

10-09-2001



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

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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): Athene Software, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: CSG Systems, Inc. Internal Address: Street Address: 7887 E. Belleview, Ste. 1000 Greenwood City: Village State: CO Zip: 80111 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: September 7, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 75663197 75663198 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Joe Ruble Internal Address: CSG Systems International, Inc. Street Address: 7887 E. Belleview, Ste. 1000 Greenwood City: Village State: CO Zip: 80111

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 60.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: (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. Howard Kaus Hanksy Signature 9/7/01 Date Name of Person Signing Total number of pages including cover sheet, attachments, and document: 3

10/05/2001 JJALLAN2 00000002 75663197 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 01 FC:481 02 FC:482 40.00 OP 25.00 OP

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademark ("Assignment") is entered into by and between Athene Software, Inc., a Delaware corporation ("Athene"), and CSG Systems, Inc., a Delaware corporation, ("CSG").

WHEREAS Athene has adopted, used, is using and is the owner of the following trademarks:

1. ATHENE SOFTWARE, Serial No. 75663197, registered March 18, 1999;
2. ATHENESOFT.COM, Serial No. 75663198, registered March 18, 1999;
3. Any and all Athene common law trademarks as described in the Asset Purchase Agreement and Disclosure Schedule;

Collectively, the "Trademarks."

WHEREAS, in accordance with that certain Asset Purchase Agreement dated September 7, 2001, Athene desires to assign the Trademarks to CSG, and CSG desires to assume all of Athene's rights therein.

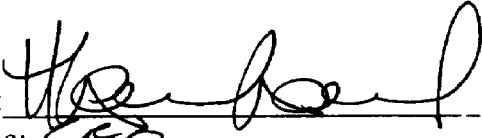
NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties hereby agree as follows:


1. Athene hereby ASSIGNS and TRANSFERS to CSG all right, title and interest in and to the Trademarks for said marks, together with the good will of the business associated with or symbolized by the Trademarks.
2. Athene further ASSIGNS to CSG all rights to damages or profits due or accrued, arising out of past infringement of the Trademarks or injury to the goodwill associated with or symbolized by the Trademarks, and grants CSG the right to sue for and recover said damages and profits in CSG's own name.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the 7th day of September, 2001.

ASSIGNOR
Athene Software, Inc.

ASSIGNEE
CSG Systems, Inc.

By: 
Title: CEO

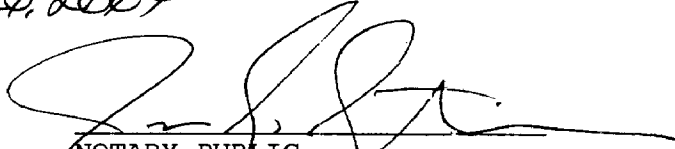
By: 
Title: Vice President

STATE OF COLORADO)
) ss:
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me, a notary public, this 7 of September 2001 by David Kauschinsky

WITNESS my hand and official seal.

My commission expires: September 29, 2004


NOTARY PUBLIC