

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM417479

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association, as Prior Agent		02/24/2017	Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Successor Agent		
Street Address:	101 N. Tryon St.		
Internal Address:	C/O MAC Legal (NC1-001-05-45)		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255-0001		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 50			
Property Type	Number	Word Mark	
Registration Number:	3737299	ACI WORLDWIDE	
Serial Number:	85103255	ACI PAYMENT SYSTEMS	
Serial Number:	85103241	ACI PAYMENT SYSTEMS	
Serial Number:	85103218	ACI	
Serial Number:	85103169	ACI	
Serial Number:	85098900	ACI PAYMENT SYSTEMS TRUSTED GLOBALLY	
Serial Number:	85098766	ACI PAYMENT SYSTEMS TRUSTED GLOBALLY	
Serial Number:	85098759	ACI PAYMENT SYSTEMS	
Serial Number:	85098747	ACI PAYMENT SYSTEMS	
Serial Number:	85044016	AGILE PAYMENTS SOLUTION	
Registration Number:	3317092	BASELINE	
Registration Number:	3738680	BASE24-EPS	
Registration Number:	2944444	BASE24-ES	
Registration Number:	1919344	CO-ACH	
Registration Number:	1878506	ENGUARD	
Registration Number:	1688879	BASE24	
Registration Number:	1328099	BASE24-CARD	
Registration Number:	1328098	BASE24-TELLER	
TRADEMARK			

OP \$1265.00 3737299

Property Type	Number	Word Mark
Registration Number:	1328097	BASE24-ATM
Registration Number:	1330612	BASE24-POS
Registration Number:	3031055	MONEY HQ
Registration Number:	3148749	
Registration Number:	4009435	ONLINE RESOURCES
Registration Number:	2929906	PAYMYBILL
Registration Number:	3158407	TOTAL EPAYMENT SOLUTIONS
Registration Number:	2143943	DIGITAL SCANLINE
Registration Number:	3008287	REAL-TIME DIGITAL SCANLINE
Registration Number:	2956844	PAYANYONE
Registration Number:	1763273	ELS ELECTRONIC LOCKBOX SERVICE
Registration Number:	2546780	CHOICEPAY
Registration Number:	2138667	TIER TECHNOLOGIES
Registration Number:	4174873	OFFICIAL PAYMENTS
Registration Number:	4175433	OFFICIAL PAYMENTS
Registration Number:	4182409	OFFICIALLY PAID
Serial Number:	86344546	UNIVERSAL PAYMENTS
Serial Number:	86344523	UNIVERSAL PAYMENTS
Serial Number:	86344487	ACI UNIVERSAL PAYMENTS
Serial Number:	86344444	ACI UNIVERSAL PAYMENTS
Serial Number:	86238342	UP
Serial Number:	86308973	POSTILION
Registration Number:	4497227	UP
Registration Number:	4242462	ACI PAYMENT SYSTEMS TRUSTED GLOBALLY
Registration Number:	4222396	ACI
Registration Number:	4222395	ACI
Registration Number:	4222390	ACI PAYMENT SYSTEMS
Registration Number:	4206543	ACI PAYMENT SYSTEMS
Registration Number:	4206539	ACI PAYMENT SYSTEMS
Registration Number:	4165123	ACI PAYMENT SYSTEMS
Registration Number:	3768116	CREDISPHERE
Registration Number:	1860286	ON/X

CORRESPONDENCE DATA

Fax Number: 8009144240

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: Michael Violet
Address Line 1: 4400 Easton Commons Way
Address Line 2: Suite 125
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Elaine Carrera

SIGNATURE: /Elaine Carrera/

DATE SIGNED: 02/27/2017

Total Attachments: 18

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Wells Fargo Bank, National Association, as Prior Agent

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) February 24, 2017

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Successor Agent

Street Address: C/O MAC Legal (NC1-001-05-45),
101 N Tryon St.

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Attached Schedule A

B. Trademark Registration No.(s)

See Attached Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

58

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

February 24, 2017
Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 18

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SUCCESSION OF AGENCY

REEL/FRAME 4664/0681
REEL/FRAME 4982/0001
REEL/FRAME 4982/0030
REEL/FRAME 5158/0931
REEL/FRAME 5158/0984
REEL/FRAME 5344/0360
REEL/FRAME 5362/0204

