

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Affiliated Computer Services, Inc.		03/20/2006	CORPORATION:
ACS Application Management Services, Inc.		03/20/2006	CORPORATION:
ACS BRC HOLDINGS, INC.		03/20/2006	CORPORATION:
ACS BUSINESS RESOURCES CORPORATION		03/20/2006	CORPORATION:
ACS BUSINESS SERVICES, LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ACS COMMERCIAL SOLUTIONS, INC		03/20/2006	CORPORATION:
ACS CONSULTANT COMPANY, INC		03/20/2006	CORPORATION:
ACS CONSULTANT HOLDINGS CORPORATION		03/20/2006	CORPORATION:
ACS DEFENSE LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ACS/ECG HOLDINGS LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ACS EDI GATEWAY, INC		03/20/2006	CORPORATION:
ACS EDUCATION SERVICES, INC		03/20/2006	CORPORATION:
ACS EDUCATION SOLUTIONS, LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ACS ENTERPRISE SOLUTIONS, INC		03/20/2006	CORPORATION:
ACS FEDERAL HEALTHCARE, LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ACS GLOBAL, INC		03/20/2006	CORPORATION:
ACS GOVERNMENT SYSTEMS, INC		03/20/2006	CORPORATION:
ACS HEALTH CARE, INC		03/20/2006	CORPORATION:
ACS HERITAGE INC		03/20/2006	CORPORATION:
ACS HR SOLUTIONS LLC		03/20/2006	LIMITED LIABILITY COMPANY:

CH \$2690.00 2888783

ACS HUMAN RESOURCES SOLUTIONS, INC		03/20/2006	CORPORATION:
ACS HUMAN SERVICES LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ACS IMAGE SOLUTIONS INC		03/20/2006	CORPORATION:
ACS LENDING INC		03/20/2006	CORPORATION:
ACS MIDDLE EAST INC		03/20/2006	CORPORATION:
ACS OUTSOURCING SOLUTIONS INC		03/20/2006	CORPORATION:
ACS PRINT AND MAIL SERVICES INC		03/20/2006	CORPORATION:
ACS STATE & LOCAL SOLUTIONS INC		03/20/2006	CORPORATION:
ACS STATE HEALTHCARE LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ACS TRADEONE MARKETING INC		03/20/2006	CORPORATION:
ACS TRANSPORT SOLUTIONS INC		03/20/2006	CORPORATION:
AGILERA INC		03/20/2006	CORPORATION:
AGILERA MESSAGING INC		03/20/2006	CORPORATION:
CONCERA CORPORATION		03/20/2006	CORPORATION:
DIGITAL INFORMATION SYSTEMS COMPANY LLC		03/20/2006	LIMITED LIABILITY COMPANY:
ETRAVELEXPERTS LLC		03/20/2006	LIMITED LIABILITY COMPANY:
GOVERNMENT RECORDS SERVICES INC		03/20/2006	CORPORATION:
HEALTH TECHNOLOGY ACQUISITION COMPANY		03/20/2006	CORPORATION:
LIVEBRIDGE INC		03/20/2006	CORPORATION:
MIDASPLUS INC		03/20/2006	CORPORATION:
NEWSPAPER SERVICES HOLDING INC		03/20/2006	CORPORATION:
OUTSOURCED ADMINISTRATIVE SYSTEMS, INC		03/20/2006	CORPORATION:
PATIENT ACCOUNTING SERVICE CENTER LLC		03/20/2006	LIMITED LIABILITY COMPANY:
SUPERIOR VENTURE PARTNER INC		03/20/2006	CORPORATION:
TENACITY MANUFACTURING COMPANY INC		03/20/2006	CORPORATION:
THE NATIONAL ABANDANONED PROPERTY PROCESSING CORPORATION		03/20/2006	CORPORATION:

TITLE RECORDS CORPORATION		03/20/2006	CORPORATION:
TRANSACTION PROCESSING SPECIALISTS INC		03/20/2006	CORPORATION:
TRUCKLOAD MANAGEMENT SERVICES INC		03/20/2006	CORPORATION:
WAGERS & ASSOCIATES INC		03/20/2006	CORPORATION:
ACS IT SOLUTIONS LP		03/20/2006	LIMITED PARTNERSHIP:
ACS MARKETING LP		03/20/2006	LIMITED PARTNERSHIP:
ACS PROPERTIES INC		03/20/2006	CORPORATION:
ACS PROTECTION SERVICES INC		03/20/2006	CORPORATION:
ACS REBGM INC		03/20/2006	CORPORATION:
ACS SECURITIES SERVICES INC		03/20/2006	CORPORATION:
BUCK CONSULTANTS LLC		03/20/2006	LIMITED LIABILITY COMPANY:

#### RECEIVING PARTY DATA

Name:	Citicorp USA, Inc.
Street Address:	388 Greenwich Street, 21st Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	CORPORATION: DELAWARE

