

04-02-1999



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To **100999575**

Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Heartland Payment Systems LLC

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  
 Yes                       No

2. Name and address of receiving party(ies)  
 Name: MasterCard International Incorporated  
 Address: 2000 Purchase Street  
 City: Purchase State: NY Zip: 10577

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State DELAWARE  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name

Other \_\_\_\_\_

Execution Date: 2-17-99

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)

Additional name(s) and address(es) attached?  
 Yes                       No

3-16-99

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

A. Trademark Application No.(s)  
75/321,332

Additional numbers attached?  Yes             No

B. Trademark Registration No.(s)

Yes                       No

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

Name: Parker H. Bagley, Esq.  
BAKER & BOTTS, L.L.P.  
 Address: 30 Rockefeller Plaza - 44 Fl.  
 City: New York State: NY Zip: 10112

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

03/31/1999 JSH0077 00000119 75321332

FC:481                      40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature

*To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.*

Parker H. Bagley                      [Signature]                      3/10/99  
 Name of Person Signing                      Signature                      Date

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

ASSIGNMENT

WHEREAS, HEARTLAND PAYMENT SYSTEMS LLC (hereinafter "Assignor"), a corporation organized and existing under the laws of the State of Missouri, with a place of business at 212 South Central Avenue, Suite 301, St. Louis, Missouri 63105, is the owner of common law rights, title and interest in and to the trademark LODGEMASTER for credit card and bank card processing services for the hotel and lodging industry, as well as U.S. Application Serial No. 75/321,332;

WHEREAS, Assignor represents and warrants that it and its predecessor-in-interest have used such mark in interstate commerce in connection with such goods as early as June 1997 and continuing to the date of this assignment, that its title in and to the trademark LODGEMASTER is free and clear of any and all encumbrances, liens or other adverse claims and that it has the unfettered right to make this assignment;

WHEREAS, MASTERCARD INTERNATIONAL INCORPORATED, with a place of business at 2000 Purchase Street, Purchase, NY 10577 (hereinafter "Assignee"), is desirous of acquiring said mark:

NOW, THEREFORE:

In consideration of and in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby assign unto Assignee all of its common law rights, title and interest in

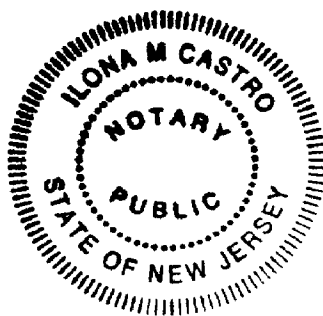
and to the trademark LODGEMASTER, together with the goodwill of the business symbolized thereby, the right to sue for past infringement and U.S. Application Serial No. 75/321,332.

HEARTLAND PAYMENT SYSTEMS LLC

By: *Robert Van Cise*  
Name : Robert Van Cise  
Title : Chief Executive Officer

Dated: \_\_\_\_\_

Attest: \_\_\_\_\_



ILONA M. CASTRO  
Notary Public, State of New Jersey  
ID# 2189854  
Commission Expires October 2, 2001  
*Ilona M. Castro*  
2/17/99