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

04-03-2002

102042139

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):

CSG Systems, Inc. 4-3-02

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State (Delaware)
☐ Other

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

2. Name and address of receiving party(ies):

Name: BNP Paribas
Internal Address:
Street Address: 180 Montgomery Street
City: San Francisco State: CA ZIP: 94104

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other Corporation (France)

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: February 28, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **See Attached Schedule 1A**

Additional numbers attached? ☒ Yes ☐ No

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

Name: Jason Cohen
Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41): $715.00
☐ Enclosed
☒ Authorized to be charged to credit card

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jason A Cohen — Name of Person Signing
Signature
4/2/02 — Date

Total number of pages including cover sheet, attachments, and documents: 8

04/03/2002 GTON11 00000186 2145792
01 FC:481 40.00 OP
02 FC:482 675.00 OP

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

SCHEDULE 1A TO GRANT OF SECURITY INTEREST

(TRADEMARKS AND TRADEMARK APPLICATIONS)

Mark	Ser. No./Reg. No.
ACSR	2,145,792
ADVANCED CUSTOMER SERVICE REPRESENTATIVE	2,144,072
BECAUSE YOU'VE GOT OTHER THINGS TO DO	2,509,298
CCS	2,185,307
CIT	2,145,794
CUSTOMER INTERACTION TRACKING	2,122,550
ESP	2,145,793
ENHANCED STATEMENT PRESENTATION	2,122,549
CSG BILLCONNECT	2,474,180
CSG CALL CENTER EXPRESS	2,356,913
CSG CARE EXPRESS	2,444,980
CSG EVENTCONNECT	2,458,345
CSG FIRST CUSTOMER ANSWER LINE	2,177,955
CSG INFO EXPRESS	2,402,567
CSG NEXTGEN	2,463,221
CSG PHOENIX	2,226,448
CSG SCREEN EXPRESS	2,336,775
CSG STATEMENT EXPRESS	2,412,900
CSG SYSTEMS	2,337,678

SCHEDULE 1A CONTINUED

Mark No.	Ser. No./Reg.
CSG SYSTEMS	2,337,606
CSG SYSTEMS INTERNATIONAL	2,331,529
CSG TECHNET	2,468,185
CSG TICKET EXPRESS	2,330,318
CSG VANTAGE	2,141,980
CSG VANTAGEPOINT	2,164,291
CSG.WEB	2,274,736
CSG WORKFORCE EXPRESS	2,423,847
CSG WORKFORCE MANAGEMENT	2,491,104

GRANT OF SECURITY INTEREST

(TRADEMARKS)

WHEREAS, CSG SYSTEMS, INC., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, for which United States registrations and applications for registration are subsisting, as indicated on Schedule 1A (such marks, applications and registrations, collectively, the "Trademarks");

WHEREAS, the Assignor has entered into an Amended and Restated Guarantee and Collateral Agreement dated as of February 28, 2002 (as amended or otherwise modified from time to time, the "Security Agreement"), in favor of BNP PARIBAS. (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks and the registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action that may exist by reason of violation thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Grant of Security Interest (Trademarks) to be duly executed by its officer thereunto duly authorized as of March 26, 2002.

CSG SYSTEMS, INC.

By: Peter E. Kalan

Name: Peter E. Kalan

Title: CFO

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Colorado

COUNTY OF Denver ss.:

On this 26 day of March, 2002, before me, the undersigned, personally appeared Peter E. Kalan, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

NOTARY PUBLIC MARY K. HUNG STATE OF COLORADO

Mary K. Hung

[NOTARY SEAL]

MARY K. HUNG
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 11/15/03

SCHEDULE 1A TO GRANT OF SECURITY INTEREST

(TRADEMARKS AND TRADEMARK APPLICATIONS)

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