

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):  
U.S. Wireless Data, 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: Brascan Financial Corporation  
Internal Address: BCE Place  
Street Address: 181 Bay Street, Suite 300  
City: Toronto State: ON Zip: M5J 2T3  
ONTARIO, Canada

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Corporation - Ontario

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 Corrective Assignment (see attached)

Execution Date: 09/16/2003

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_  
\_\_\_\_\_

B. Trademark Registration No.(s) \_\_\_\_\_  
2644794; 2417198

Additional number(s) attached  Yes  No

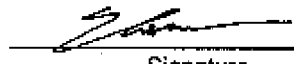
5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Elisheva M. Jasie  
Internal Address: Torlys LLP  
\_\_\_\_\_  
\_\_\_\_\_  
Street Address: 237 Park Avenue  
\_\_\_\_\_  
City: New York State: NY Zip: 10017

6. Total number of applications and registrations involved: ..... 2

7. Total fee (37 CFR 3.41)..... \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
502793

**DO NOT USE THIS SPACE**

9. Signature.  
Elisheva M. Jasie                                            October 29, 2003  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 9

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

CH \$66.00 502793 2644794

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**ATTACHMENT TO TRADEMARK RECORDATION FORM COVER SHEET**

**Section 3 (continued)**

**Nature of Conveyance**

- I. Corrective Assignment to correct the Security Interest previously recorded on October 28, 2003 on Reel/Frame 002737/0353 in the following manner:
- (i) to delete Brascan Financial Corporation as Assignor; and,
  - (ii) to amend the Execution Date (DOC Date) from 06/16/2003 to 09/16/2003.

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**10/28/2003**  
**900002695**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Brascan Financial Corporation		09/16/2003	CORPORATION: DELAWARE
U.S. Wireless Data, Inc.		06/16/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Brascan Financial Corporation
<b>Street Address:</b>	181 Bay Street
<b>Internal Address:</b>	BCE Place, Suite 300
<b>City:</b>	Toronto
<b>State/Country:</b>	ONTARIO
<b>Postal Code:</b>	M5J 2T3
<b>Entity Type:</b>	CORPORATION: ONTARIO

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2644794	CARDMETER
Registration Number:	2417198	E-PROCESSING FOR THE NEW MILLENNIUM

**CORRESPONDENCE DATA**

**Fax Number:** (212)682-0200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** 212-880-6283  
**Email:** ejasie@torys.com  
**Correspondent Name:** Elisheva M. Jasie  
**Address Line 1:** 237 Park Avenue  
**Address Line 2:** Torys LLP  
**Address Line 4:** New York, NEW YORK 10017

<b>ATTORNEY DOCKET NUMBER:</b>	02129-2029
<b>NAME OF SUBMITTER:</b>	Elisheva M. Jasie

CH \$65.00 2644794

Total Attachments: 5

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## TRADEMARK SECURITY AGREEMENT

WHEREAS, U.S. Wireless Data, Inc., a Delaware corporation (herein referred to as "Grantor"), owns the Marks (as defined in the Loan Agreement referred to below) listed on Schedule 1 annexed hereto;

WHEREAS, Grantor and Brascan Financial Corporation (the "Grantee") are parties to a Term Loan and Security Agreement, dated as of September 16, 2003, (as amended, supplemented otherwise or modified from time to time, the "Loan Agreement"); and

WHEREAS, pursuant to the terms of the Loan Agreement between Grantor and Grantee, Grantor has granted to Grantee for the benefit of Grantee, a security interest in substantially all the assets of the Grantor including all right, title and interest of Grantor in, to and under all Grantor's Marks (as defined in the Loan Agreement), whether presently existing or hereafter arising or acquired, together with the goodwill of the business symbolized by the Marks and the applications therefor and the registrations thereof, and all products and proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement or dilution thereof or injury to the associated goodwill, to secure the payment of all amounts owing under the Loan Agreement and the other Obligations (as defined in the Loan Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Grantee a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter arising or acquired:

(i) each Mark, including, without limitation, each Mark referred to in Schedule 1 annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Mark; and

(ii) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Mark including, without limitation, any Mark referred to in Schedule 1 annexed hereto, or for injury to the goodwill associated with any Mark.

This security interest is granted in conjunction with the security interests granted to the Grantee pursuant to the Loan Agreement. Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 16<sup>th</sup> day of September, 2003.

U.S. WIRELESS DATA, INC.,  
as Grantor

By: Adi Raviv

Name: Adi Raviv  
Title: Executive Vice President & CFO

Acknowledged:

Brscan Financial Corporation,  
as Grantee

By: \_\_\_\_\_

Name:  
Title:


IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the \_\_\_ day of September, 2003.

U.S. WIRELESS DATA, INC.,  
as Grantor

By: \_\_\_\_\_  
Name: Avi Raviv  
Title: Executive Vice President & CFO

Acknowledged:

Brascan Financial Corporation,  
as Grantee

By:   
Name: Bruce Robertson  
Title: Managing partner

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

On the 16th day of September, 2003, before me personally came Adi Raviv, to me personally known to me the person described in and who executed the foregoing instrument as Executive Vice President and CFO of U.S. Wireless Data, Inc., who being by me duly sworn, did depose and say that he is Executive Vice President and CFO of U.S. Wireless Data, Inc., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that the said instrument was signed and seal on behalf of said corporation by order of its Board of Directors; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

*Denise C Moran*

[Seal]

My commission expires:

DENISE C. MORAN  
 Notary Public, State of New York  
 No. 01MO8016447  
 Qualified in Richmond County  
 Commission Expires 11/23/2004



