

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name First National Bank of Omaha

12292000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other National Bank
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name RPSI, Inc.

DBA/AKA/TA Retriever Payment Systems

Composed of _____

Address (line 1) 20405 State Highway 249, Suite 700

Address (line 2) _____

Address (line 3) Houston

Texas

77070

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 Nebraska

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK

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REEL: 002173 FRAME: 0244

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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="2142148"/>	<input type="text" value="2119553"/>	<input type="text" value="2107218"/>
<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.

Steven M. Rosenthal
Name of Person Signing


Signature

January 8, 2001
Date Signed

TRADEMARK AND COPYRIGHT ASSIGNMENT

WHEREAS, First National Bank of Omaha, a national bank, with offices at One First National Center, Omaha, Nebraska ("Assignor"), is the owner of the trademark(s) and/or service mark(s) listed on Schedule A hereto (collectively, the "Trademarks") and the goodwill of the business associated therewith; and

WHEREAS, Assignor agrees to assign its entire right, title and interest in and to the Trademarks, to RPSI, Inc. d/b/a Retriever Payment Systems, a corporation organized under the laws of Nebraska ("Assignee"), together with the goodwill of the business symbolized by the Trademarks;

WHEREAS, Assignee agrees to acquire Assignor's entire right, title and interest in and to the Trademarks and the goodwill of the business symbolized by the Trademarks; and

WHEREAS, Assignee has at all times since the creation of the RETRIEVER DOG Designs listed on Exhibit A owned the Copyrights for such designs, and to avoid any doubt Assignor and Assignee wish to acknowledge Assignee's ownership of the Copyrights, and Assignor desires to assign any and all right, title, and/or interest it may have acquired in such Copyrights to Assignee, and Assignee accepts such assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, effective as of the date indicated below, to Assignee, its successors and assigns, its entire right, title and interest in and to the Trademarks; all registrations and applications which may have been or may be issued or filed in respect thereto and any renewals thereof; the goodwill of the business symbolized by the Trademarks; all income, royalties, damages, and payments now or hereafter due or payable in respect to the Trademarks and all causes of action (in law and/or equity) and the right to sue, counterclaim, and recover for past, present, and future infringement, misappropriation, or dilution of the rights assigned to assignee hereunder, and all rights corresponding thereto throughout the world.

Assignor hereby requests the Commissioner of Patents and Trademarks of the United States of America, whose duty it is to issue trademark registrations, to issue the Certificate of Registration, Renewal, or Assignment, for any registration of the Trademarks, to Assignee, its successors, and assigns, in accordance with the terms of this Assignment.

Assignor and Assignee further agree and acknowledge that upon and at all times since the creation of the RETRIEVER DOG designs shown on Exhibit A, the

Copyrights have been owned exclusively by Assignee. To the extent, however, that Assignor may have acquired any rights in any of the Copyrights, and for avoidance of doubt, Assignor hereby assigns to Assignee and its successors and assigns, all of Assignor's right, title, and interest (if any) in and to the Copyrights, in the United States and all other jurisdictions throughout the world, whether registered or unregistered, and in and to any renewals and extensions thereof, all rights of reversion and termination, and all works based upon, derived from, or incorporating such works, and in and to all income, royalties, damages, claims, and payments now or hereafter due or payable with respect thereto, and in and to all causes of action (either in law or equity) and the right to sue, counterclaim, and recover, for past, present, or future infringement of Assignee's rights hereunder. Assignor does not purport to reserve for itself any right of any kind relating to the Copyrights or the underlying works.

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to execute such further documents as Assignee may reasonably request to fully effectuate this Assignment including, but not limited to, the execution of assignments in recordable form in each jurisdiction where trademark or copyright registrations or applications for the Trademarks or Copyrights may be issued or pending.

This Assignment is effective as of December 29, 2000.

ASSIGNOR:

First National Bank of Omaha



By: Nicholas W. Baxter

Title: Senior Vice President

ASSIGNEE:

RPSI, Inc. d/b/a

Retriever Payment Systems



By: Bernard Levitt

Title: Chief Financial Officer and Secretary

SCHEDULE A
ASSIGNED TRADEMARKS

Mark	Registration No. (Application No.)	Registration Date (Filing Date)
RETRIEVER AMERICA'S PAYMENT SYSTEMS AUTHORITY	2,142,148	March 10, 1998
RETRIEVER PAYMENT SYSTEMS	2,119,553	December 7, 1997
ONE (1) IN A CIRCLE WITH ARROWS	2, 107,218	October 21, 1997

EXHIBIT A
COPYRIGHTS

Copyright	Registration No. (Application No.)	Registration Date (Filing Date)
RETRIEVER DOG Designs: All forms of the Retriever Dog used by the business	(not registered)	(n/a)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE
NEW YORK 10036-6522

TELEPHONE NO.: (212) 735-3000
FACSIMILE NO.: (212) 735-2000

DIRECT FACSIMILE NO.:
EMAIL: mmcguire@skadden.com

#311

FACSIMILE TRANSMITTAL SHEET

PLEASE DELIVER THE FOLLOWING PAGE(S) TO:

NAME: Assignment Division

FIRM: U.S. Patent and Trademark Office

CITY: Arlington DATE: January 8, 2001

TELEPHONE NO.: 703-308-9723

FACSIMILE NO.: 703-306-5995

FROM: Michael McGuire FLR/RM.: 26-314

REFERENCE NO.: 613770/40 DIRECT DIAL: 212-735-4104

TOTAL NUMBER OF PAGES INCLUDING COVER(S): 7

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MESSAGE:
The Commissioner is hereby authorized to charge any fees in connection with the attached recordation request to Deposit Account No. 19-2385.

Michael McGuire