

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VeriFone, Inc.		06/30/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Second Lien Collateral Agent
Street Address:	101 North Tryon Street
Internal Address:	NC1-001-15-11
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Banking Association: NORTH CAROLINA

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Serial Number:	75410297	CENTUM
Serial Number:	75410145	CHECKPAK
Serial Number:	74218736	DIAMOND RETAILER
Serial Number:	74625972	EVEREST
Serial Number:	75301878	FIRST GLOBAL
Serial Number:	74530772	FOLIO
Serial Number:	75173590	LABORDAY
Serial Number:	74111154	OMNI
Serial Number:	75401080	OMNIPAK
Serial Number:	74635680	ONESOURCE
Serial Number:	75040638	PAYLANE
Serial Number:	75137096	PEARL
Serial Number:	73611834	PINSTRIPE
Serial Number:	74720156	PRINTPAK

OP \$1040.00 75410297

Serial Number:	74271594	RUBY SUPERSYSTEM
Serial Number:	74597225	SC
Serial Number:	75021465	SOFTPAY
Serial Number:	75017511	SOFTPOS
Serial Number:	74207685	TRANZ
Serial Number:	74572808	TRANZSTAND
Serial Number:	74178343	TXO
Serial Number:	75080939	VERICARE
Serial Number:	75930458	VERICENTRE
Serial Number:	74290731	VERIFAST
Serial Number:	74178341	VERIFONE
Serial Number:	73335736	VERIFONE
Serial Number:	78039458	VERIPASS
Serial Number:	75116990	VERIPATH
Serial Number:	75895495	VERISHIELD
Serial Number:	74732849	VERITALK
Serial Number:	75950880	VERIX
Serial Number:	73741972	
Serial Number:	75486510	VLM
Serial Number:	73455920	XTRASOFT
Serial Number:	73741971	ZON
Serial Number:	78014409	PAYWORKS
Serial Number:	76520341	THE PAYMENT PEOPLE
Serial Number:	75161739	LODGELINK
Serial Number:	74501074	VERIFONE FOLIO
Serial Number:	74272729	GEMSTONE
Serial Number:	74272728	GEMSTONE

CORRESPONDENCE DATA

Fax Number: (212)859-4000

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

Email: carrie.kingsley@friedfrank.com

Correspondent Name: Carrie B. Kingsley

Address Line 1: Fried Frank et al. LLP

Address Line 2: One New York Plaza, 24th Floor

Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:

30029-49

NAME OF SUBMITTER:

Carrie B. Kingsley

Total Attachments: 10

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**Grant of Security Interest
in United States Patents and Trademarks**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, VeriFone, Inc., a Delaware Corporation (the "Grantor"), having its chief executive office at 2455 Augustine Drive, Santa Clara, CA, 95054, hereby grants to Bank of America, N.A., as Second Lien Collateral Agent, (the "Grantee"), with offices at 101 North Tryon Street, NC1-001-15-11, Charlotte, NC, 28255, a security interest in all of the Assignor'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 "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired which, for the avoidance of doubt does not include assets or other property to the extent licensed or granted by a Loan Party to a Foreign Subsidiary (including a Foreign IP Holdco) as contemplated by clause (iii)(B) of the definition of "Foreign IP Transfer Transaction" in the Credit Agreement or licensed by a Loan Party (in accordance with clause (iii)(B) of the definition of "Foreign IP Transfer Transaction" in the Credit Agreement) to a Foreign Subsidiary under the Research and Development Cost Sharing Agreement permitted in the Credit Agreement, but includes Grantor's rights under those licenses and all of Grantor's right, title and interest in Intellectual Property licensed thereunder:

(i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;

(ii) each Patent License, including each Patent License listed on Schedule A hereto;

(iii) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto;

(iv) each Trademark License, whether registered or not, including each Trademark License referred to in Schedule B hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(v) all products and proceeds of the foregoing, including any claim by the Grantor against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or B hereto, or under any Patent or Trademark licensed under any Patent License or Trademark License, including any such License listed on Schedule A or B hereto, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS GRANT is granted in conjunction with the security interests granted to the Grantee pursuant to the Security Agreement among the Grantor, the Grantee and certain other parties dated as of June 30, 2004, as amended, modified or supplemented from time to time (the "Security Agreement").