#### PROPERTY NUMBERS Total: 107

Property Type	Number	Word Mark
Registration Number:	2888783	TMI-MULTIMEDIA
Registration Number:	2888781	TRIPPAK OVERNIGHT
Registration Number:	2894454	TRIPPAK SCANNING
Registration Number:	2340698	TRIPP@K ONLINE
Registration Number:	2692076	MISSINGCUSTOMERS
Registration Number:	2479657	SECUREMATCH
Registration Number:	2479656	MISSINGMONEY.COM SECUREMATCH
Registration Number:	2796679	FACTORS/SA
Registration Number:	2919333	FACTORS/SA WEB EDITION
Registration Number:	2831166	HELPWORKS
Registration Number:	2328839	OASYS OUTSOURCED ADMINISTRATIVE SYSTEMS, INC.
Registration Number:	2643618	LIVEBRIDGE

Registration Number:	2645859	IQUANTIC
Serial Number:	78638589	EXPLORE EXCELLENCE
Registration Number:	3034677	SEVERANCE SOLUTION
Registration Number:	2951651	FYI
Registration Number:	2696751	IQUANTIC BUCK
Serial Number:	76644160	GLOBAL VIEW
Registration Number:	2905751	PEOPLESMAART
Registration Number:	2709238	BUCK HARBOR
Registration Number:	2709237	BUCK HARBOR
Registration Number:	2913429	ADVANTAGE
Registration Number:	2789925	E-COMMUNICATION
Registration Number:	2643490	PRACTICING THE ART AND FINANCE OF HUMAN RESOURCES
Registration Number:	2596199	RETIREMENT PROGRAM DESIGNER
Registration Number:	2886768	POWER PAY
Registration Number:	2643350	FOCUSED ON THE NEEDS OF OUR CLIENTS
Registration Number:	2590226	BUCK CONSULTANTS
Registration Number:	2542117	BUCK
Registration Number:	2698875	ON-DEMAND ENROLLMENT
Registration Number:	2570336	THE ART & FINANCE OF HUMAN RESOURCES
Registration Number:	2530815	COM.UNITY
Registration Number:	1928297	FOR YOUR INFORMATION
Registration Number:	1720210	FOR YOUR BENEFIT
Registration Number:	1713577	FOR YOUR INFORMATION INTERNATIONAL
Registration Number:	1141439	BUCK CONSULTANTS
Registration Number:	2221387	MACRAVER
Registration Number:	2212060	
Registration Number:	2465125	
Registration Number:	2559820	AGILERA
Registration Number:	2564318	AGILERA.COM
Registration Number:	2462314	PAYLINK
Registration Number:	2150183	ACS
Registration Number:	2153370	ACS
Registration Number:	2145764	
Registration Number:	2147098	

Registration Number:	1504236	TRAC
Registration Number:	2817654	MEDSPOTLIGHT
Registration Number:	2429655	GATEPASS
Registration Number:	2429654	GATEPASS
Registration Number:	2502740	MVS EXPRESS
Registration Number:	2696057	E-CHILDCARE
Registration Number:	2324070	GOVERNLINK
Registration Number:	2330211	GOVERNLINK
Registration Number:	2227811	PREPASS
Registration Number:	2227810	PREPASS
Registration Number:	2007715	MICROGUARD
Registration Number:	2327702	LINXPEED
Registration Number:	2993046	QUESTER
Registration Number:	2904634	FIREHOUSE SOFTWARE
Serial Number:	76607282	TRIPPAK EZ-APP
Registration Number:	2941380	OUTSOURCE. OUTPERFORM.
Registration Number:	2893052	COMMON SENSE APPROACH, UNCOMMON RESULTS!
Registration Number:	2888782	ONE TRIP ONE ENVELOPE EVERY TIME!
Registration Number:	2928533	TRIPPAK ONLINE
Registration Number:	2912300	HERITAGE BUSINESS PLAN-FORMANCE
Registration Number:	2912299	HERITAGE PROGRAM ASSESSMENT
Serial Number:	76535434	HERITAGE CYBERACCESS
Registration Number:	2912297	HERITAGE CYBERFORMANCE TOOLKIT
Registration Number:	2894455	TRIPPAK
Registration Number:	2793808	CONNEXION
Registration Number:	2566793	ONLINEHEALTHPLAN.COM
Registration Number:	2584506	VISIONARY SYSTEMS
Registration Number:	2879778	WEBSPOTLIGHT
Registration Number:	2820100	FRAUDSPOTLIGHT
Registration Number:	2357123	TRIPP@K ONLINE
Registration Number:	2335384	TRIPPAK EXPRESS
Registration Number:	2338103	TRIPPAK EXPRESS
Registration Number:	2429163	BLENKARN NEWSPAPER READERSHIP SPECIALISTS
Registration Number:	2327897	WEBSPOTLIGHT
Registration Number:	2582495	CYBERREP

Registration Number:	2131691	HERITAGE SEARCH
Registration Number:	2070723	PEER-FORMANCE
Registration Number:	1987084	UNITEL
Registration Number:	1902455	JUROR
Registration Number:	1697242	DATALINK PLUS
Registration Number:	1697929	DATAPLAN
Registration Number:	1511201	PAPERSAFE
Registration Number:	1476152	COMSTOR
Registration Number:	1544790	DATAPLEX
Registration Number:	1482655	DATASAFE
Registration Number:	1464830	ACADEMIC FINANCIAL SERVICES ASSOCIATION
Registration Number:	0927959	AFSA
Registration Number:	1470902	DATASURANCE
Registration Number:	1341403	DATASURANCE
Registration Number:	2866425	HERITAGE CLINICAL PLAN-FORMANCE
Registration Number:	2912298	HERITAGE PHARMACY RANKING
Registration Number:	2912296	SMARTPA
Registration Number:	2688655	TCRS
Registration Number:	2813637	CONCERA
Registration Number:	2528612	HIGHER EDGE
Registration Number:	2288667	
Registration Number:	2741808	TRANSFORMING THE BUSINESS OF HEALTHCARE
Registration Number:	2793425	DIGITAL BUSINESS TRANSFORMATION
Registration Number:	2288666	SUPERIOR CONSULTANT
Registration Number:	2775475	POLICYWALL
Registration Number:	3031651	EXPRESSPENSION

