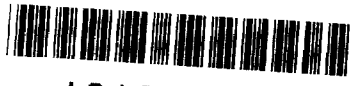


06-02-2000

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Form PTO-1594  
(Rev. 6-93)



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commission

101371895

5:12:00

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Address of receiving party(ies):

Mr. Payroll Corporation

Name: Innoventry

- Individual(s)
- General Partnership
- Corporation-State: Texas
- Other

Internal Address:

Street Address: 534 Fourth Street

City: San Francisco State: California ZIP: 94107-1621

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

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

3. Nature of conveyance:

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

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

Execution Date: April 27, 2000

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

- A. Trademark Application No.(s)  
75/544491, 75/544432,  
75/544470, 75/544489

- B. Trademark Registration No.(s)  
2,297,905  
2,295,718



05-12-2000

Additional numbers attached?  Yes  No

U.S. Patent & TMO/TM Mail Rpt Dt. #54

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

Name: Lalitha Mani

Internal Address: Perkins Coie LLP

Street Address: 1201 Third Avenue, Suite 4800

City: Seattle State: WA ZIP: 98101

6. Total number of applications and registrations involved: **6**

7. Total fee (37 CFR 3.41):.....\$ **165**

- Enclosed
- Authorized to be charged to deposit account
- Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665

8. Deposit account number:

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

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.

May 12, 2000

Lalitha Mani

Signature

Date

Total number of pages comprising cover sheet, attachments and document: **5**

Repln. Ref: 05/31/2000 SWILSON1 0015514900 NOT DETACH THIS PORTION 05/31/2000 SWILSON1 00000010 75544491

Mail documents to be recorded with record cover sheet information to:

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

## ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, Mr. Payroll Corporation ("Assignor"), a Texas corporation with its principal place of business at 2201 Civic Circle, Suite 910, Amarillo, Texas, 79109, has common law rights in the marks that are the subject of this assignment and is the owner of the service mark registrations set forth in Exhibit 1 and incorporated herein by reference;

WHEREAS, Assignor is also the owner of the pending service mark use applications set forth in Exhibit 2 and incorporated herein by reference;

WHEREAS, Assignor is also the owner of the pending service mark intent-to-use applications set forth in Exhibit 3 and incorporated herein by reference;

WHEREAS, Innoventry ("Assignee"), a Delaware corporation with its principal place of business at 534 Fourth Street, San Francisco, California, 94107-1621, is desirous of acquiring said common law rights, registrations, applications and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the marks set forth in Exhibits 1, 2 and 3, together with that portion of its business relating to the marks and the goodwill appurtenant thereto.

Signed this 27 day of April, 2000.

MR. PAYROLL CORPORATION

By

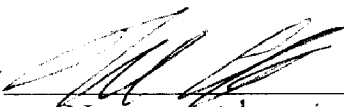
  
Name: Neil Chesworth  
Title: CTO

EXHIBIT 1  
TRADEMARK REGISTRATIONS

| Trademark                       | Registration No. | Registration Date |
|---------------------------------|------------------|-------------------|
| ANY CHECK * ANY BANK * ANY TIME | 2,297,905        | 12/7/99           |
| YOUR CASH TECHNOLOGY PARTNER    | 2,295,718        | 11/30/99          |



05-12-2000

U.S. Patent & TMO/c/TM Mail Rcpt D'. #54

EXHIBIT 2

PENDING "USE" APPLICATIONS

| <b>Trademark</b>                            | <b>Serial No.</b> | <b>Filing Date</b> |
|---|-------------------|--------------------|
| CHANGING THE WAY THE WORLD<br>GETS ITS CASH | 75/544,491        | 8/28/98            |

EXHIBIT 3

PENDING "INTENT-TO-USE" APPLICATIONS

| <b>Trademark</b>                | <b>Serial No.</b> | <b>Filing Date</b> |
|---------------------------------|-------------------|--------------------|
| BUCKY                           | 75/544,432        | 8/28/98            |
| THE CASH TECHNOLOGY LEADER      | 75/544,470        | 8/28/98            |
| ANY CHECK * ANY CARD * ANY BANK | 75/544,489        | 8/28/98            |