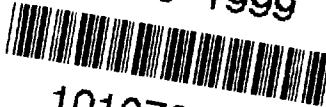


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
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Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
06 23 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

06 23 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

06/29/1999 MTHAI1 00000243 1973899

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01 FC:481
02 FC:482

40.00 OP
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TRADEMARK

REEL: 001921 FRAME: 0221

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

Mark if additional numbers 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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,973,899"/>	<input type="text" value="2,077,516"/>	<input type="text" value="2,121,147"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

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.

LINDA A. HEBAN

Name of Person Signing

Linda A. Heban

Signature

6/24/99

Date Signed

ASSIGNMENT OF TRADEMARKS

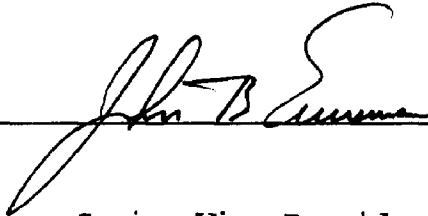
WHEREAS, Signature Financial/Marketing, Inc., a Delaware corporation, having a place of business at 1105 North Market Street, Suite 1300, P.O. Box 8985, Wilmington, Delaware 19899 ("ASSIGNOR"), has adopted, used, is using, and is the owner of the marks, the goodwill symbolized by the marks, and the United States registrations identified in **Exhibit A** attached hereto, and the Brazil application and Canada registration identified in **Exhibit B** attached hereto (collectively referred to as the "Marks") ; and

WHEREAS, SignatureCard, Inc., an Indiana corporation, having a principal place of business at 200 North Martingale Road, Schaumburg, Illinois 60173-2096 ("ASSIGNEE") is desirous of acquiring all of the right, title and interest of ASSIGNOR in and to the Marks, the goodwill symbolized thereby, and the United States registrations and Brazil and Canada applications identified in **Exhibits A and B**, respectively;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers and conveys all right, title and interest in and to, and to the use of, the Marks, the registrations and the applications, together with the goodwill symbolized by the Marks, the registrations and the applications, and the right to recover for past acts of infringement, free and clear of all liens and encumbrances.

The United States Patent and Trademark Office is hereby authorized to deliver to ASSIGNEE, its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this assignment.

Signature Financial/Marketing, Inc.
ASSIGNOR

By:  _____
Its: Senior Vice President

Dated: June 23, 1999

Exhibit A

Trademark

U.S. Registration No.

DINING A LA CARD

1,973,899

TRANSFORMS YOUR CREDIT CARDS
INTO MONEY MAKERS

2,077,516

EARN MILES FOR YOUR MEALS

2,121,147

Exhibit B

Trademark

DINING A LA CARD

DINING A LA CARD

Application No.

Brazil, No. 819,874,400

Canada, TMA 502,825