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of February 24, 2017 (the “Effective Date”), is executed by Wells Fargo Bank, National Association, in its capacity as Administrative Agent under the Original Agreements (as defined below) (the “Prior Agent”), and Bank of America, N.A., in its capacity as Administrative Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement (as amended, restated, supplemented, waived or otherwise modified from time to time), dated as of November 10, 2011, by and among ACI Worldwide, Inc. (the “Parent Borrower”), the lenders party thereto, the Prior Agent and certain other parties thereto (the “Original Credit Agreement”), the Prior Agent and certain grantor parties identified on the signature page hereto (the “Grantors”) entered into that certain Collateral Agreement, dated as of November 10, 2011 (the “Original Security Agreement”), and the Trademark Security Agreement, dated as of November 10, 2011 (the “Trademark Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 22, 2011 at Reel/Frame 4664/0861, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on March 14, 2013 at Reel/Frame 4982/0001, Trademark Security Agreement was recorded with the United States Patent and Trademark Office on March 14, 2013 at Reel/Frame 4982/0030, Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 21, 2013 at Reel/Frame 5158/0931, Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 21, 2013 at Reel/Frame 5158/0984, Trademark Security Agreement was recorded with the United States Patent and Trademark Office on August 14, 2014 at Reel/Frame 5344/0360, and Trademark Security Agreement was recorded with the United States Patent and Trademark Office on September 15, 2014 at Reel/Frame 5362/0204, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Original Credit Agreement and the Original Security Agreement were amended and restated, as of February 24, 2017 (as amended and restated, collectively, the “Current Agreements”), and in connection with the transactions under the Current Agreements, the Prior Agent, the Successor Agent, Parent Borrower, ACI Worldwide Corp., as subsidiary borrower, and certain other parties have into that certain Successor Agent Agreement, dated as of February 24, 2017 (the “Resignation Agreement”), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent;

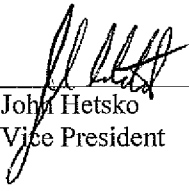
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**

By: 
Name: John Hetsko
Title: Vice President

[Signature Page to Trademark Agreement]

Accepted and Agreed:

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

By: *Renee Marion*
Name:
Title: **Renee Marion**
Assistant Vice President

[Signature Page to Trademark Agreement]

TRADEMARK
REEL: 005998 FRAME: 0349

SCHEDULE A

[See Attached]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

<u>Debtor/Grantor</u>	<u>Title</u>	<u>Filing Date/ Issued Date</u>	<u>Status</u>	<u>Application/ Registration No</u>
ACI Worldwide, Inc.	ACI WORLDWIDE	1/12/10	Registered	3,737,299
ACI Worldwide, Inc.	BASE 24	1/30/09	Argentina Registered	2270280
ACI Worldwide, Inc.	BASE 24	7/30/98	Australia Registered	657731
ACI Worldwide, Inc.	ACI	1/21/00	Austria Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Benelux Registered	01469444
ACI Worldwide, Inc.	BASE 24	3/23/94	Benelux Registered	552702
ACI Worldwide, Inc.	ACI	3/1/02	Brazil Pending	824409329
ACI Worldwide, Inc.	ACI	3/1/02	Brazil Pending	824409310
ACI Worldwide, Inc.	BASE 24	4/8/97	Brazil Registered	81806259
ACI Worldwide, Inc.	CREDITMASTE R	4/26/94	Brazil Registered	817007911
ACI Worldwide, Inc.	BASE 24	2/27/87	Canada Registered	324104
ACI Worldwide, Inc.	BASE 24	3/14/97	China Registered	962478
ACI Worldwide, Inc.	ACI	1/21/00	Cyprus Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Czech Republic Registered	01469444

<u>Debtor/Grantor</u>	<u>Title</u>	<u>Filing Date/ Issued Date</u>	<u>Status</u>	<u>Application/ Registration No</u>
ACI Worldwide, Inc.	ACI	1/21/00	Denmark Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Estonia Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	European Union Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Finland Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	France Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Germany Registered	01469444
ACI Worldwide, Inc.	BASE 24	2/14/96	Germany Registered	39514944
ACI Worldwide, Inc.	ACI	1/21/00	Greece Registered	01469444
ACI Worldwide, Inc.	BASE 24	4/13/95	Hong Kong Registered	B4067/99
ACI Worldwide, Inc.	ACI	1/21/00	Hungary Registered	01469444
ACI Worldwide, Inc.	BASE 24	11/9/04	India Registered	1319736
ACI Worldwide, Inc.	ACI	1/21/00	Ireland Registered	01469444
ACI Worldwide, Inc.	INFOBASE	7/15/92	Ireland Registered	1507130
ACI Worldwide, Inc.	ACI	1/21/00	Italy Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Jersey Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Latvia Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Lithuania Registered	01469444

