

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
CSG SOFTWARE, INC.		09/21/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	WELLS FARGO, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT
Street Address:	1740 Broadway
Internal Address:	MAC C7301-031
City:	Denver
State/Country:	COLORADO
Postal Code:	80274
Entity Type:	BANK: UNITED STATES

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1814349	KENAN
Registration Number:	1944396	ARBOR

CORRESPONDENCE DATA	
Fax Number:	(415)393-2286
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	415-393-2000
Email:	peter.carson@bingham.com
Correspondent Name:	Peter H. Carson, Bingham McCutchen LLP
Address Line 1:	Three Embarcadero Center
Address Line 2:	Suite 1800
Address Line 4:	San Francisco, CALIFORNIA 94111-4067

ATTORNEY DOCKET NUMBER:	2003573-0000308745
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NAME OF SUBMITTER:	Mary Dougherty
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Total Attachments: 3
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GRANT OF SECURITY INTEREST

(TRADEMARKS)

WHEREAS, CSG SOFTWARE, 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 a Guarantee and Collateral Agreement dated as of September 21, 2004 (as amended or otherwise modified from time to time, the "Security Agreement"), in favor of WELLS FARGO, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT (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 September 21, 2004.

CSG SOFTWARE, INC.

By: 

Name: Joseph T. Ruble

Title: Secretary

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Colorado

ss.:

COUNTY OF Arapahoe

On this 21st day of September, 2004, before me, the undersigned, personally appeared Joseph T Ruble, 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.

Barbara Husbands

[NOTARY SEAL]



My Commission Expires 07/11/2005

SCHEDULE 1A TO GRANT OF SECURITY INTEREST

FROM CSG SOFTWARE, INC. TO WELLS FARGO, NATIONAL ASSOCIATION, AS
ADMINISTRATIVE AGENT

(TRADEMARKS AND TRADEMARK APPLICATIONS)

Mark	Serial No.	Registration No.
KENAN	74142792	1814349
ARBOR	74222619	1944396