**CORRESPONDENCE DATA**

Fax Number: (212)310-8007  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: Shola.ajewole@weil.com  
Correspondent Name: Weil, Gotshal & Manges c/o Shola Ajewole  
Address Line 1: 767 5th Avenue  
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER: 35899.0280

NAME OF SUBMITTER:	Shola Ajewole
Signature:	/Shola Ajewole/
Date:	03/20/2006

**Total Attachments: 35**

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**TRADEMARK SECURITY AGREEMENT**, dated as of March 20, 2006, by each of the entities listed on the signature pages hereof or that becomes a party hereto pursuant to *Section 7.10 (Additional Grantors)* of the Security Agreement referred to below (each a "Grantor" and, collectively, the "Grantors"), in favor of Citicorp USA, Inc. ("CUSA"), as agent for the Secured Parties (as defined in the Credit Agreement referred to below) (in such capacity, the "Administrative Agent").

**W i t n e s s e t h:**

WHEREAS, pursuant to the Credit Agreement, dated as of March 20, 2006 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), among AFFILIATED COMPUTER SERVICES, INC. (the "*Company*"), certain Subsidiaries of the Company, the Lenders and Issuers party thereto and CUSA, as agent for the Lenders and Issuers, the Lenders and the Issuers have severally agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantors are party to the Guaranty, dated as of March 20, 2006 pursuant to which they have guaranteed the Obligations; and

WHEREAS, all the Grantors are party to a Pledge and Security Agreement of even date herewith in favor of the Administrative Agent (the "*Security Agreement*") pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the Issuers and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders and the Issuers to make their respective extensions of credit to the Borrowers thereunder, each Grantor hereby agrees with the Administrative Agent as follows:

***Section 1. Defined Terms***

Unless otherwise defined herein, terms defined in the Credit Agreement or in the Security Agreement and used herein have the meaning given to them in the Credit Agreement or the Security Agreement.

***Section 2. Grant of Security Interest in Trademark Collateral***

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of the Secured Parties, and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "*Trademark Collateral*"):

(a) all of its Trademarks and Trademark Licenses to which it is a party, including, without limitation, those referred to on *Schedule I* hereto;

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark; and



(c) all Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

***Section 3. Security Agreement***

The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGES FOLLOW]

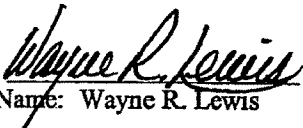
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

Very truly yours,

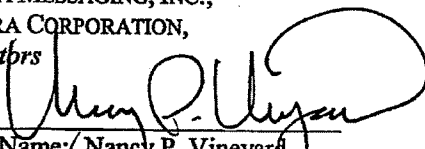
AFFILIATED COMPUTER SERVICES, INC.,  
ACS APPLICATION MANAGEMENT SERVICES,  
INC.

ACS BRC HOLDINGS, INC.,  
ACS BUSINESS RESOURCES CORPORATION,  
ACS BUSINESS SERVICES, LLC,  
ACS COMMERCIAL SOLUTIONS, INC.,  
ACS CONSULTANT COMPANY, INC.,  
ACS CONSULTANT HOLDINGS CORPORATION,  
ACS DEFENSE, LLC,  
ACS/ECG HOLDINGS, LLC,  
ACS EDI GATEWAY, INC.,  
ACS EDUCATION SERVICES, INC.,  
ACS EDUCATION SOLUTIONS, LLC,  
ACS ENTERPRISE SOLUTIONS, INC.,  
ACS FEDERAL HEALTHCARE, LLC.,  
ACS GLOBAL, INC.,  
ACS GOVERNMENT SYSTEMS, INC.,  
ACS HEALTH CARE, INC.,  
ACS HERITAGE, INC.,  
ACS HR SOLUTIONS, LLC,  
ACS HUMAN RESOURCES SOLUTIONS, INC.,  
ACS HUMAN SERVICES, LLC,  
ACS IMAGE SOLUTIONS, INC.,  
ACS LENDING, INC.,  
ACS MIDDLE EAST, INC.,  
ACS OUTSOURCING SOLUTIONS, INC.,  
ACS PRINT AND MAIL SERVICES, INC.,  
ACS STATE & LOCAL SOLUTIONS, INC.,  
ACS STATE HEALTHCARE, LLC,  
ACS TRADEONE MARKETING, INC.,  
ACS TRANSPORT SOLUTIONS, INC.,  
AGILERA, INC.,  
AGILERA MESSAGING, INC.,  
CONCERA CORPORATION,  
as Grantors

Witness:

  
Name: Wayne R. Lewis

By:

  
Name: Nancy P. Vineyard  
Title: Treasurer

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Nancy P. Vineyard, Treasurer of each company listed above, on behalf of each company.



Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Wayne R. Lewis.



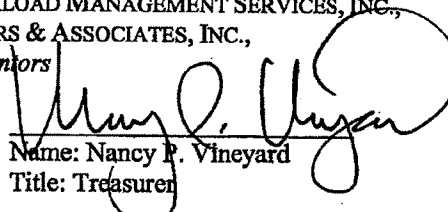
Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

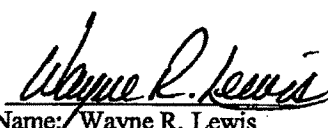
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

DIGITAL INFORMATION SYSTEMS COMPANY,  
L.L.C.,  
ETRAVELEXPERTS, LLC,  
GOVERNMENT RECORDS SERVICES, INC.,  
HEALTH TECHNOLOGY ACQUISITION COMPANY,  
LIVEBRIDGE, INC.,  
MIDASPLUS, INC.,  
NEWSPAPER SERVICES HOLDING, INC.,  
OUTSOURCED ADMINISTRATIVE SYSTEMS, INC.,  
PATIENT ACCOUNTING SERVICE CENTER LLC,  
SUPERIOR VENTURE PARTNER, INC.,  
TENACITY MANUFACTURING COMPANY, INC.,  
THE NATIONAL ABANDONED PROPERTY  
PROCESSING CORPORATION,  
TITLE RECORDS CORPORATION,  
TRANSACTION PROCESSING SPECIALISTS, INC.,  
TRUCKLOAD MANAGEMENT SERVICES, INC.,  
WAGERS & ASSOCIATES, INC.,  
*as Grantors*

By:

  
Name: Nancy P. Vineyard  
Title: Treasurer

Witness:

  
Name: Wayne R. Lewis

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 003272 FRAME: 0413

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Nancy P. Vineyard, Treasurer of each company listed above on behalf of each company.



Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Wayne R. Lewis.



Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

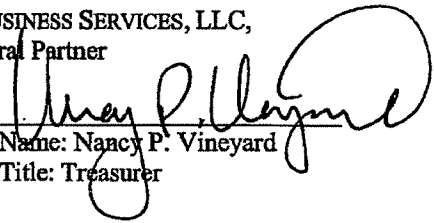
[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

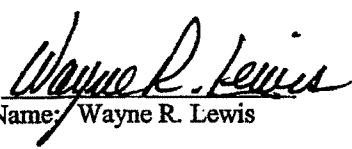
ACS IT SOLUTIONS, LP,  
*as Grantor*

By: ACS BUSINESS SERVICES, LLC,  
as General Partner

By:

  
Name: Nancy P. Vineyard  
Title: Treasurer

Witness:

  
Name: Wayne R. Lewis

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Nancy P. Vineyard, Treasurer of ACS Business Services, LLC, a Delaware limited liability company, on behalf of the limited liability company acting as the general partner of ACS IT Solutions, LP.



Sherril M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Wayne R. Lewis.



Sherril M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

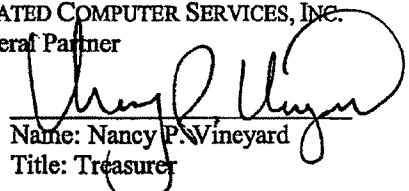
[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

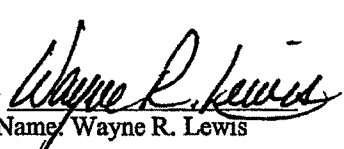
ACS MARKETING, L.P.,  
*as Grantor*

By: AFFILIATED COMPUTER SERVICES, INC.  
as General Partner

By:

  
Name: Nancy P. Vineyard  
Title: Treasurer

Witness:

  
Name: Wayne R. Lewis

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 003272 FRAME: 0417



STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Nancy P. Vineyard, Treasurer of Affiliated Computer Services, Inc., a Delaware corporation, on behalf of the corporation acting as the general partner of ACS Marketing L.P.



Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Wayne R. Lewis.

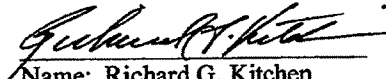


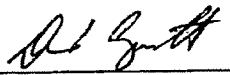
Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ACS PROPERTIES, INC.,  
as Grantor

By:   
Name: Richard G. Kitchen  
Title: President

Witness:   
Name: David M. Bennett

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

STATE OF Utah )  
 )  
COUNTY OF Salt Lake )

The foregoing instrument was acknowledged before me this 16th day of March, 2006, by Richard G. Kitchen, President of ACS Properties, Inc., a Delaware corporation, on behalf of the corporation.



Michelle Cannon  
Notary Public  
In and for the State of Utah  
My Commission Expires: 4/28/06

STATE OF Utah )  
 )  
COUNTY OF Salt Lake )

The foregoing instrument was acknowledged before me this 16th day of March, 2006, by David M. Bennett.



Michelle Cannon  
Notary Public  
In and for the State of Utah  
My Commission Expires: 4/28/06

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ACS PROTECTION SERVICES, INC.,  
*as Grantor*

By:



Name: Robert Sanders

Title: President and Secretary

Witness:



Name: Wayne R. Lewis

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 003272 FRAME: 0421

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Robert Sanders, President and Secretary of ACS Protection Services, Inc., a Texas corporation, on behalf of the corporation.



Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

STATE OF Texas )  
COUNTY OF Dallas )


The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Wayne R. Lewis.




Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ACS REBGM, INC.,  
ACS SECURITIES SERVICES, INC.,  
*as Grantors*

By:   
Name: Van Johnson  
Title: Senior Vice President-Licensing

Witness:   
Name: Wayne R. Lewis

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Van Johnson, Senior Vice President - Licensing of ACS REBGM, Inc., an Illinois corporation, and ACS Securities Services, Inc., a Texas corporation, on behalf of the corporations.



Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

STATE OF Texas )  
COUNTY OF Dallas )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2006, by Wayne R. Lewis.

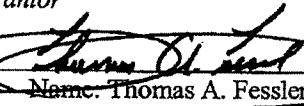



Sherrri M. Smith  
Notary Public  
In and for the State of Texas  
My Commission Expires:

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

BUCK CONSULTANTS, LLC  
*as Grantor*

By:   
Name: Thomas A. Fessler  
Title: Secretary

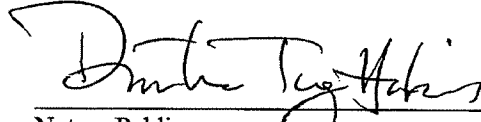
Witness:   
Name: Janet Martz

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]



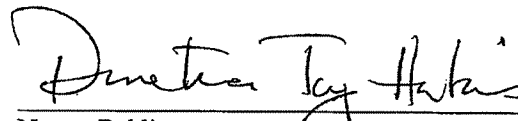
STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 2006, by Thomas A. Fessler, Secretary of Buck Consultants, LLC, a Delaware limited liability company, on behalf of the limited liability company.

  
\_\_\_\_\_  
Notary Public  
In and for the State of New York  
My Commission Expires: 10/31/09  
**DEMETRIA TACEY HATZIS**  
Notary Public, State of New York  
No. 01HA4738721  
Qualified in Nassau County  
Commission Expires October 31, 2009

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

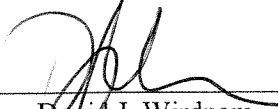
The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 2006, by Janet Martz.

  
\_\_\_\_\_  
Notary Public  
In and for the State of New York  
My Commission Expires: 10/31/09

**DEMETRIA TACEY HATZIS**  
Notary Public, State of New York  
No. 01HA4738721  
Qualified in Nassau County  
Commission Expires October 31, 2009

ACCEPTED AND AGREED  
as of the date first above written:

CITICORP USA, INC.,  
*as Administrative Agent*

By:   
Name: David J. Wirdnam  
Title: Director and Vice President

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

**TRADEMARK**  
**REEL: 003272 FRAME: 0427**

**SCHEDULE I  
TRADEMARKS**

Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	TMI- MULTIMEDIA	76/560095 10/20/03	2888783	9/28/04	TRUCKLOAD USA, INC			REG
US	TRIPPAK OVERNIGHT (STYLIZED)	76/560093 10/20/03	2888781	9/28/04	ACS MARKETING, LP			REG
US	TRIPPAK SCANNING (STYLIZED)	76/504801 4/7/03	2894454	10/19/04	ACS MARKETING, LP			REG
US	TRIPP@K ONLINE AND DESIGN	75/648764 2/25/99	2340698	4/11/00	TRUCKLOAD MANAGEMENT SERVICES, INC			REG
US Colorado	TRIPPAK EXPRESS AND DESIGN		1992111163 4	11/19/92	TRUCKLOAD MANAGEMENT SERVICES, INC			Renewed
US	MISSING- CUSTOMERS	76/163016 11/9/00	2692076	3/4/03	NATIONAL ABANDONED PROPERTY PROCESSING CORPORATION			REG

D:\AL01:897834.1.1. THESE ENTRIES WERE ADDED BASED ON CITI'S SEARCH

2. FOR FURTHER INVESTIGATION - S. BHAVSAR IS INVESTIGATING

3. CANNOT CONFIRM - S AJEWOLE WILL CHECK THAT CITI IS FILING AGAINST FOREIGN IP. IF SO S BHAVSAR WILL INVESTIGATE FURTHER.

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	SECUREMATCH	76/057198 5/25/00	2479657	8/21/01	NATIONAL ABANDONED PROPERTY PROCESSING CORPORATION			REG
US	MISSINGMONEY.COM SECUREMATCH	76/057197 5/25/00	2479656	8/21/01	NATIONAL ABANDONED PROPERTY PROCESSING CORPORATION			REG
US	FACTORS/SA	76/330970 10/25/01	2796679	12/23/03	ACS MARKETING, LP			REG
US	FACTORS/SA WEB EDITION	76/330398 10/25/01	2919333	1/18/05	ACS MARKETING, LP			REG
US	HELPWORKS	76/173339 11/30/00	2831166	4/13/04	ACS MARKETING, LP			REG
US	OASYS OUTSOURCED ADMINISTRATIVE SYSTEMS, INC.	75/625834 1/25/99	2328839	3/14/00	ACS MARKETING, LP			REG
US	LIVEBRIDGE	75/934911 3/3/00	2643618	10/29/02	ACS MARKETING, LP			REG