THIS GRANT has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the

Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the
30 day of June, 2004

VERIFONE, INC., as Grantor

By: Donald C. Campion
Name:
Title:

BANK OF AMERICA, N.A., as Second Lien
Collateral Agent, as Grantee

By: _____
Name:
Title:

STATE OF New York
COUNTY OF New York

The foregoing instrument was acknowledged before me this 30 day of June,
2004 by Donald C. Campion as Chief Financial Officer of VeriFone, Inc., a Delaware
corporation, on behalf of VeriFone, Inc.

My commission expires: 7/2/07

Notarial Seal

Joyce W. Chang
Notary Public

JOYCE W. CHANG
Notary Public, State of New York
No. 01CH6080781
Qualified in New York County
My Commission Expires July 2, 2007

30th day of JUNE, 2004 IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the

VERIFONE, INC., as Grantor

By: _____
Name:
Title:

BANK OF AMERICA, N.A., as Senior Collateral Agent, as Grantee

By: M. Thomas Bennett
Name: **M. Thomas Bennett**
Title: **Managing Director**

STATE OF _____
_____ OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 20__ by _____ as _____ of VeriFone, Inc., a Delaware corporation, on behalf of VeriFone, Inc.

My commission expires:

Notarial Seal

Notary Public

Schedule A

United States Patents

Patent No.	Title	Issue Date
5,128,524	Data Carrier Reader Apparatus for Selective Data Track Reading	07-Jul-92
5,173,238	Method for Injection Molding a Transaction Terminal Case	22-Dec-92
5,175,423	Rotary Data Card Scanning Apparatus	29-Dec-92
5,180,905	Card Reader Apparatus with Replaceable Card Guide	19-Jan-93
D333,658	Point of Sale Transaction Terminal	02-Mar-93
D334,924	Memory Cartridge for a Point of Transaction Terminal	20-Apr-93
D340,067	Roll Printer	05-Oct-93
D343,413	Slip Printer	18-Jan-94
D346,794	Transaction System Course	10-May-94
D347,828	Transaction System Console	14-Jun-94
D356,601	Illuminable Transaction Display for Check-Out Counters	21-Mar-95
D364,391	Portable Transaction Terminal	21-Nov-95
D367,044	Transaction Terminal Console	13-Feb-96
D372,492	Receipt Printer and Transaction Terminal Mounting Stand	06-Aug-96
D372,730	Transaction Terminal Console	13-Aug-96
D376,384	Printer	10-Dec-96
D379,195	Printer Console	13-May-97
D386,781	Transaction Terminal Console and Swivel Stand	25-Nov-97
D386,782	Swivel Stand for Transaction Terminal Console	25-Nov-97
D406,574	Payment Instrument	09-Mar-99
D431,590	Transaction Terminal and Receipt	03-Oct-00
D476,359	Point-Of-Sale Terminal Mounting Adapter (Design patent)	24-June-03

Schedule A (cont'd.)

License Agreements

Third Party	Agreement Type
Hewlett-Packard Company	Technology Agreement
Trintech Technologies, Ltd.	Technology Purchase and License Agreement
Agfa Monotype	License Agreement
Apogee Software Agreement	Development, Licensing and Reseller Agmt
Datascape	Software Agreement
Empress Software	Value Added Remarketer Agreement
Green Hill	Binary Software License & Maintenance Agmt
International Verifact	Technology License and Distribution Agreement
Linuxworks	Run Time Software Licensing Agreement
RDM Corp.	Letter Agreement
Shelly Dieterich - Multimedia Consulting	License of Ruby Tutor Cashier Software
Texas Imperial Software	Agreement
US Software	Agreement
APPI	Consultant Agreement
GO Systems	Software Distribution License Agreement
ARM Ltd.	Value-Added Reseller Agreement
Wind River/SDS	Prerelease Product Agreement
Wind River/SDS	Software License Agreement

Under the Technology Agreement between Hewlett-Packard Company and Verifone, Inc., dated April 26, 2001, the following intellectual property is licensed by HP to Verifone:

PATENT NUMBER	TITLE
4,724,521	Method For Operating Local Terminal To Execute A Downloaded Application Program
4,788,420	System And Method For Reading Data Record Stripes on Data Cards
5,019,696	System And Method For Reading Data Record Stripes on Data Cards
5,136,146	Terminal Apparatus With Removable Memory Device
5,164,576	Card Reader Apparatus With Replaceable Card Guide
5,175,682	Check System And Method Including Prioritizing Checks For Transmission To Banks For Processing
5,256,867	Card Reader Apparatus
5,236,164	Method And Structure For Determining Transaction System Hardware And Software Configurations
5,266,789	Card Reader Apparatus With Replaceable Card Guide
5,291,003	Modular Cash Card System Design
5,307,350	Method For Collision Avoidance On A Character Sense, Multiple Access Local Area Network
5,345,090	Manual Check Reader Apparatus With Optical Imaging
5,413,423	Print Element Drive Control With Constant Current Charge and Discharge of Capacitor
5,425,080	Transaction Terminal apparatus And Method Using Host Dial String Control of Modem Connect Protocols
5,434,404	Linear Scanner Apparatus For Communicating With A Data Card
5,438,184	Method And Apparatus For Electronic Cash Transactions

5,522,087	System For Selectively Operating In Different Modes Depending Upon Receiving Signal From A Host Computer Within A Time Window Upon Power Up
5,577,118	Telephone-Terminal Combination With Plural Keyboards
5,641,050	Dispensing Machine With Data Card Scanner Apparatus And Enhanced Features
5,780,827	Landing Contact Mechanism And Card Latch For Smart Card Reader/Writer
5,808,283	Modular Point-Of-Sale Transaction Apparatus And Method of Manufacture And Assembly
5,812,668	System, Method And Article Of Manufacture For Verifying The Operation Of A Remote Transaction Clearance System Utilizing A Multichannel, Extensible, Flexible Architecture
5,815,657	System, Method And Article Of Manufacture For Network Electronic Authorization Utilizing An Authorization Instrument
5,828,840	Server For Starting Client Application On Client If Client Is Network Terminal And Initiating Client Application On Server If Client Is Non-Network Terminal
5,850,446	System, Method And Article Of Manufacture For Virtual Point Of Sale Processing Utilizing An Extensible, Flexible Architecture
5,889,863	System, Method And Article Of Manufacture For Remote Virtual Point Of Sale Processing Utilizing A Multichannel, Extensible, Flexible Architecture
5,917,168	System And Method For Revaluation Of Stored Tokens In IC Cards
5,931,917	System, Method And Article Of Manufacture For A Gateway System Architecture With System Administration Information Accessible From Brower
5,933,812	Portable Transaction Terminal System
5,943,424	System, Method And Article Of Manufacture For Processing A Plurality Of Transactions From A Single Initiation Point On A Multichannel, Extensible, Flexible Architecture
5,963,924	System, Method And Article Of manufacture For The Use of Payment Instrument Holders And Payment Instruments In Network Electronic Commerce
5,974,146	Real Time Bank-Centric Universal Payment System
5,978,840	System, Method And Article of Manufacture For A Payment Gateway System Architecture For Processing Encrypted Payment Transactions Utilizing A Multichannel, Extensible, Flexible Architecture
5,983,208	System, Method And Article Of Manufacture For Handling Transaction Results In A Gateway Payment Architecture Utilizing A Multichannel, Extensible, Flexible Architecture
5,987,132	System, Method And Article Of Manufacture For Conditionally Accepting A Payment Method Utilizing An Extensible, Flexible Architecture
5,987,140	System, Method And Article Of Manufacture For Secure Network Electronic Payment And Credit Collection
5,996,076	System, Method And Article Of Manufacture For Secure Digital Certification Of Electronic Commerce
6,002,767	System, Method And Article Of Manufacture For A Modular Gateway Server Architecture
6,016,484	System, Method And Article Of Manufacture For Network Electronic Payment Instrument And Certification Of Payment And Credit Collection Utilizing A Payment
6,021,944	Transaction Terminal For Electronic Purse Transactions And The Like
6,026,379	System, Method And Article Of Manufacture For Managing Transactions In A High Availability System
6,061,665	System, Method And Article Of Manufacture For Dynamic Negotiation Of A Network Payment Framework
6,072,870	System, Method And Article Of Manufacture For A Gateway Payment Architecture Utilizing A Multichannel, Extensible, Flexible Architecture
6,119,105	System, Method And Article Of Manufacture For Initiation of Software Distribution From A Point Of Certificate Creation Utilizing An Extensible, Flexible Architecture
6,138,916	Landing Contact Mechanism And Card Latch For Smart Card Reader/Writer
6,163,772	Virtual Point Of Sale Processing Using Gateway-Initiated Messages
6,163,797	An Application Dispatcher For Seamless, Server Application Support For Network Terminals And Non-Network Terminals

