

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Online Data Corp.		12/28/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	231 South LaSalle Street		
Internal Address:	IL1-231-08-30		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60697		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	76060234	DRIVING EPROGRESS	
Registration Number:	2810233		
Registration Number:	2619094	ONLINE APP	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	919 286-8028		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
NAME OF SUBMITTER:	Charles L. Evans		
Signature:	/Charles L. Evans/		

OP \$90.00 76060234

Date:

01/20/2005

Total Attachments: 3

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

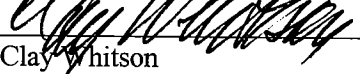
Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of December 28, 2004 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ONLINE DATA CORP., a Delaware corporation

By: 
Name: Clay Whitson
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: Anne M. Zeschke
Title: Associate Vice President

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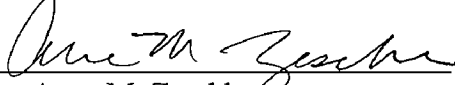
By: _____

Name: Clay Whitson

Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Anne M. Zeschke

Title: Assistant Vice President

Online Data Corporation

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Design Only	2810233	2/3/04
ONLINE APP	2619094	9/10/02

Pending Applications

Mark	Application No.	Filing Date
DRIVING EPROGRESS	76060234	5/31/00