DAL01:897834.11. THESE ENTRIES WERE ADDED BASED ON CITI'S SEARCH

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US <sup>2</sup>	IQUANTIC	78/081282 8/27/01	2645859	11/5/02	BUCK CONSULTANTS, INC			REG
US	EXPLORE EXCELLENCE	78/638589 5/26/05			BUCK CONSULTANTS, LLC			Pending
US	SEVERANCE SOLUTION	78/433149 6/10/04	3034677	12/27/05	BUCK CONSULTANTS, LLC			REG
US	FYI	78/394376 3/31/04	2951651	5/17/05	BUCK CONSULTANTS, LLC			REG
US	FLEX-LTI	78/358826 1/28/04			BUCK CONSULTANTS, LLC			Pending Intent to Use
US	IQUANTIC BUCK	78/081289 8/27/01	2696751	3/11/03	BUCK CONSULTANTS, LLC			REG
US	GLOBAL VIEW	76/644160 8/1/05			BUCK CONSULTANTS, LLC			Pending
US	PEOPLES MART AND DESIGN	76/518952 6/2/03	2905751	11/30/04	BUCK CONSULTANTS, LLC			REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	BUCK HARBOR AND DESIGN	76/429547 7/11/02	2709238	4/22/03	BUCK CONSULTANTS, LLC			REG
US	BUCK HARBOR	76/429546 7/11/02	2709237	4/22/03	BUCK CONSULTANTS, LLC			REG
US	ADVANTAGE	75/919012 2/15/00	2913429	12/21/04	BUCK CONSULTANTS, LLC			REG
US	E-COMMUNICATION	75/912854 2/8/00	2789925	12/2/03	BUCK CONSULTANTS, LLC			REG
US	PRACTICING THE ART AND FINANCE OF HUMAN RESOURCES	75/852672 11/18/99	2643490	10/29/02	BUCK CONSULTANTS, LLC			REG
US	RETIREMENT PROGRAM DESIGNER	75/846327 11/11/99	2596199	7/16/02	BUCK CONSULTANTS, LLC			REG
US	POWER PAY	75/731141 6/17/99	2886768	9/21/04	BUCK CONSULTANTS, LLC			REG
US	FOCUSED ON THE NEEDS OF OUR CLIENTS	75/731140 6/17/99	2643350	10/29/02	BUCK CONSULTANTS, LLC			REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	BUCK CONSULTANTS	75/709349 5/19/99	2590226	7/9/02	BUCK CONSULTANTS, LLC			REG
US	BUCK	75/709174 5/19/99	2542117	2/26/02	BUCK CONSULTANTS, LLC			REG
US	ON-DEMAND ENROLLMENT	75/544757 8/31/98	2698875	3/18/03	BUCK CONSULTANTS, LLC			REG
US	THE ART & FINANCE OF HUMAN RESOURCES	75/490819 5/26/98	2570336	5/14/02	BUCK CONSULTANTS, LLC			REG
US	COMUNITY	75/379818 10/27/97	2530815	1/15/02	BUCK CONSULTANTS, LLC			REG
US	FOR YOUR INFORMATION	74/599655 11/16/94	1928297	10/17/95	BUCK CONSULTANTS, LLC			REG
US	FOR YOUR BENEFIT	74/208533 9/30/91	1720210	9/29/92	BUCK CONSULTANTS, LLC			Renewed
US	FOR YOUR INFORMATION INTERNATIONAL	74/208531 9/30/91	1713577	9/8/92	BUCK CONSULTANTS, LLC			Renewed

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	BUCK CONSULTANTS (STYLIZED)	73/184096 8/31/78	1141439	11/11/80	BUCK CONSULTANTS, LLC			Renewed
US	DESIGN ONLY	75/806917 9/23/99	2465125	7/3/01	APPLICAST, INC.	COMDISCO, INC.	5/22/00	REG
US	AGILERA	75/906480 1/31/00	2559820	4/9/02	AGILERA, INC.	COMDISCO VENTURES, INC.	8/30/02	REG
US	AGILERA.COM	75/906340 1/31/00	2564318	4/23/02	AGILERA, INC.	COMDISCO VENTURES, INC.	8/30/02	REG
US	PAYLINK	75/603014 12/9/98	2462314	6/19/01	ACS MARKETING, L.P.			REG
US	ACS AND DESIGN	75/140079 7/26/96	2150183	4/14/98	ACS MARKETING, L.P.			REG
US	ACS AND DESIGN	75/140078 7/26/96	2153370	4/28/98	ACS MARKETING, L.P.			REG
US	DESIGN ONLY	75/140077 7/26/96	2145764	3/24/98	ACS MARKETING, L.P.			REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	DESIGN ONLY	75/140076 7/26/96	2147098	3/31/98	ACS MARKETING, L.P.			REG
US	TRAC	73/623928 10/3/86	1504236	9/13/88	ACS MARKETING, LP	SANWA BUSINESS CREDIT CORPORATION	3/19/90 2/3/95	REG
US	MEDSPOTLIGHT	75/756391 7/20/99	2817654	2/24/04	ACS MARKETING, LP	FIRST CAPITAL GROUP OF TEXAS II, L.P.	10/5/01	REG
US	ETIMS	76/503120 3/31/03			ACS STATE AND LOCAL SOLUTIONS, INC.			PENDING
US	TIMS	76/502974 3/31/03			ACS STATE AND LOCAL SOLUTIONS, INC.			PENDING
US	ETIMS (STYLIZED)	76/502327 3/31/03			ACS STATE AND LOCAL SOLUTIONS, INC.			PENDING
US	GATEPASS AND DESIGN	75/863911 12/3/99	2429655	2/20/01	ACS STATE AND LOCAL SOLUTIONS, INC.			REG
US	GATEPASS	75/863910 12/3/99	2429654	2/20/01	ACS STATE AND LOCAL SOLUTIONS, INC.			REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	MVS EXPRESS	75/767990 8/4/99	2502740	10/30/01	ACS STATE AND LOCAL SOLUTIONS, INC.			REG
US	E-CHILDCARE (STYLIZED)	75/693828 4/28/99	2696057	3/11/03	ACS STATE AND LOCAL SOLUTIONS, INC.			REG
US	GOVERNLINK	75/643846 2/18/99	2324070	2/29/00	ACS STATE AND LOCAL SOLUTIONS, INC.			REG
US	GOVERNLINK	75/426956 2/2/98	2330211	3/14/00	ACS STATE AND LOCAL SOLUTIONS, INC.			REG
US	PREPASS AND DESIGN	75/383909 11/3/97	2227811	3/2/99	ACS STATE AND LOCAL SOLUTIONS, INC.			REG
US	PREPASS	75/383908 11/3/97	2227810	3/2/99	ACS STATE AND LOCAL SOLUTIONS, INC.			REG
US	MICROGUARD	74/667086 4/28/95	2007715	10/15/96	ACS MARKETING, LP			REG
US	AXCS	78/772990 12/14/05			ACS MARKETING, L.P.			PENDING

