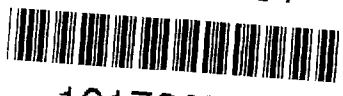


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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2007)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioned original documents or copy thereof.

1. Name of conveying party(ies):
FIRST TENNESSEE BANK NATIONAL ASSOCIATION
 Individual(s) Association
 General partnership Limited Partnership
 Corporate-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **GENPASS TECHNOLOGIES, LLC**
Internal Address: _____
Street _____
Address: **Highland Office Center, Suite 207**
City: **Fort Washington** State: **PA** ZIP: **19034**
 Individual(s) citizenship _____
 Association _____
 General partnership _____
 Limited Partnership _____
 Corporate-State _____
 Other **Limited Liability Company - Delaware**
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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: **May 2, 2001**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2142438
2142437
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: **2**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Sally A. Steffen, Esquire**
Internal Address: _____
Ballard Spahr Andrews & Ingersoll, LLP
Street Address: **1735 Market Street, 51st Floor**
City: **Philadelphia** State: **PA** Zip: **19103**

7. Total Fee (37 CFR 3.41) **\$65.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
02-0755
(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.
Sally A. Steffen **5/22/01**
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: **//**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, DC 20231

SERVICE MARK ASSIGNMENT

WHEREAS, FIRST TENNESSEE BANK NATIONAL ASSOCIATION, a national banking association with its principal place of business at 165 Madison Avenue, Memphis, Tennessee 38103 (the "Assignor"), is the owner of the entire right, title and interest in and to each of the service marks MONEY BELT® (Reg. No. 2,142,438) and MONEY BELT (and Design)® (Reg. No. 2,142,437) (collectively, the "Marks") set forth on Exhibit A attached hereto; and

WHEREAS, GENPASS TECHNOLOGIES, LLC is a Delaware limited liability company with its principal place of business at Highland Office Center, Suite 207, Fort Washington, Pennsylvania 19034, (the "Assignee") acquired the Marks from the Assignor pursuant to an Asset Purchase Agreement dated as of November 20, 2000; and

WHEREAS, the Assignor has agreed to assign all of its rights in the Marks to the Assignee, and the Assignee hereby accepts said assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

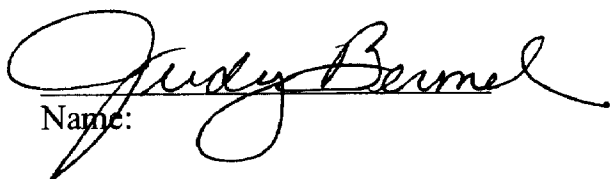
1. The Assignor hereby assigns to the Assignee full right and title to the Marks together with all renewals thereof, all income, royalties, damages and payments now or hereafter due and/or payable with respect thereto; including, without limitation, damages and payment for past or future infringements thereof and the goodwill of the business connected with and symbolized by the said Marks.
2. The Assignor does hereby covenant and agree that it will from time to time, if requested by the Assignee or the successors or assigns of the Assignee, do, execute, acknowledge and deliver, or cause to be done, executed and delivered to Assignee or its successors or assigns such and all further acts, transfers, assignments, transfer documents, powers and assurances of

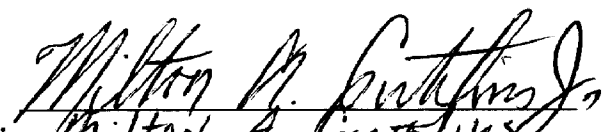
title and additional papers and instruments that may be necessary or desirable to carry out the intent hereof and to vest in Assignee the entire right, title and interest of Assignor in and to the Marks.

IN WITNESS WHEREOF, the parties have caused this Service Mark Assignment to be executed on the 2 day of ~~April~~^{MAY}, 2001.

Attest

FIRST TENNESSEE BANK NATIONAL
ASSOCIATION


Name: _____

By: 
Name: MILTON A. EIGTELUS
Title: SENIOR VICE PRESIDENT

Attest

GENPASS TECHNOLOGIES, LLC

By: _____
Name: Gregory C. Dillett
Title: Vice Chairman

title and additional papers and instruments that may be necessary or desirable to carry out the intent hereof and to vest in Assignee the entire right, title and interest of Assignor in and to the Marks.

IN WITNESS WHEREOF, the parties have caused this Service Mark Assignment to be executed on the ^{2nd} ~~30th~~ day of ^{May} ~~April~~, 2001.

Attest

FIRST TENNESSEE BANK NATIONAL ASSOCIATION

Name:

By: _____
Name: _____
Title: _____

Attest

GENPASS TECHNOLOGIES, LLC

Mary Mullany

By: *Gregory C. Dillett*
Name: Gregory C. Dillett
Title: Vice Chairman