg. No. 2,222,916	03/31/98	BILLING CONCEPTS SYSTEMS
Billing Concepts, Inc.	U.S. Reg. No. 2,405,304	02/22/99	MISCELLANEOUS DESIGN (Oval Logo)
Billing Concepts, Inc.	U.S. Reg. No. 2,214,786	03/09/98	ZERO PLUS DIALING
Billing Concepts, Inc.	U.S. Reg. No. 2,399,226	02/18/99	USBI
Billing Concepts, Inc.	U.S. Reg. No. 1,789,626	01/06/93	USBI and Design
Billing Concepts, Inc.	U.S. Reg. No. 2,405,302	02/18/99	ZPDI
Billing Concepts, Inc.	U.S. Reg. No. 1,716,366	09/30/91	ZPDI and Design
Billing Concepts, Inc.	U.S. Reg. No. 2,479,691	06/08/00	ICP SELECT
Billing Concepts, Inc.	U.S. Reg. No. 3036175	5/31/02	BCPAY
Billing Concepts, Inc.	U.S. Reg. No. 2829369	10/22/02	BC BETI
Billing Concepts, Inc.	U.S. App. No. 76/640,672	06/10/05	EZ-WI
Billing Concepts, Inc.	U.S. App. No. 76/640,965	06/15/05	ENABILL
Billing Concepts, Inc.	U.S. App. No. 76/653,386	01/17/06	BC WEBEDITOR