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	PUMA	78/761209 11/28/05			ACS MARKETING, L.P.			PENDING
US	ACS ARTHUR R. MCKAY HEALTHCARE USER GROUP KNOWLEDGE COLLABO- RATION LEADERSHIP	78/625988 5/9/05			ACS MARKETING, L.P.			PENDING
US	ACUSOLUTIONS	78/577369 3/1/05			ACS MARKETING, L.P.			PENDING
US	ACUSOLUTIONS	78/577346 3/1/05			ACS MARKETING, L.P.			PENDING
US	ACUSOLUTIONS	78/577256 3/1/05			ACS MARKETING, L.P.			PENDING
US	QUESTER	78/168146 9/26/02	2993046	9/6/05	ACS MARKETING, L.P.			REG
US	FIREHOUSE SOFTWARE	78/142540 7/10/02	2904634	11/23/04	ACS MARKETING, L.P.			REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	FREIGHTFORM EXPRESS	76/645667 8/26/05			ACS MARKETING, L.P.			PENDING
US	TRIPPAK EZ-APP	76/607282 8/13/04			ACS MARKETING, L.P.			PENDING
US	ACSNET	76/585989 4/9/04			ACS MARKETING, L.P.			PENDING
US	OUTSOURCE OUTPERFORM	76/579251 3/5/04	2941380	4/19/05	ACS MARKETING, L.P.			REG
US	COMMON SENSE APPROACH, UNCOMMON RESULTS!	76/560096 10/20/02	2893052	10/12/04	ACS MARKETING L.P.			REG
US	ONE TRIP ONE ENVELOPE ENTRY TIME!	76/560094 10/20/03	2888782	9/28/04	ACS MARKETING, L.P.			REG
US	TRIPPAK ONLINE	76/538142 8/1/03	2928533	3/1/05	ACS MARKETING, L.P.			REG
US	HERITAGE BUSINESS PLAN-FORMANCE	76/535448 7/25/03	2912300	12/21/04	ACS MARKETING, L.P.			REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	HERITAGE PROGRAM ASSESSMENT	76/535447 7/25/03	2912299	12/21/04	ACS MARKETING, L.P.			REG
US	HERITAGE CYBERACCESS	76/535434 7/25/03			ACS MARKETING L.P.			PENDING
US	HERITAGE CYBERFOR- MANANCE TOOLKIT	76/535431 7/25/03	2912297	12/6/04	ACS MARKETING, L.P.			REG
US	TRIPPAK	76/504802 4/7/03	2894455	10/19/04	ACS MARKETING, L.P.			REG
US	CONNEXION	76/391756 4/4/02	2793808	12/16/03	ACS MARKETING, L.P.			REG
US	ONLINE HEALTHPLAN.COM AND DESIGN	76/094573 7/19/00	2566793	5/7/02	ACS MARKETING, L.P.			REG
US	VISIONARY SYSTEMS	76/075189 6/22/00	2584506	6/25/02	ACS MARKETING, L.P.			REG
US	WEBSPOTLIGHT	75/756392 7/20/99	2879778	8/31/04	ACS MARKETING, L.P.	FIRST CAPITAL GROUP OF TEXAS II, L.P.	10/5/01	REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	FRAUDSPOT-LIGHT	75/756390 7/20/99	2820100	3/2/04	ACS MARKETING, L.P.	FIRST CAPITAL GROUP OF TEXAS II, L.P.	10/5/01	REG
US	TRIPPAK ONLINE AND DESIGN	75/648871 2/26/99	2357123	6/13/00	ACS MARKETING, L.P.			REG
US	TRIPPAK EXPRESS	75/648866 2/26/99	2335384	3/28/00	ACS MARKETING, L.P.			REG
US	TRIPPAK EXPRESS	75/648757 2/25/99	2338103	4/4/00	ACS MARKETING, L.P.			REG
US	BLENKARN NEWSPAPER READERSHIP SPECIALISTS	75/585210 11/9/98	2429163	2/20/01	ACS MARKETING, L.P.			REG
US	WEBSPOTLIGHT	75/474169 4/24/98	2327897	3/14/00	ACS MARKETING, L.P.	FIRST CAPITAL GROUP OF TEXAS II, L.P.	10/5/01	REG
US	CYBERREP	75/274737 4/15/97	2582495	6/18/02	ACS MARKETING, L.P.	ALLIED CAPITAL CORPORATION	12/16/98	REG
US	HERITAGE SEARCH	75/037911 12/27/95	2131691	1/27/98	ACS MARKETING, L.P.			REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	PEER-FORMANCE (STYLIZED)	75/018619 11/13/95	2070723	6/10/97	ACS MARKETING, L.P.			REG
US	UNITEL AND DESIGN	74/698600 7/7/95	1987084	7/16/96	ACS MARKETING, L.P.	ALLIED CAPITAL CORPORA- TION	12/16/98	REG
US	JUROR	74/459355 11/17/93	1902455	7/4/95	ACS MARKETING, L.P.			RENEWED
US	DATALINK PLUS	74/151803 3/27/91	1697242	6/30/92	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	2/3/95	REG
US	DATAPLAN	74/093661 9/4/90	1697929	6/30/92	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	2/3/95	RENEWED
US	PAPERSAFE	73/623979 10/3/86	1511201	11/1/88	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	3/19/90 2/3/95	REG
US	COMSTOR	73/623978 10/3/86	1476152	2/9/88	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	3/19/90 2/3/95	REG