6,178,409	System, Method And Article Of Manufacture For Multiple-Entry Point Virtual Point Of Sale Architecture
6,594,647	Real Time Bank-Centric Universal Payment System
D359,490	Telephone Terminal Console
PENDING	Method For Secure Pin Entry On Touch Screen Display Device
PENDING	Method And Apparatus For Touch Screen Data Entry
PENDING	VeriPASS Interface Unit (VIU)
PENDING	Indicator With Daylight Visibility Using A Single Light Emitting Diode
PENDING	Payment Roaming - Payments Through Various Network Institutions Without Regards To Time Or Locations Of The Payment Applications
PENDING	Cell Phone POS Device
PENDING	WAP POS
PENDING	Internet Services Delivered To The POS
PENDING	A Method Of Administering Software Components Using Asynchronous Messaging In A Multi-Platform, Multi-Programming Language Environment
PENDING	Method And Apparatus For Connecting Ground Shield Plane Of A Flex Cable To A Ground Pad On A Printed Wire Board
PENDING	Passive Contactless Smartcard Security System
PENDING	Point Of Sale (POS) Terminal Security System
PENDING	Settlement Of Aggregated Electronic Transaction Over A Network
PENDING	Third Party Value Acquisition For Electronic Transaction Settlement Over A Network
PENDING	A System, Method And Article Of Manufacture For Determining Point Of Interaction Device Security Properties And Ensuring Secure Transaction In An Open Networking Environment
PENDING	M/A For Operating Secured Resources Under Control Of Security Module
PENDING	A System And Method For Secure Network Electronic Payment And Credit Collection
PENDING	A System, Method And Article Of Manufacture For Managing Transactions In A High Availability System
PENDING	A System, Method And Article Of Manufacture For Exchanging Software And Configuration Data Over A Multichannel, Extensible, Flexible Architecture
PENDING	A System, Method And Article Of Manufacture For Transmitting Messages Within Messages Utilizing An Extensible, Flexible Architecture
PENDING	System, Method And Article Of Manufacture For Managing Transactions In A High Availability System
PENDING	System, Method And Article Of Manufacture For A Gateway System Architecture With System Administration Information Accessible From A Brower

