

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------|----------|----------------|-----------------------|
| Princeton eCom Corporation | | 02/21/2007 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | Bank of America, N.A., as Administrative Agent |
| Street Address: | 101 N. Tryon Street |
| Internal Address: | 15th Floor |
| City: | Charlotte |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 28255 |
| Entity Type: | national banking association: UNITED STATES |

PROPERTY NUMBERS Total: 12

| Property Type | Number | Word Mark |
|----------------------|---------|----------------------------------|
| Registration Number: | 2194551 | 1-800-PAYBILL |
| Registration Number: | 2429266 | BTU BALANCE TRANSFER UTILITY |
| Registration Number: | 2982327 | COLLECTPAY |
| Registration Number: | 2143943 | DIGITAL SCANLINE |
| Registration Number: | 2603265 | E-COLLECT |
| Registration Number: | 2493631 | PRINCETON ECOM |
| Registration Number: | 2999934 | THE SMARTEST WAY TO MOVE MONEY |
| Registration Number: | 3008287 | REAL-TIME DIGITAL SCANLINE |
| Registration Number: | 2956844 | PAYANYONE |
| Registration Number: | 2349891 | RDF REMOTE DISBURSEMENT FACILITY |
| Registration Number: | 2379030 | INFERENCE |
| Registration Number: | 1763273 | ELS ELECTRONIC LOCKBOX SERVICE |

CORRESPONDENCE DATA

900070423

**TRADEMARK
 REEL: 003489 FRAME: 0513**

OP \$315.00 2194551

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
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

| | |
|-------------------------|-------------------------|
| ATTORNEY DOCKET NUMBER: | 017625.3793PRINCECOMEAR |
| NAME OF SUBMITTER: | Ellen A. Rubel |
| Signature: | /Ellen A. Rubel/ |
| Date: | 02/28/2007 |

Total Attachments: 4
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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 Security Agreement dated as of February 21, 2007 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties 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 Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, 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,

PRINCETON ECOM CORPORATION,
a Delaware corporation

By: 

Name: Catherine A. Graham

Title: Director

Acknowledged and Accepted:

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

By: _____

Name:

Title:

ONLINE RESOURCES CORPORATION
NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003489 FRAME: 0516

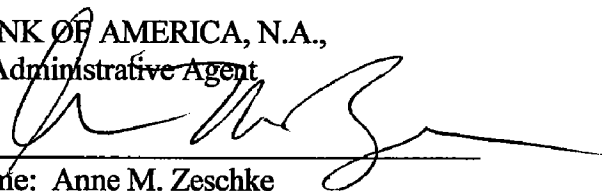
Very truly yours,

PRINCETON ECOM CORPORATION,
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: 
Name: Anne M. Zeschke
Title: Assistant Vice President

ONLINE RESOURCES CORPORATION
NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003489 FRAME: 0517

**Princeton eCom Corporation
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|----------------------------------|-------------------------|--------------------------|
| 1-800-PAYBILL | 2194551 | 10/13/98 |
| BTU BALANCE TRANSFER UTILITY | 2429266 | 2/20/01 |
| COLLECTPAY | 2982327 | 8/2/05 |
| DIGITAL SCANLINE | 2143943 | 3/17/98 |
| E-COLLECT | 2603265 | 8/6/02 |
| COLLECT PAY | 2982327 | 8/2/05 |
| PRINCETON ECOM | 2493631 | 9/25/01 |
| THE SMARTEST WAY TO MOVE MONEY | 2999934 | 9/27/05 |
| REAL-TIME DIGITAL SCANLINE | 3008287 | 10/25/05 |
| PAYANYONE | 2956844 | 5/31/05 |
| RDF REMOTE DISBURSEMENT FACILITY | 2349891 | 5/16/00 |
| INFERENCE | 2379030 | 8/22/00 |
| ELS ELECTRONIC LOCKBOX SERVICE | 1763273 | 4/6/93 |

ONLINE RESOURCES CORPORATION
NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS

TRADEMARK

RECORDED: 02/28/2007

REEL: 003489 FRAME: 0518