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	DATAPLEX	73/623929 10/3/86	1544790	6/20/89	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	3/19/90 2/3/95	REG
US	DATASAFE	73/623927 10/3/86	1482655	3/29/88	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	3/19/90 2/3/95	REG
US	ACADEMIC FINANCIAL SERVICES ASSOCIATION	73/554425 8/19/85	1464830	11/10/87	ACS MARKETING, L.P.			REG
US	AFSA	72/342941 11/7/69	927959	1/25/72	ACS MARKETING, L.P.			RENEWED
US	DATASURANCE	73/623931 10/3/86	1470902	12/29/87	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	3/19/90 2/3/95	REG
US	DATASURANCE	73/459537 1/3/84	1341403	6/11/85 2/3/95	ACS MARKETING, L.P.	SANWA BUSINESS CREDIT COR- PORATION	2/3/95	RENEWED
US	HERITAGE CLINICAL PLAN- FORMANCE	76/537379 8/1/03	2866425	7/27/04	ACS MARKETING, L.P.			REG

DAL01:897834.1.1. THESE ENTRIES WERE ADDED BASED ON CITY'S SEARCH

2. FOR FURTHER INVESTIGATION - S. BHAVSAR IS INVESTIGATING

3. CANNOT CONFIRM - SAJEWOLE WILL CHECK THAT CITY IS FILING AGAINST FOREIGN IP. IF SO S BHAVSAR WILL INVESTIGATE FURTHER.

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	HERITAGE PHARMACY RANKING	76/535435 7/25/03	2912298	12/21/04	ACS MARKETING, L.P.			REG
US	SMARTPA	76/535426 7/25/03	2912296	12/21/04	ACS MARKETING, L.P.			REG
US Louisiana	GOVERNMENT BINDERS AND SUPPLIES			3/5/01	ACS ENTERPRISE SOLUTIONS, INC.			REG
US	TCRS	76/416441 6/3/02	2688655	2/18/03	ACS MARKETING, L.P.			REG
US	CONCERA	76/341567 11/26/01	2813637	2/10/04	ACS MARKETING, L.P.			REG
US	HIGHER EDGE	76/053665 5/19/00	2528612	1/8/02	ACS MARKETING, L.P.			REG
US	DESIGN ONLY	75/458021 3/27/98	2288667	10/26/99	ACS CONSULTANT HOLDINGS CORPORATION			REG
US	TRANSFORM-ING THE BUSINESS OF HEALTHCARE	78/104893 1/25/02	2741808	7/29/03	ACS CONSULTANT COMPANY, INC.			REG

DAL01:897834.1. THESE ENTRIES WERE ADDED BASED ON CITI'S SEARCH

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Country	Trademark Name	App. #/ App. Date	Reg. #	Reg. Date	Current Owner	Security Interest	Date Recorded	Status
US	DIGITAL BUSINESS TRANSFORMATION	75/800675 9/13/99	2793425	12/16/03	ACS CONSULTANT COMPANY, INC.			REG
US	SUPERIOR CONSULTANT AND DESIGN	75/458009 3/27/98	2288666	10/26/99	ACS CONSULTANT COMPANY, INC.			REG
US	EXPRESSPENSION		3031651	12/20/05	BUCK CONSULTANTS LLC			REG

DAL01:897834.1. THESE ENTRIES WERE ADDED BASED ON CITI'S SEARCH

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