

06-16-2003

RECOR

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102473649

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Silicon Valley Bank
Additional name(s) of conveying party(ies) attached? Yes No

6-12-03

2. Name and address of receiving party(ies):
Name: Amdocs Software Systems, Ltd.
Internal Address: Regus House , Harcourt Centre, Harcourt Road

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
Execution Date: March 12, 2003

Street Address:
City: Dublin State:
Country: Ireland
 Other Irish Corporation
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

4. Application number(s) or registration number(s)
If this document is being filed together with a new application, the execution date of the application is _____.

A. Trademark Application No.(s)
76/329,497
76/052,774
76/329,498

B. Trademark Registration No.(s)
2,419,469 2,646,433
2,337,395 2,475,017
2,337,396 2,469,206
2,454,976

Additional numbers attached? Yes No

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

Monica B. Richman, Esq.
BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41):..... \$ 270.00
 Check enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 502312
(Attach duplicate copy of this page by deposit account)
Please charge any additional fees required, or credit any overpayment, to the above deposit account

06/13/2003 BYRNE 0000125 502312 76329497

01 FC:8521 40.00 CH
02 FC:8522 225.00 CH

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

Monica B. Richman, Esq.
Name of Person Signing [Signature] June 5, 2003 Date

Total number of pages including cover sheet, attachments and document:
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments

TRANSFER OF TRADEMARK RIGHTS

This Transfer of Trademark Rights, effective as of March 12, 2003, is by and between Silicon Valley Bank (hereinafter "the Bank") and Amdocs Software Systems Ltd., an Irish corporation, with a place of business at Regus House, Harcourt Centre, Harcourt Road, Dublin 2, Ireland (the "Assignee").

WHEREAS, Exchange Applications, Inc. (hereinafter "Grantor") is the owner of the Trademark Registration(s) and/or Application(s) and common law trademarks listed on the attached Schedule A (the "Trademarks");

WHEREAS, the Bank agreed to make advances of money and to extend certain financial accommodations to Grantor pursuant to a certain Loan and Security Agreement and Intellectual Property Security Agreement, both dated April 25, 2001, (as amended from time to time "the Agreements") between the Bank and Grantor;

WHEREAS, the Bank received from Grantor a security interest in the Trademarks pursuant to the terms of each of the Agreements;

WHEREAS, on May 15, 2001, the Bank recorded with the United States Patent and Trademark Office its security interest in the Trademarks;

WHEREAS, Grantor failed to meet its obligations under the Agreements;

WHEREAS, the Bank elected to exercise its remedies under the Massachusetts Uniform Commercial Code and the Agreements and sold the Trademarks and other intellectual property assets owned by Grantor at a public sale in the City of Boston, Commonwealth of Massachusetts on March 11, 2003;

WHEREAS, the Bank has sold the Trademarks without any warranty of merchantability; without any warranty of fitness for a particular purpose; and without any warranty relating to ownership, title, possession, quiet enjoyment, or the like;

WHEREAS, Assignee purchased the Trademarks and the associated goodwill with the Trademarks at the public sale on March 11, 2003;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Bank sells to Assignee all of Grantor's right, title, and interest in and to the Trademark(s), including all common law rights, together with the goodwill symbolized by any use of the Trademark(s), including the right to sue for any past infringement of the Trademark(s).

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TRADEMARK

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IN WITNESS WHEREOF, the parties have executed this Assignment on the day and year written below.

ACCEPTED AND AGREED TO:

Silicon Valley Bank

Amdocs Software Systems Ltd.

By: *Laura M. Scott*

By: *Melinda Pissourias*

Name Printed: *Laura M. Scott*

Name Printed: *MELINDA PISSOURIAS*

Title: *Senior Vice President*

Title: *DIRECTOR*

Date: *3/12/03*

Date: *3/12/03*

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RECORDED: 06/12/2003

05/29/2003 THU 05:58 [M/FRM NO 5187] 010
TRADEMARK
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