Schedule B

United States Trademarks

Mark	Current Owner	Docket Number	Country	Current Appl #	Current Reg #	Status	Class & Type
CENTUM	VeriFone, Inc.	105220-2	United States	75/410297	2,198,667	REGISTERED	IN36
CHECKPAK	VeriFone, Inc.	105220-2	United States	75/410145	2,355,820	REGISTERED	IN9
DIAMONDRETAILER	VeriFone, Inc.	105220-2	United States	74/218736	2,110,899	REGISTERED	IN9
EVEREST	VeriFone, Inc.	105223-2	United States	74/625972	2,044,480	REGISTERED	IN9
FIRSTGLOBAL	VeriFone, Inc.	105220-2	United States	75/301878	2,333,548	REGISTERED	IN42
FOLIO	VeriFone, Inc.	105220-2	United States	74/530772	2,222,982	REGISTERED	IN9
LABORDAY	VeriFone, Inc.	105220-2	United States	75/173590	2,105,221	REGISTERED	IN9
OMNI	VeriFone, Inc.	105220-2	United States	74/111154	1,997,215	REGISTERED	IN9
OMNIPAK	VeriFone, Inc.	105220-2	United States	75/401080	2,769,390	REGISTERED	IN9
ONESOURCE	VeriFone, Inc.	105220-2	United States	74/635680	2,021,671	REGISTERED	IN36IN37IN41
PAYLANE	VeriFone, Inc.	105220-2	United States	75/040638	2,244,824	REGISTERED	IN9
PEARL	VeriFone, Inc.	105220-2	United States	75/137096	2,322,047	REGISTERED	IN9
PINSTRIPE	VeriFone, Inc.	105220-2	United States	73/611834	1,501,018	REGISTERED	IN9
PRINTPAK	VeriFone, Inc.	105220-2	United States	74/720156	2,091,898	REGISTERED	IN9
RUBYSUPERSYSTEMS	VeriFone, Inc.	105220-2	United States	74/271594	1,877,125	REGISTERED	IN9
SC	VeriFone, Inc.	105220-2	United States	74/597225	2,133,623	REGISTERED	IN9
SOFTPAY	VeriFone, Inc.	105220-2	United States	75/021465	2,095,822	REGISTERED	IN9
SOFTPOS	VeriFone, Inc.	105220-2	United States	75/017511	2,276,259	REGISTERED	IN9
TRANZ	VeriFone, Inc.	105220-2	United States	74/207685	1,732,650	REGISTERED	IN9
TRANZSTAND	VeriFone, Inc.	105220-2	United States	74/572808	2,007,438	REGISTERED	IN20
TXO	VeriFone, Inc.	105220-2	United States	74/178343	1,734,489	REGISTERED	IN9
VERICARE	VeriFone, Inc.	105220-2	United States	75/080939	2,052,479	REGISTERED	IN37
VERICENTRE	VeriFone, Inc.	105220-2	United States	75/930458	2,669,666	REGISTERED	IN9
VERIFAST	VeriFone, Inc.	105220-2	United States	74/290731	2,141,173	REGISTERED	IN9
VERIFONE	VeriFone, Inc.	105220-2	United States	74/178341	1,729,013	REGISTERED	IN9
VERIFONE	VeriFone, Inc.	105220-2	United States	73/335736	1,229,416	REGISTERED	IN9
VERIPASS	VeriFone, Inc.	105220-2	United States	78/039458	2,694,718	REGISTERED	IN9
VERIPATH	VeriFone, Inc.	105220-2	United States	75/116990	2,145,322	REGISTERED	IN9
VERISHIELD	VeriFone, Inc.	105220-2	United States	75/895495	2732519	REGISTERED	IN9

TRADEMARK

REEL: 002912 FRAME: 0978

Mark	Current Owner	Docket Number	Country	Current Appl #	Current Reg #	Status	Class & Type
VERITALK	VeriFone, Inc.	105220-2	United States	74/732849	2,062,204	REGISTERED	IN9
VERIX	VeriFone, Inc.	105220-2	United States	75/950880	2,742,665	REGISTERED	IN9
VFDESIGN	VeriFone, Inc.	105220-2	United States	73/741972	1,539,077	REGISTERED	IN9
VLM	VeriFone, Inc.	105220-2	United States	75/486510	2,346,075	REGISTERED	IN9
XTRASOFT	VeriFone, Inc.	105220-2	United States	73/455920	1,340,210	REGISTERED	IN9
ZON	VeriFone, Inc.	105220-2	United States	73/741971	1,535,102	REGISTERED	IN9
PAYWORKS	VeriFone, Inc.		United States	78/014,409	2,515,458	REGISTERED	
THE PAYMENT PEOPLE	VeriFone, Inc.		United States	76/520,341		FILED 1A	
LODGELINK	VeriFone, Inc.		United States	75/161,739	2,137,951	REGISTERED	
VERIFONE FOLIO	VeriFone, Inc.		United States	74/501,074	1,947,467	REGISTERED	
GEMSTONE and Design	VeriFone, Inc.		United States	74/272,729	1,749,946	REGISTERED	
GEMSTONE	VeriFone, Inc.		United States	74/272,728	1,752,340	REGISTERED	