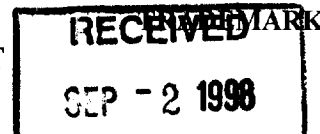


09-14-1998



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ER SHEET



Our Refs.: EPS-37446-0112

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New
 Resubmission (Non-Recordation)
Document ID # _____
 Correction of PTO Error
Reel # _____ Frame # _____
 Corrective Document
Reel # _____ Frame # _____

MED
9-2-98

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
 Merger Effective Date
Month Day Year
 Change of Name
Other _____

Conveying Party

____ Mark if additional names of conveying parties attached

Name Money Access Service Inc. Execution Date
Month Day Year
10/6/97
Formerly _____
 Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization Delaware

Receiving Party

____ Mark if additional names of receiving parties attached

Name MAS Inco Corporation
DBA/AKA/TA _____
Composed of _____
Address (line 1) 1100 Carr Road
Address (line 2) Wilmington, DE 19809
Address (line 3) _____
 Individual General Partnership Limited Partnership Corporation Association
 Other _____
 Citizenship/State of Incorporation/Organization Delaware

YOL

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FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (202) 467-7604

Name Anna W. Manville, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

Pages Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,811,073

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40

Method of Payment: Enclosed X Deposit Account _____

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X No _____

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Anna W. Manville
Name of Person Signing


Signature

9/2/98
Date Signed

SERVICE MARK ASSIGNMENT

WHEREAS, MONEY ACCESS SERVICE INC., a Delaware corporation having its principal offices at 1100 Carr Road, Wilmington, Delaware 19809, has adopted, owns, and is using through its Licensee the service mark CAPMAC registered in the U.S. Patent and Trademark Office, Reg. No. 1,811,073 (the "Mark");

WHEREAS, MAS Inco Corporation, a Delaware corporation having its principal office at 1100 Carr Road, Wilmington, Delaware 19809, desires to acquire the Mark, the goodwill associated with the Mark, and the above-reference federal registration;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, MONEY ACCESS SERVICE INC. hereby assigns to MAS Inco Corporation all right, title and interest in the Mark, together with the goodwill of the business symbolized by the Mark and the registration thereof.

FURTHERMORE, MAS Inco Corporation hereby assumes all liabilities and obligations in connection with the assignment described immediately above, except as otherwise agreed in writing between the parties.

MONEY ACCESS SERVICE INC. agrees to take whatever further action is deemed necessary or appropriate by MAS Inco Corporation to properly and completely effect the transfer to it of the Mark and to establish its full custody of the Mark.

This Assignment Agreement shall be governed by Delaware law.

Date: 10/6/97

MONEY ACCESS SERVICE INC.

By: E. T. Alsdam

Name: EDWARD T. ALSDAM
(typed or printed)

Title: TREASURER

ACCEPTED AND AGREED

MAS Inco Corporation

By: M. E. Feister

Name: MARCIA E. FEISTER
(typed or printed)

Title: SECRETARY

Date: 10/6/97