<u>Debtor/Grantor</u>	<u>Title</u>	<u>Filing Date/ Issued Date</u>	<u>Status</u>	<u>Application/ Registration No</u>
ACI Worldwide, Inc.	ACI	1/21/00	Malta Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Poland Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Portugal Registered	01469444
ACI Worldwide, Inc.	BASE 24	5/9/95	Singapore Registered	T95/04119G
ACI Worldwide, Inc.	ACI	1/21/00	Slovakia Registered	01469444
ACI Worldwide, Inc.	ACI	1/21/00	Slovenia Registered	01469444
ACI Worldwide, Inc.	BASE 24	8/7/02	South Africa Registered	1995/04821
ACI Worldwide, Inc.	ACI	1/21/00	Spain Registered	01469444
ACI Worldwide, Inc.	BASE 24	3/22/94	Spain Registered	1810935
ACI Worldwide, Inc.	ACI	1/21/00	Sweden Registered	01469444
ACI Worldwide, Inc.	BASE 24	9/16/96	Taiwan Registered	727725
ACI Worldwide, Inc.	ACI	1/21/00	United Kingdom Registered	01469444
ACI Worldwide, Inc.	BASE 24	10/31/94	United Kingdom Registered	1567781
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/9/10	Application Pending	85-103, 255
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/9/10	Application Pending	85-103, 241
ACI Worldwide Corp.	ACI	8/9/10	Application Pending	85-103, 218
ACI Worldwide Corp.	ACI	8/9/10	Application Pending	85-103, 169

<u>Debtor/Grantor</u>	<u>Title</u>	<u>Filing Date/ Issued Date</u>	<u>Status</u>	<u>Application/ Registration No</u>
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS TRUSTED GLOBALLY	8/3/10	Application Pending	85-098, 900
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS TRUSTED GLOBALLY	8/3/10	Application Pending	85-098, 766
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/3/10	Application Pending	85-098, 759
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/3/10	Application Pending	85-098, 747
ACI Worldwide Corp.	AGILE PAYMENTS SOLUTION	5/20/10	Application Pending	85-044, 016
ACI Worldwide Corp.	BASELINE	10/23/07	Registered	3,317,092
ACI Worldwide Corp.	BASE24-EPS	1/19/10	Registered	3,738,680
ACI Worldwide Corp.	BASE24-ES	4/26/05	Registered	2,944,444
ACI Worldwide Corp.	CO-ACH	9/19/95	Registered	1,919,344
ACI Worldwide Corp.	ENGUARD	2/14/95	Registered	1,878,506
ACI Worldwide Corp.	BASE24	5/26/92	Registered	1,688,879
ACI Worldwide Corp.	BASE24-CARD	4/2/85	Registered	1,328,099
ACI Worldwide Corp.	BASE24-TELLER	4/2/85	Registered	1,328,098
ACI Worldwide Corp.	BASE24-ATM	4/2/85	Registered	1,328,097

<u>Debtor/Grantor</u>	<u>Title</u>	<u>Filing Date/ Issued Date</u>	<u>Status</u>	<u>Application/ Registration No</u>
ACI Worldwide Corp.	BASE24-POS	4/16/85	Registered	1,330,612
ACI Worldwide Corp.	BASE 24	8/2/89	France Registered	1544469
ACI Worldwide Corp.	base 24	3/21/94	France Registered	94513933

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

Debtor/Grantor	Title	Filing Date/Issued Date	Status	Application/Registration No.
Online Resources Corporation	MONEYHQ	12/20/2005	Registered	3,031,055
Online Resources Corporation	"E-SWOOSH" DESIGN	9/26/2006	Registered	3,148,749
Online Resources Corporation	ONLINE RESOURCES	8/9/2011	Registered	4,009,435
Online Resources Corporation	PAYMYBILL	3/8/2005	Registered	2,929,906
Online Resources Corporation	TOTAL EPAYMENT SOLUTIONS	10/17/2006	Registered	3,158,407
Princeton eCom Corporation	DIGITAL SCANLINE	3/17/1998	Registered	2,143,943
Princeton eCom Corporation	REAL-TIME DIGITAL SCANLINE	10/25/2005	Registered	3,008,287
Princeton eCom Corporation	PAYANYONE	5/31/2005	Registered	2,956,844
Princeton eCom Corporation	ELS ELECTRONIC LOCKBOX SERVICE	4/6/1993	Registered	1,763,273

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TRADEMARK REGISTRATIONS AND APPLICATIONS

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Online Resources Corporation	MONEYHQ	12/20/2005	Registered	3,031,055
Online Resources Corporation	"E-SWOOSH" DESIGN	9/26/2006	Registered	3,148,749
Online Resources Corporation	ONLINE RESOURCES	8/9/2011	Registered	4,009,435
Online Resources Corporation	PAYMYBILL	3/8/2005	Registered	2,929,906
Online Resources Corporation	TOTAL EPAYMENT SOLUTIONS	10/17/2006	Registered	3,158,407
Princeton eCom Corporation	DIGITAL SCANLINE	3/17/1998	Registered	2,143,943
Princeton eCom Corporation	REAL-TIME DIGITAL SCANLINE	10/25/2005	Registered	3,008,287
Princeton eCom Corporation	PAYANYONE	5/31/2005	Registered	2,956,844
Princeton eCom Corporation	ELS ELECTRONIC LOCKBOX SERVICE	4/6/1993	Registered	1,763,273

