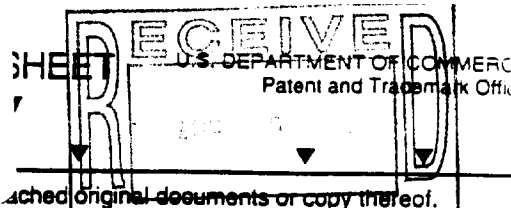


REC

04-16-1999



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To the Honorable Commissioner of Pa



101012856

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Targeted Marketing Systems, Inc.
1201 Main Street - Suite 2500
Dallas, Texas 75202

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State = Delaware
☐ Other

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

3. Nature of conveyance:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: April 7, 1999

2. Name and address of receiving party(ies)

Name: Harold Brierley

Internal Address:

Street Address: 4324 St. John's Drive
Dallas TX 75205
City: State: ZIP:

- ☒ Individual(s) citizenship Texas
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☐ Other

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) & address(es) attached? ☐ Yes ☐ No

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

A. Trademark Application No.(s)

75/090,504 75/428,626
75/155,005 75/508,031
75/155,006 75/529,838
75/273,298 75/530,887
75/351,865 75/715,629

B. Trademark Registration No.(s)

2,204,246

Additional numbers attached? ☐ Yes ☒ No

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

Name: Cathy L. Lueders

Internal Address:

Hall Dickler Kent Friedman & Wood
27th Floor

Street Address: 909 Third Avenue

City: New York, State: NY ZIP: 10022

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41).....\$ 290.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

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

04/16/1999 DNGUYEN 00000078 2204246

01 FC:481
02 FC:482

40.00 OP
250.00 OP

DO NOT USE THIS SPACE

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.

Cathy L. Lueders

Name of Person Signing

Signature

April 8, 1999

Date

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

10

Mail documents to be recorded with required cover sheet Information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK

REEL: 1886 FRAME: 0425

EH331966009US

DEED OF ASSIGNMENT OF SERVICE MARKS

WHEREAS, TARGETED MARKETING SYSTEMS, INC., a Delaware Corporation, located and doing business at 1201 Main Street, Suite 2500, Dallas, Texas, 75202 ("Assignor"), is the owner of certain trademarks and the application and registration therefor shown in the attached Schedule "A", and of the goodwill of the business appertaining to the trademarks in the United States; and

WHEREAS, HAROLD BRIERLEY, a citizen of the State of Texas with a mailing address of 4324 St. John's Drive, Dallas, Texas 75205 ("Assignee"), desires to acquire the entire right, title and interest in, to and under said trademarks and the registrations and applications therefor and the goodwill of the business appertaining to the trademarks, including the right to sue and recover for any and all past infringements;

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR, by these presents does sell, assign and transfer to ASSIGNEE, its successors and assigns forever, the entire right, title and interest in, to and under said trademarks and the registrations and applications therefor shown in the attached Schedule "A", together with the goodwill of the business appertaining to the said trademarks, and all rights of action, both at law and in equity, for past infringements, if any, of the said trademarks, the same to be held and enjoyed by ASSIGNEE, its successors and assigns forever, as fully and entirely as the same could have been enjoyed by ASSIGNOR if this assignment had not been made.

Assignor represents and warrants that Assignor is the sole owner of the Marks and that to the best of its knowledge no other person or entity has any interest in such Marks.

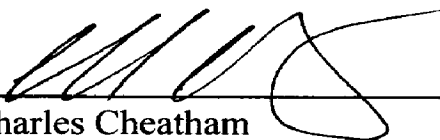
This Agreement supersedes all prior understandings, agreements and documentation relating to this matter.

IN WITNESS WHEREOF, ASSIGNOR has caused this assignment, to be executed by its duly authorized corporate officer on this 7th day of April, 1999.

Dated: Dallas, Texas

TARGETED MARKETING SYSTEMS, INC.

By


Name: Charles Cheatham

Title: Treasurer

SCHEDULE A

A. Registration

Mark

Registration No.

E-MILES

2,204,246

B. Application

Mark

Serial No.

GIFT MILES

75/155,006

DEED OF ASSIGNMENT OF SERVICE MARKS

WHEREAS, TARGETED MARKETING SYSTEMS, INC., a Delaware Corporation, located and doing business at 1201 Main Street, Suite 2500, Dallas, Texas 75202 (“Assignor”), has intended to use the marks set forth in the attached Schedules A and B (the “Marks”) in commerce and has filed applications to register the Marks indicating that intention but has not yet filed an Amendment to Allege Use or a Statement of Use for the Marks under §§1(c) or 1(d) of the Trademark Act, and

WHEREAS, Assignor is assigning the Marks as part of the entire business or portion thereof to which the Marks pertain as required by 15 U.S.C. §1060; and

WHEREAS, HAROLD BRIERLEY, a citizen of the State of Texas with a mailing address of 4324 St. John’s Drive, Dallas, Texas 75205, (“Assignee”), the successor of the ongoing and existing business or portion thereof of Assignor, to which the Marks pertain, is desirous of acquiring said Marks and the pending intent-to-use applications therefor;

NOW, THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby assign, sell, transfer, set over and convey to Assignee, all right, title and interest in and to the Marks together with the goodwill of the business appertaining to the Marks, including the right to sue and recover for any and all past infringements;

Assignor represents and warrants that Assignor is the sole owner of the Marks and that to the best of its knowledge no other person or entity has any interest in such Marks.

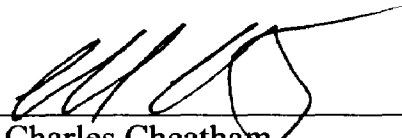
This Agreement supersedes all prior understandings, agreements and documentation relating to this matter.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date below written.

Dated: Dallas, Texas
April 7, 1999

TARGETED MARKETING SYSTEMS, INC.

By


Name: Charles Cheatham

Title: Treasurer

SCHEDULE A
UNITED STATES APPLICATIONS

	<u>Mark</u>	<u>Serial Number</u>	<u>Status</u>
1.	E-REWARDS	75/090,504	Pending
2.	MILES FOR MINUTES	75/155,005	Pending
3.	E-STUFF	75/273,298	Pending
4.	E-LATIONSHIP	75/351,865	Pending
5.	WE VALUE YOUR TIME	75/428,626	Pending
6.	----- FOR MINUTES	75/508,031	Pending
7.	EUROREWARDS	75/529,838	Pending
8.	EUROMILES	75/530,887	Pending
9.	LIVING PURSUITS	75/715,629	Pending

SCHEDULE B
EUROPEAN COMMUNITY TRADEMARK APPLICATIONS

	<u>Mark</u>	<u>Serial Number</u>	<u>Status</u>
1.	E-MILES	618,686	Pending
2.	EUROMILES	891,051	Pending
3.	EUROREWARDS	891,101	Pending
4.	MILES FOR MINUTES	937,912	Pending