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FORM PTO-1594

U.S. Patent & TMO/TM Mail Rpt Dt. #66

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12-22-1998

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To the Honorable Commissioner of Patents and Trademarks: Please record this document.

1. Name of conveying party(ies): **Meridian Enterprises Corporation**

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation - Missouri
 - Other _____
- Additional name(s) of conveying party(ies) attached?
 Yes No

12-4-98

2. Name and address of receiving party(ies):

Name: **The Chase Manhattan Corporation**

Street Address: **270 Park Avenue**

City: **New York** State: **New York**

ZIP: **10017**

3. Nature of conveyance:
- Assignment Merger
 - Security Agreement Change of Name
 - Other _____

Execution Date: **November 10, 1998**

- Individual(s) citizenship _____
 - Association _____
 - General Partnership _____
 - Limited Partnership _____
 - Corporation - State **of Delaware**
 - Other _____
- If assignee is not domiciled in the United States, a domestic representative is attached Yes No
- Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **2,111,952**

Additional numbers attached? Yes No

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

Name: **Peter Bucci**

Internal Address: **Orrick, Herrington & Sutcliffe LLP**

Street Address: **666 Fifth Avenue**

City: **New York** State: **New York** ZIP: **10103**

6. Total number of applications and registrations involved: **[1]**

7. Total fee (37 CFR 3.41)..... **\$ 40.00**

- Enclosed
- Authorized to be charged to deposit account for any deficiency in fees

8. Deposit account number: **43-0665**

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. 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.

James Murtha
Name of Person Signing

James J. Murtha
Signature

December 4, 1998
Date

Total number of pages including cover sheet, attachments, and document: **[3]**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

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SERVICE MARK ASSIGNMENT

This Service Mark Assignment is effective as of November 1, 1998.

WHEREAS, Meridian Enterprises Corporation, a Missouri corporation, having an address at 945 Hornet Drive, Hazelwood, Missouri, 63042-2309 [hereinafter, "MERIDIAN"], is the owner of the mark ULTIMATE REWARDS [hereinafter, "the Mark"], U.S. Service Mark Registration 2,111,952 for the Mark and the goodwill of the business associated with the Mark,


WHEREAS, The Chase Manhattan Corporation, a Delaware corporation having an address at 270 Park Avenue, New York, New York 10017 [hereinafter, "CHASE"] is desirous of acquiring the Mark,

NOW, THEREFORE, in consideration of one dollar (\$1) and other good and valuable consideration paid to MERIDIAN, the receipt and sufficiency of which is hereby acknowledged, MERIDIAN hereby assigns to CHASE all of the right, title and interest of MERIDIAN, on a world-wide basis, in and to the Mark and U.S. Registration 2,111,952 for the Mark, together with any and all goodwill of the business symbolized by the Mark.

MERIDIAN also assigns to CHASE rights to all causes of action for infringement or violation of any rights in the Mark or the Registration and any recoveries resulting from infringements or violations of such rights.

MERIDIAN agrees to execute and deliver to CHASE all such documents as may reasonably be requested by CHASE to effectuate this Assignment, now or in the future, and to cooperate as reasonably requested by CHASE as needed in order to effectuate this Assignment, now or in the future.

Meridian Enterprises Corporation



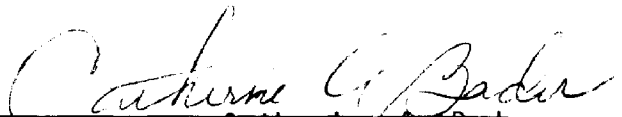
Samuel G. Toumayan
President

November 17, 1998
Date

State of Missouri)
) ss.
County of St. Louis)

Before me, a Notary Public for said county, Samuel G. Toumayan personally appeared who, being duly sworn, did say that he is the President of MERIDIAN ENTERPRISES CORPORATION, a Missouri corporation, and acknowledged to me that the foregoing instrument was signed on behalf of said corporation by the authority of its Board of Directors and is the free act and deed of said corporation.

In witness whereof I have hereunto set my hand and affixed by official seal this 10th day of November, 1998.



Notary Public Catherine A. Bader
my commission expires 1-29-2000