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Debtor/Grantor	Title	Filing Date / Issued Date	Status	Application/ Registration No.
Official Payments Holdings, Inc.	CHOICEPAY	1/5/2001	Registered	Reg. No. 2546780
Official Payments Holdings, Inc.	TIER TECHNOLOGIES	1/31/1997	Registered	Reg. No. 2138667
Official Payments Corp.	OFFICIAL PAYMENTS	11/14/2011	Registered	Reg. No. 4174873
Official Payments Corp.	OFFICIAL PAYMENTS (and design)	11/22/2011	Registered	Reg. No. 4175433
Official Payments Corp.	OFFICIALLY PAID	11/14/2011	Registered	Reg. No. 4182409

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TRADEMARK REGISTRATIONS AND APPLICATIONS

Debtor/Grantor	Title	Filing Date / Issued Date	Status	Application/ Registration No.
Official Payments Holdings, Inc.	CHOICEPAY	1/5/2001	Registered	Reg. No. 2546780
Official Payments Holdings, Inc.	TIER TECHNOLOGIES	1/31/1997	Registered	Reg. No. 2138667
Official Payments Corp.	OFFICIAL PAYMENTS	11/14/2011	Registered	Reg. No. 4174873
Official Payments Corp.	OFFICIAL PAYMENTS (and design)	11/22/2011	Registered	Reg. No. 4175433
Official Payments Corp.	OFFICIALLY PAID	11/14/2011	Registered	Reg. No. 4182409

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TRADEMARK REGISTRATIONS AND APPLICATIONS

Owner	Mark	Filing Date/Registration Date	Status	Application/ Registration No.
ACI Worldwide Corp.	UNIVERSAL PAYMENTS	7/22/2014	Filed (pending)	86-344546
ACI Worldwide Corp.	UNIVERSAL PAYMENTS	7/22/2014	Filed (pending)	86-344523
ACI Worldwide Corp.	ACI UNIVERSAL PAYMENTS	7/22/2014	Filed (pending)	86-344487
ACI Worldwide Corp.	ACI UNIVERSAL PAYMENTS	7/22/2014	Filed (pending)	86-344444
ACI Worldwide Corp.	UP	4/1/2014	Filed (pending)	86-238342
ACI Worldwide Corp.	POSTILION	6/13/2014	Filed (pending)	86-308973
ACI Worldwide Corp.	UP	12/31/2013 3/18/2014	Filed Registered	85-957708 4,497,227
ACI Worldwide Corp.	ONLINE RESOURCES	1/12/2011 8/9/2011	Filed Registered	85-216129 4,009,435
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS TRUSTED GLOBALLY	8/3/2010 11/13/2012	Filed Registered	85-098900 4,242,462
ACI Worldwide Corp.	ACI	8/9/2010 10/9/2012	Filed Registered	85-103218 4,222,396
ACI Worldwide Corp.	ACI	8/9/2010 10/9/2012	Filed Registered	85-103169 4,222,395
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/3/2010 10/9/2012	Filed Registered	85-098759 4,222,390
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/9/2010 9/11/2012	Filed Registered	85-103241 4,206,543
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/3/2010 9/11/2012	Filed Registered	85-098747 4,206,539
ACI Worldwide Corp.	ACI PAYMENT SYSTEMS	8/9/2010 6/26/2012	Filed Registered	85-103255 4,165,123
ACI Worldwide Corp.	CREDISPHERE	2/21/2008 3/30/2010	Filed Registered	77-402289 3,768,116

Owner	Mark	Filing Date/Registration Date	Status	Application/ Registration No.
ACI Worldwide Corp.	MONEY HQ	10/24/2003 12/20/2005	Filed Registered	76-554995 3,031,055
ACI Worldwide Corp.	PAYMYBILL	7/29/1999 3/8/2005	Filed Registered	75-745047 2,929,906
ACI Worldwide Corp.	ON/X	9/22/1992 10/25/1994	Filed Registered	74-316573 1,860,286

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Owner	Mark	Filing Date/Registration Date	Status	Application/ Registration No.
Retail Decisions, Inc.	RED SHIELD	3/5/2008	Registered	3,709,539
Retail Decisions, Inc.	PRISM MERCHANT	2/19/1999	Registered	2,324,092
Retail Decisions, Inc.	PRISM DEBIT	2/19/1999	Registered	2,324,091
Retail Decisions, Inc.	PRISM CREDIT	2/19/1999	Registered	2,324,090
Retail Decisions, Inc.	PRISM	3/28/1996	Registered	2,050,701